

April 28, 2023

Subject Invitation to the reschedule of the 2023 Annual General Meeting of Shareholders (electronic meeting) due to the quorum was not constituted

To Shareholders of All Inspire Development Public Company Limited

**Enclosures**

1. Proxy Form Type A, Type B, and Type C
2. Clarification on documents and evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting to register and vote in the shareholders' meeting
3. Registration Form

The Board of Directors meeting of All Inspire Development Public Company Limited (the "**Company**") has resolved to held the 2023 Annual General Meeting of Shareholders on April 24<sup>th</sup>, 2023 at 2.00 p.m. via electronic meeting (E-AGM). Upon the lapse of one hour from the schedule of the meeting commencement, the number of shareholders who attended at the meeting were 7 persons, holding the shares in aggregate of 383,822,340 shares and the number of shareholders who attended by proxies were 24 persons, holding the shares in aggregate of 39,616,548 shares. The total number of shareholders and proxies, who attended the meeting were 31 persons, holding the shares in aggregate of 423,438,888 shares, equivalent to 24.6397 percent of the total number of shares sold in which the quorum of meeting was not constituted according to the Articles of Association of the Company.

In this regard, the Board of Directors' Meeting no. 5/2023 which held on 24<sup>th</sup> April 2023 has resolved to reschedule of the 2023 Annual General Meeting of Shareholders on 10 May 2023 at 3.00 p.m. via electronic meeting (E-AGM). The agendas, objectives and rationale, the opinion of the Board of Directors and details of each agenda shall remain unchanged as prescribed in the Invitation to the 2023 Annual General Meeting of Shareholders dated 7 April 2023. The meeting agenda are as follows:

Agenda 1 Consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.3/2022;

Agenda 2 Consider and acknowledge the operating results of the Company for the year 2022;

- Agenda 3      Consider and approve the Financial Statement of the Company for the fiscal year ended on 31 December 2022;
- Agenda 4      Consider and approve refraining from the allocation of net profits as legal reserves and refrain from paying annual dividends;
- Agenda 5      Consider and approve the appointment of directors replacing those who would retire by rotation;
- Agenda 6      Consider and approve the remuneration of the directors for the year 2023;
- Agenda 7      Consider and approve the appointment of auditors and to determine auditor fee for the year 2023;
- Agenda 8      Consider and approve the reduction of the Company's registered capital by cancelling unissued shares of the Company and the amendment of the Company's Memorandum of Association Clause 4. to reflect the reduction of the Company's registered capital;
- Agenda 9      Consider and approve the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association Clause 4. to reflect the increase of the Company's registered capital;
- Agenda 10     Consider and approve the allocation of the Company's newly issued ordinary shares to offer to a private placement in accordance to the resolution of the Extraordinary General Meeting of Shareholders No.3/2022 on 5 August 2022;
- Agenda 11     Consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the issuance and offering of newly issued ordinary shares by general mandate to offer to existing shareholders in proportion to their shareholdings (Right Offering) and to offer to a private placement;
- Agenda 12     Consider and approve the Company to determine the conversion price of the convertible debentures issued in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 7 April 2022 at a price lower than the par value of the Company in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 (and as amended); and
- Agenda 13     Consider other matters (if any)

In this regard, the record date to determine the right of shareholders to attend the 2023 Annual General Meeting of Shareholders (electronic meeting) on 10 May 2023 shall remain unchanged i.e., 29 March 2023 as previously informed by the Company. The Company will send out invitations to the shareholders no less than 7 days prior to the meeting. To this end, a quorum will not be required for this meeting, as per Section 103 of the Public Limited Company Act B.E. 2535.

The Company, therefore, invites the shareholders to attend the reschedule of the 2023 Annual General Meeting of Shareholders due to the quorum was not constituted on 10 May 2023 at 3:00 p.m. via electronic media (E-AGM) in accordance to the relevant electronic conferencing laws by refraining shareholders from attending the meeting at the venue on the specified date and time. Documents relating to the registration process for the reschedule of 2023 Annual General Meeting of Shareholders via electronic media (E-AGM) are detailed in Enclosure 2.

However, if the shareholders are unable to attend the meeting in person, please appoint another person to attend and vote in this meeting by choosing one of the proxy forms that the Company had enclosed with this document (Form A., Form B., and Form C., which Form C. is only used in the case that the shareholder is a foreign investor and appoints a custodian in Thailand to be a share depository and keeper), detailed in Enclosure 1. To this end, the proxies which attached to the Invitation to the 2023 Annual General Meeting of Shareholders dated 7 April 2023 that the Company has already sent to the shareholders, and the shareholder has already completed the form and delivered to the Company is able to be used as the proxy of the reschedule of the 2023 Annual General Meeting of Shareholders.

Alternatively, shareholders can appoint independent directors of the Company to attend the meeting and vote on behalf shareholder. The Company has defined independent directors who can act as proxy in the meeting, namely, **Mr. Manus Jamveha**. The information and profile of the independent directors who are proxy representatives shall remain unchanged as provided in the Invitation to the 2023 Annual General Meeting of Shareholders dated 7 April 2023.

In this regard, for your cooperation, please deliver the proxy form to the Company within May 8, 2023 via these contact channels:

1. Email Address: [secretary@allinspire.co.th](mailto:secretary@allinspire.co.th)
2. Registered Post to:

**Company Secretary**  
**All Inspire Development Public Company Limited**  
**4345 Bhiraj Tower at BITEC floor 18, Sukhumvit Rd,**  
**South Bang Na Subdistrict, Bang Na District, Bangkok 10260**

Please study the process of attending the meeting and prepare the documents to be presented on the meeting date according as detailed in Enclosure 2. The Company will conduct the meeting according to the Company's articles of association, as previously prescribed in the Invitation to the 2023 Annual General Meeting of Shareholders dated 7 April 2023. For your utmost benefits,

including to protect your rights to the best of our abilities, if there are any inquiries for the Company in regard to any agendas, shareholders can send in questions in advance to the Company Secretary (E-Mail Address) [secretary@allinspire.co.th](mailto:secretary@allinspire.co.th) by May 8, 2023

Therefore, we would like to invite the shareholders to attend the meeting on the date, time, place and via other methods as detailed above.

Sincerely yours,

(Mr. Thanakorn Thanawarith)

Chief Executive Officer