No-Gift Policy

Letter of Invitation to the 2017 Annual General Meeting of Shareholders

After You Public Company Limited

On Thursday April 27, 2017 at 10.00 a.m.

At Room Pavilion B, 8th Floor,
The Grand Four Wings Convention Hotel
No. 333 Srinakarin Road, Huamark Sub-district,
Bangkapi District, Bangkok 10240

Registration will start at 08.00 a.m

For convenience in registration process,

please bring the registration form with barcode to the Meeting

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March 27, 2017

Re: Invitation to the 2017 Annual General Meeting of Shareholders

To: Shareholders of After You Public Company Limited

Enclosures :

1. Copy of the Minutes of Extraordinary General Meeting of Shareholders No. 1/2016;
2. Copy of 2016 Annual Report of the Company and Copy of the Company's Financial Statement ended December 31, 2016 in CD-ROM format;
3. Capital Increase Report Form (F53-4);
4. Profile and Working Experience of Candidates Nominated for Election as Directors Replacing Directors Who Will Retire by Rotation;
5. Articles of Association of the Company with Respect to the Shareholders' Meeting;
6. Guidelines for Registration, Appointment of Proxy, Documents to Be Presented on the Meeting Date;
7. Procedure for Attending the Shareholders' Meeting;
8. Proxy Form (Form A., Form B., and Form C.);
9. Profile of Independent Director for Appointment as Proxy by the Shareholders and Definition of the Company's Independent Director;
10. Registration Form (Please bring this Form on the meeting date);
11. Location Map

Following the Meeting of the Board of Directors No. 3/2017 of After You Public Company Limited (the **"Company"**) resolved to convene the 2017 Annual General Meeting of Shareholders on Thursday April 27, 2017 at 10.00 a.m. (registration start time at 08.00 a.m.), at Room Pavilion B, 8th Floor, The Grand Four Wings Convention Hotel located at No. 333 Srinakarin Road, Huamark Sub-district, Bangkapi District, Bangkok 10240, to consider the following agenda items.

Agenda Item No. 1 **Message from the Chairman to the Meeting**

Remark This agenda item is for acknowledgement and no casting of vote is required.

Agenda Item No. 2 **To consider and adopt the Minutes of Extraordinary General Meeting of Shareholders No. 1/2016**

Facts and Rationale The Company already prepared the Minutes of Extraordinary General Meeting of Shareholders No. 1/2016, the details of which are as shown in **Enclosure 1** delivered to all shareholders together with the invitation to the Meeting.

Opinion of the Board of Directors The Board of Directors considered that the Minutes of Extraordinary General Meeting of Shareholders No. 1/2016 dated October 6, 2016 were correctly and completely recorded and deemed it appropriate to propose that the 2017 Annual General Meeting of Shareholders adopt the said minutes, as detailed in **Enclosure 1.**

Remark A resolution on this agenda item must be approved by a simple majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item No. 3 **To consider and acknowledge the report on the results of the Company's business operation for the fiscal year 2016**

Facts and Rationale The Company already summarized the results of the Company's business operation and material changes in the fiscal year 2016, the details of which are as shown in **Enclosure 2** delivered to all shareholders together with the invitation to the Meeting.

Opinion of the Board of Directors The Board of Directors considered it appropriate to propose that the 2017 Annual General Meeting of Shareholders to consider and acknowledge the results of the Company's business operation and material changes in the fiscal year 2016, as detailed in **Enclosure 2.**

Remark This agenda item is for acknowledgement and no casting of vote is required.

Agenda Item No. 4 **To consider and approve the Company's financial statement for the fiscal year ended December 31, 2016**

Facts and Rationale The Company already prepared the Company's financial statement for the fiscal year ended December 31, 2016, audited by the certified auditor, including being reviewed by the Audit Committee and approved by the Board of Directors.

Pursuant to Section 112 of the Public Limited Company Act B.E.2535 (1992) (as amended) (the **"PLC Act"**) and Article 39 of the Company's Articles of

Association, the Company shall procure a balance sheet and the comprehensive income statement as at the end of each fiscal year to be proposed to the shareholders' meeting for consideration and approval at an annual general meeting of every year. Therefore, it deems appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the Company's financial statement for the fiscal year ended December 31, 2016, the details of which are as shown under Financial Statement Section in **Enclosure 2** delivered to all shareholders together with the invitation to the Meeting.

In this regard, a summary of the key information of the Company's financial statement for the fiscal year ended December 31, 2016 is detailed as follows:

(Unit: THB)

Details	Consolidated financial statement	Separate financial statement
Total assets	981,933,022	984,143,013
Total liabilities	173,099,297	176,058,915
Shareholders' equity	808,833,725	808,084,098
Sales	606,377,892	606,377,892
Total revenues	608,387,550	612,464,986
Total comprehensive income for the year	98,621,665	98,947,239
Earnings per share	0.18	0.18

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the Company's financial statement for the fiscal year ended December 31, 2016, audited by the certified auditor, including being reviewed by the Audit Committee and approved by the Board of Directors, the details of which are as shown in **Enclosure 2.**

Remark: A resolution on this agenda item must be approved by a simple majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item No. 5 **To consider and approve the allocation of the profits from the Company's business operation for the fiscal year ended December 31, 2016 and the dividend payment**

Facts and Rationale Pursuant to Section 115 of the PLC Act, the Company must not pay dividend if the Company still has accumulated deficit despite having net profit in such particular year. In addition, the Company must set aside at least 5 percent of the annual net profit after deducting deficit brought forward (if any) as a statutory reserve until such statutory reserve should reach at least 10 percent of the registered capital. Additionally, the Company has a policy to pay dividends at the rate of no less than 50 percent of the net profit after income tax and all reserved fund required by laws and the Company's Articles of Association. Also, the said dividend payment may be changed upon any requirement or factor, as the Board of Directors deems appropriate. Thus, it is deemed appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve of the allocation of the profit from the Company's business operation for the fiscal year ended December 31, 2016 as follows: According to the Company's operating results for the fiscal year ended December 31, 2016, the Company has net profit in accordance with the Company's standalone financial statement in the amount of THB 99,094,739. In order to reward the Company's shareholders pursuant to the Company's dividend policy, it is deemed appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the dividend payment to the Company's shareholders in the amount of not exceeding THB 92,900,000, equivalent to 93.75 percent of the total net profit after deducting income tax in accordance with the Company's separate financial statement, which is in line with the Company's dividend payment policy.

Nevertheless, the Board of Directors' Meeting of the Company No. 8/2016, held on December 7, 2016 resolved to approve the payment of the interim dividend in accordance with the unaudited financial statement made for the management (Management Account) ended November 30, 2016, which the Company had retained earnings in the amount of THB 97,000,000, to shareholders whose name appeared in the shareholders' registered book on December 7, 2016 in the sum of THB 78,400,000 and the said dividend payment was made on December 27, 2016 at the rate of THB 0.14 per share. In addition, the Company allocated the net profit in an amount of THB 1,850,000 as statutory reserve. Thus, the Company's statutory reserve equals to THB 7,250,000, or representing 10 percent of the registered capital, which rendered

the Company's statutory reserve reached the minimum threshold required by law. In this regard, pursuant to Section 115 of the PLC Act and Article 44 of the Company's Articles of Association, the Board of Directors may pay interim dividend to shareholders from time to time when it is considered that the Company has sufficient profit to do so. Upon the payment of the said interim dividend payment, the Board of Directors shall propose to the following shareholders' meeting for acknowledgement. Therefore, it is deemed appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and acknowledge the said interim dividend payment.

After the deduction of aforementioned interim dividend payment, there remains a final dividend for fiscal year ended December 31, 2016 in the amount of not exceeding THB 14,500,000, or at the rate of THB 0.02 per share. Therefore, it deems appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the final dividend payment, which will be paid in stock dividends and cash dividends, as detailed as follows:

(a) The Company will pay the stock dividends by issuing up to 90,625,000 newly issued ordinary shares, with a par value of THB 0.10 per share, to the Company's shareholders, at the ratio of every 8 existing share for 1 stock dividend, in the total amount of not exceeding THB 9,062,500, or equivalent to the cash dividends at the rate of THB 0.0125 per share. Any fractional shares therefrom received cash at the rate of THB 0.0125 per share in lieu of the stock dividends; and

(b) The Company will pay cash dividends at the rate of THB 0.0075 per share or its total amount of not exceeding THB 5,437,500.

The stock dividends and cash dividends shall be subject to withholding tax at the rate prescribed by law and the Company will withhold the whole amount of the withholding tax in respect thereof from the cash dividends.

In this regard, the Company determines the date for determining the name of shareholders who shall be entitled to receive such dividend payment (Record Date) on May 9, 2017 and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the **"Securities and Exchange Act"**) by closing the share register book will be on May 11, 2017. The dividend payment date will be made on May 25, 2017.

In addition, Section 116 of the PLC Act and Articles 44 and 45 of the Company's Articles of Association require that the Company must set aside at least 5 percent of the annual net profit after deducting deficit brought forward (if any) as a statutory reserve until such statutory reserve should

reach at least 10 percent of the registered capital, unless the Company's Articles of Association or other laws requires a larger reserve.

The Company has already set aside its net profit from its operating results for the statutory reserve in the total amount of THB 7,250,000, or equivalent to 10 percent of its registered capital, which rendered the Company's statutory reserve reached the minimum threshold required by law and the Company's Articles of Association. Therefore, it is deemed appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the suspension of allocation of the Company's net profit as statutory reserve.

A comparison of the Company's dividend payments are summarized as follows:

Details of dividend payments	Fiscal year ended December 31, 2016	Fiscal year ended December 31, 2015
1. Net Profit (Loss)	THB 99,094,739	THB 56,433,950
2. Number of total paid-up shares of the Company	725,000,000 shares	540,000 shares
3. Total dividend	THB 92,900,000	THB 56,430,000
4. Dividend payout ratio (compare to net profit)	93.75 percent	99.99 percent

Opinion of the Board of Directors

The Company has net profit pursuant to the Company's separate financial statement for the fiscal year ended December 31, 2016 in the amount of THB 99,094,739, the Board of Directors considered and deemed appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the allocation of the profits from the Company's business operation for the fiscal year ended December 31, 2016 and the dividend payment as follows:

(1) To consider and approve the dividend payment from the results of the Company's business operation for the fiscal year ended December 31, 2016 in the sum of not exceeding THB 92,900,000.

(2) To consider and acknowledge the interim dividend payment made on December 27, 2016 in total amount of THB 78,400,000 and the allocation of the profits as the statutory reserve in the amount of THB 1,850,000, resulting the total Company's reserve fund equaled to THB 7,250,000, or equivalent to 10 percent of the registered capital, which rendered the Company's statutory reserve reached the minimum threshold required by law.

(3) To consider and approve the final dividend payment (after deducting the interim dividend payment) in the sum of not exceeding THB 14,500,000, or equivalent to THB 0.02 per share, which will be paid in the stock dividends and the cash dividend, as detailed as proposed above. In this regard, the Company determines the date for determining the name of shareholders who shall be entitled to receive dividend payment (Record Date) on May 9, 2017 and the date for gathering the names of the shareholders by closing shareholders register book under the Section 225 of the Securities and Exchange Act on May 11, 2017 and the dividend payment will be made on May 25, 2017.

(4) To consider and approve the suspension of the allocation of the Company's net profit as the statutory reserve, since the Company's statutory reserve reached 10 percent of the registered capital, as required by law.

Remark A resolution on this agenda item must be approved by a simple majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item No. 6 To consider and approve the election of directors to replace those who must retire by rotation

Facts and Rationale Pursuant to Section 71 of the PLC Act and Article 17 of the Company's Articles of Association, at least one-third of the total number of the directors must retire by rotation at the Annual General Meeting of Shareholders in each year and if it should be impossible for the number of directors to be divided into three, the number nearest to one-third must retire and the retired directors will be eligible for re-election.

The directors who shall retire in the first and second year after the registration of the Company shall be selected by drawing. In the subsequent years, the directors who have held office longest shall retire.

Subject to compliance with the provision of the said law and the Company's Articles of Association, the Company conducted the drawing and appear that the following 3 directors will retire by rotation at the 2017 Annual General Meeting of Shareholders:

1. Mr. Premon Pinskul Position: Chairman of the Board of Directors / Independent Director / Audit Committee / Chairman of Nomination and Remuneration Committee

2. Dr. Thamnoon Ananthothai Position: Director/ Independent Director/ Audit Committee
3. Mr. Mill Kanokwatanawan Position: Director

The Nomination and Remuneration Committee has reviewed the qualifications of the directors who will retire by rotation at the 2017 Annual General Meeting of Shareholders and viewed that these 3 directors who will retire by rotation, i.e. Mr. Premon Pinskul, Dr. Thamnoon Ananthothai and Mr. Mill Kanokwatanawan had the knowledge, capacity, experience and skills which would be beneficial to the Company's operations. Therefore, the Board of Directors deemed appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the re-election of these 3 directors as the Company's directors for another term.

In this regard, the Nomination and Remuneration Committee considered that the said 3 directors who nominated to be re-elected as the Company's directors based on principles and process of nomination and viewed that these 3 directors had full qualifications and did not possess any prohibited characteristics under the PLC Act, the Securities and Exchange Act and the relevant regulations; and that the person who will hold the position of the independent director also possessed the qualifications in accordance with the Definition of the Independent Director of the Company, which is equal to the requirement of the notifications of the Office of the Securities and Exchange Commission (the **"SEC"**) and the Stock Exchange of Thailand (the **"SET"**), as detailed in **Enclosure 4** delivered to all shareholders together with the invitation to the Meeting, including having full qualifications of the Independent Director as prescribed in the regulation of the SEC and the SET, which is appropriate to be the Company's directors.

Therefore, the Board of Directors deemed appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the re-election of the following persons to be the Company's directors for another term.

Name of person who nominated for election as directors replacing directors who will retire by rotation	Position	Number of Board of Directors' meeting attendance in year 2016	Number of Subcommittee meeting attendance in year 2016	Term of directorship of the Company (years)
Mr. Premon Pinskul	Chairman of the Board of Directors / Independent Director / Audit Committee / Chairman of Nomination and Remuneration Committee	10	4	1.5
Dr. Thamnoon Ananthothai	Director / Independent Director / Audit Committee	10	4	1.5
Mr. Mill Kanokwatanawan	Director	10	-	1.5

In this regard, profiles of person who are nominated to be re-elected as directors are as shown in **Enclosure 4** delivered to all shareholders together with the invitation to the Meeting

Opinion of the Board of Directors

The Board of Directors considers and deems appropriate to propose the 2017 Annual General Meeting of Shareholders to consider and re-elect the following person to be directors of the Company for another term

1. Mr. Premon Pinskul Position: Chairman of the Board of Directors / Independent Director / Audit Committee / Chairman of Nomination and Remuneration Committee
2. Dr. Thamnoon Ananthothai Position: Director/ Independent Director/ Audit Committee
3. Mr. Mill Kanokwatanawan Position: Director

Remark

The resolution for this agenda item must be approved by a simple majority vote of the shareholders attending the Meeting and casting their votes (For the election of the directors to replace those who must retire by rotation, the Company shall propose to the Meeting consider and approve the election of each director individually)

Agenda Item No. 7 **To consider and approve the determination of the remuneration of the directors and the audit committees**

Facts and Rationale Pursuant to Section 90 of the PLC Act and Article 22 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration from the Company in the form of reward, meeting allowance, per diem, bonus or in other forms of benefits as determined by the shareholders' meeting; and that the said remuneration shall be determined as a fixed amount, or the determination of principles, or prescribe the remuneration criteria applicable from time to time or applicable until the shareholders' meeting resolves otherwise.

In this regard, the Nomination and Remuneration Committee considered the propriety of the remuneration of the directors and the audit committees by taking into account various factors, i.e. the Company's operating results, the size of the Company's business and the duties and responsibilities of the Board of Directors and the Audit Committee in comparison with the remuneration rate of companies in the same industry and with the similar sizes. Upon due consideration, the Board of Directors deemed appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the determination of the remunerations of directors and audit committees of the Company for year 2017, which remains at the same rate as the remuneration of the directors and audit committees for year 2016 except the remuneration of the Chairman of the Board of Directors, as set out as follows:

Quarterly remuneration for the Board of Directors		
Position	Year 2017	Year 2016
Chairman of the Board of Directors	THB 20,000 / person / quarter	THB 10,000 / person / quarter
Non-executive Directors	THB 10,000 / person / quarter	THB 10,000 / person / quarter
Executive Director	None	None
Independent Director	None	None
Quarterly remuneration for the Audit Committee		
Position	Year 2017	Year 2016
Chairman of the Audit Committee	THB 35,000 / person / quarter	THB 35,000 / person / quarter
Audit Committee	THB 25,000 / person / quarter	THB 25,000 / person / quarter

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the remunerations of directors and audit committees of the Company for year 2017 by taking into account various factors by the Nomination and Remuneration Committee as detailed above.

Remark: The resolution for this agenda item must be approved by not less than two-thirds of the total number of votes of the shareholders attending the Meeting.

Agenda Item No. 8 **To consider and approve the appointment of the auditors and the determination of the auditors for the fiscal year 2017**

Facts and Rationale: According to Section 120 of the PLC Act and Article 36 of the Company's Articles of the Association, the Annual General Meeting of Shareholders must appoint the auditors and determines the audit fee of the Company every fiscal year. It deems appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the appointment of the auditors from EY Office Limited to be auditors of the Company for the fiscal year ended December 31, 2017, where any of the following auditors will be authorized to review and give opinion on the Company's financial statements.

(1) Miss Sumalee Reewarabandith; Certified Public Accountant (Thailand) No. 3970 (who has been the Company's auditor for 3 years); and/or
(2) Miss Manee Rattanabunnakit; Certified Public Accountant (Thailand) No. 5313 (who has never been the Company's auditor); and/or
(3) Mrs. Poonnard Paocharoen; Certified Public Accountant (Thailand) No. 5238 (who has never been the Company's auditor).

Referring to the selection of auditors for the fiscal year 2017, the Audit Committee of the Company reviewed and selected the auditors from audit firms who proposed audit fee and the scope of works to the Company based on the qualifications and working experiences of each firm. Upon due consideration, the Audit Committee of the Company viewed that EY Office Limited is independent, skillful in auditing, and the proposed audit fee is reasonable. In addition, these 3 auditors do not have any relationship with or any interest in the Company, subsidiaries, directors, executives, or major shareholders or any related person thereof.

In the case that the above auditors are unable to perform their duties, EY Office Limited will be authorized to appoint any of its auditors to be the auditor of the Company.

In addition, it is deemed appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the determination of the audit

fee of the Company for the fiscal year ended on December 31, 2017 in the amount of not exceeding THB 1,580,000 (including the audit fee of Aurum and Aurum Company Limited, a subsidiary of the Company), excluding the non-audit services and the out of pocket expenses, which increases from the audit fee for the fiscal year 2016 at the rate of 9.0 percent in accordance with the expanded scope of audit.

A comparison of the audit fee of the Company between year 2017 and year 2016 set out as follows:

Auditor Fee	For fiscal year ended December 31, 2016 (THB)	For fiscal year ended December 31, 2015 (THB)
Audit fee	Not exceeding THB 1,580,000	Not exceeding THB 1,450,000

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose that the 2017 General Meeting of Shareholders consider and approve the appointment of the auditors from EY Office Limited to be the auditors of the Company for the fiscal year ended December 31, 2017 and determine the audit fee of the Company of not exceeding THB 1,580,000, as detailed above.

Remark: The resolution for this agenda item must be approved by a simple majority vote of the shareholders attending the Meeting and casting their votes

Agenda Item No. 9 **To consider and approve the increase of the Company's registered capital by THB 9,062,500, from the existing registered capital of THB 72,500,000 to THB 81,562,500, by issuing up to 90,625,000 newly issued ordinary shares, with a par value of THB 0.10, to accommodate the stock dividend payment**

Facts and Rationale: The Company wishes to increase its registered capital by THB 9,062,500, from the existing registered capital of THB 72,500,000 to THB 81,562,500, by issuing up to 90,625,000 newly issued ordinary shares, with a par value of THB 0.10, to accommodate the stock dividend payment, the details of which are as shown in **Enclosure 3** delivered to all shareholders together with the invitation to the Meeting.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the increase of the Company's registered capital to accommodate the stock dividend payment, as detailed above.

Remark The resolution for this agenda item must be approved by not less than three-fourth of the total number of votes of the shareholders attending the Meeting and entitled to vote

Agenda Item No. 10 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase

Facts and Rationale In order to be in line with the increase of the Company's registered capital as proposed in Agenda Item No. 9 above, it is deemed appropriate to propose that the 2017 General Meeting of Shareholders consider and approve the amendment to Clause 4 of the Company's Memorandum of Association, by adopting the following wording in replacement thereof:

"Clause 4	Registered capital	THB 81,562,000	(Eighty one million five hundred sixty two thousand Baht)
	Divided into	815,625,000 shares	(Eight hundred fifteen million six hundred and twenty five thousand shares)
	Par value per share	THB 0.10	(Ten Satang)
	Divided into		
	Ordinary shares	815,625,000 shares	(Eight hundred fifteen million six hundred and twenty five thousand shares)
	Preferred shares	-	(-)"

In this regard, the person(s) authorized by the Board of Directors shall be empowered to register the amendment to the Company's Memorandum of Association with the Department of Business Development, the Ministry of Commerce, is empowered to amend or add wording in compliance with the Registrar's directions.

Opinion of the Board of Directors The Board of Directors deemed appropriate to propose that the 2017 General Meeting of Shareholders consider and approve the amendment to Clause 4 of the Company's Memorandum of Association, as detailed above.

Remark The resolution for this agenda item must be approved by not less than three-fourth of the total number of votes of the shareholders attending the Meeting and entitled to vote

Agenda Item No. 11 **To consider and approve the allocation of the Company's newly issued ordinary shares**

Facts and Rationale

Whereas the Company wishes to increase its registered capital as proposed in Agenda Item No. 9 above. It is deemed appropriate to propose that the 2017 General Meeting of Shareholders consider and approve the allocation of up to 90,625,000 newly issued ordinary shares of the Company, with a par value of THB 0.1 per share, to accommodate the stock dividend payment and the authorization of the Board of Directors or the Managing Director or the person(s) designated by the Board of Directors or the Managing Director to consider and determine details in connection with the allocation of the said newly issued shares, i.e. (1) to determine the conditions and other details which are necessary in connection with the allocation of newly issued shares; (2) to enter into negotiations, agreement and execution of the relevant documents and agreements that are necessary for the allocation of the said newly issued shares and to take any other actions in connection with the allocation of the said newly issued shares; and (3) to execute the applications and relevant evidences that are necessary for the allocation of the said newly issued shares, including the arrangement and the submission of applications to the competent authorities or relevant agencies and the listing of the Company's newly issued shares on the SET; and shall authorize to take any other actions which are necessary and appropriate for the allocation of the said newly issued shares in accordance with the requirement by laws and/or relevant regulations.

Opinion of the Board of Directors

The Board of Directors deemed appropriate to propose that the 2017 General Meeting of Shareholders to consider and approve the allocation of the Company's newly issued ordinary shares to the Company's shareholders to accommodate the stock dividend payment, as detailed above.

Remark

The resolution for this agenda item must be approved by a simple majority vote of the shareholders attending the Meeting and casting their votes

Agenda Item No. 12 **To consider other matter (if any)**

In addition, the Company has published the invitation to the 2017 Annual General Meeting of Shareholders together with the enclosures on the Company's website at https://www.afteryoudessertcafe.com/shareholder-information/. The Company, therefore, hereby invites all shareholders to attend the 2017 Annual General Meeting of Shareholders, on April 27, 2017, at 10.00 a.m., at Room Pavilion B, 8th Floor, The Grand Four Wings Convention Hotel located at No. 333 Srinakarin Road, Huamark Sub-district, Bangkapi District, Bangkok 10240. The map of the venue is set out in **Enclosure 11.** In the event that shareholder is unable to attend the meeting and would like to appoint a proxy to attend the meeting and cast vote on his/her behalf, the shareholders shall fill information and sign on either Proxy Form A or Proxy Form B. In case of foreign shareholders who appointed a custodian, such shareholders shall use Proxy Form C, as set out in **Enclosure 8.**

To protect the shareholders' rights and benefits of any shareholders who are unable to attend the meeting and intends to appoint independent director of the Company to attend the meeting in person and would like to appoint the Company's independent director as their proxy to attend and cast vote on his/her behalf, the shareholder can appoint the Company's independent director whose profile is set out in **Enclosure 9** by using Proxy Form B as appeared in **Enclosure 8** to grant the Company's independent director to attend the meeting and cast vote on his/her behalf and then submit the form attached with supporting documents, as detailed in **Enclosure 6** to the Investor Relations Department, After You Public Company Limited, No. 324, 326 Soi Pattanakarn 30, Pattanakarn Road, Suan Luang Sub-District, Suan Luang District, Bangkok 10250, Telephone No. 0-2318-4488. Additionally, for the purpose of the verification of the documents, please submit all documentation to the Company by April 21, 2017.

It is recommended that the shareholders study the guidelines for registration, appointing a proxy, and the documentations and evidence required to be presented on the meeting date as set out in **Enclosure 6**, as well as the details on procedures for attendance at the shareholders' meeting as set out in **Enclosure 7**. The Company will conduct the meeting in accordance with the Company's Articles of Association, Chapter 6 with respect to the Meeting of Shareholders, as set out in **Enclosure 5.**

For the efficiency of the registration process of the 2017 Annual General Meeting of Shareholders, the Company will allow the shareholder and proxies to register their names from 08.00 a.m. on the date of the meeting, at Room Pavilion B, 8th Floor, The Grand Four Wings Convention Hotel located at No. 333 Srinakarin Road, Huamark Sub-district, Bangkapi District, Bangkok 10240. In addition, since the Company will use the barcode system in the registration and counting of votes at this meeting, the shareholders and proxies are required to present the registration form as appeared in **Enclosure 10** on the date of the meeting along with other documentations as detailed in **Enclosure 6.**

The Company has set the date for determining the names of shareholders who shall have the right to attend the 2017 Annual General Meeting of Shareholders (Record Date) on March 23, 2017, and the date for gathering the names of shareholders under section 225 of the Securities and Exchange Act by closing the share register book and suspending share transfers on March 24, 2017.

Sincerely yours,

Mr. Premon Pinskul

Chairman of the Board of Directors

Minutes of the Extraordinary General Meeting of Shareholders No.1/2016

After You Public Company Limited

October 6, 2016

Date, Time and Venue

The meeting was convened on October 6, 2016 at 10.00 a.m, at the office of After You Public Company Limited (the **"Company"**) located at 324, 326 Soi Pattanakan 30, Suan Luang Sub-district, Suan Luang District, Bangkok.

Introduction

Mr. Premon Pinskul, the Chairman of the Company's Board of Directors, acted as the Chairman (the **"Chairman"**) of the Extraordinary General Meeting of Shareholders No. 1/2016 (the **"Meeting"**) and Miss Chantanee Tantasuralerk, the Company Secretary, acted as the Secretary to the Meeting. The Chairperson informed the Meeting that there were 5 shareholders presented at the Meeting in person and by proxy, holding an aggregate of 560,000,000 shares, representing 100 percent of the total issued shares of the Company. A quorum was, therefore, duly formed in accordance with the Company's Articles of Association and law. The Chairperson declared the Meeting open, and proceeded to conduct the Meeting in line with the following meeting agenda as specified in the invitation dispatched to the shareholders:

Agenda Item 1 **Message from the Chairman to the Meeting**

- None -

Agenda Item 2 **To consider and adopt the Minutes of the 2016 Annual General Meeting of Shareholders**

The Chairman proposed that the Meeting consider and adopt the Minutes of the 2016 Annual General Meeting of Shareholders dated March 23, 2016, as detailed in the copy of the Minutes of the 2016 Annual General Meeting of Shareholders dispatched to the shareholders together with the Invitation.

Resolution Upon due consideration, the Meeting unanimously considered and adopted the Minutes of the 2016 Annual General Meeting of Shareholders dated March 23, 2016, as proposed in all respects.

Agenda Item 3 **To consider and approve the amendment to the Company's objectives**

The Chairman informed the Meeting that since the Company had submitted the Company's filing and the draft prospectus to the Securities and Exchange Commission (the **"SEC"**) and the Market for Alternative Investment (the **"MAI"**), the Company was instructed by the MAI to amend the Company's objectives and to further cover the Company's business. Thus, it deemed

appropriate to propose that the Meeting consider and approve the amendment to the Company's objectives. The details of which was shown in the draft amended objectives dispatched to the shareholders together with the Invitation.

Resolution Upon due consideration, the Meeting unanimously considered and approved the amendment to the Company's objectives, as proposed in all respects.

Agenda Item 4 **To consider and approve the amendment to Clause 3 in the Company's Memorandum of Association, with respect to the Company's objectives, to be in line with the amendment to the Company's objectives**

The Chairman proposed that the Meeting consider and approve the amendment to Clause 3 in the Company's Memorandum of Association, with respect to the Company's objectives, to be in line with the amendment to the Company's objectives, as approved by the Meeting in Agenda Item, to be as follows:

"Clause 3 The Company's objectives have 53 clauses, as set out in Bor Mor Jor 002 attached hereto."

In this regard, the Company will delegate the power to the designee of the Board of Directors to register the amendment to the Company's Memorandum of Association with the Department of Business Development, the Ministry of Commerce (the **"DBD"**), to be authorized to amend or add wordings in compliance with the registrar's directions.

Resolution Upon due consideration, the Meeting unanimously considered and approved the amendment to Clause 3 in the Company's Memorandum of Association, with respect to the Company's objectives, and approved the delegation the power to the designee of the Board of Directors to register the amendment to the Company's Memorandum of Association with the DBD, to be authorized to amend or add wordings in compliance with the registrar's directions, as proposed in all respects.

Agenda Item 5 **To consider and approve the cancellation of the resolutions of the 2016 Annual General Meeting of Shareholders with respect to the increase of the Company's registered capital, the allocation of the Company's newly issued ordinary shares, and the issuance and offering of the Company's newly issued ordinary shares to the Company's executives and/or employees under the Company's ESOP Scheme**

The Chairman informed the Meeting that according to the 2016 Annual General Meeting of Shareholders (the **"2016 AGM"**) dated March 23, 2016, the 2016 AGM had resolved as follows:

(1) Agenda Item 6.3 The 2016 AGM had resolved to approve the increase of the Company's registered capital by THB 26 million, from the Company's existing registered capital of THB 54 million to THB 80 million, by issuing 260 million newly issued ordinary shares, with a par value of THB 0.10 per share, to strengthen capacity of the Company's further investment, including preparing to be a listed company in the MAI;

(2) Agenda Item 6.4 The 2016 AGM had resolved to approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase;

(3) Agenda Item 6.5 The 2016 AGM had resolved to approve the allocation of 260 million newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, as follow:

a the allocation of 20 million newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, to each of the existing shareholders in proportion of their shareholdings (Right Offering), at a ratio of 27 existing shares for 1 newly issued ordinary share, at the offering price of THB 0.10 per share, and any fractional share therefrom shall be disregarded;

b the allocation of 236.5 million newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, to initial public offering (IPO);

c the allocation of 1.5 million newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, to the Company's directors, and the remaining shares therefrom will be offered to public; and

d the allocation of 2 million newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, to the Company's executives and/or employees under the Company's ESOP Scheme, and the remaining shares therefrom will be offered to public.

(4) Agenda Item 6.6 The 2016 AGM had resolved to approve the offering of the Company's newly issued ordinary shares to the Company's executives and/or employees under the Company's ESOP Scheme.

Since the management of the Company has considered that the profits from the Company's operating results in a period of 6 months ended June 30, 2016 had been more than their expectations, as a result, the Company needs less funds from the offering of the Company's newly issued ordinary shares to public. Thus, the Company wishes to reduce the Company's registered capital by THB 7.5 million, from the Company's existing registered capital of THB 80 million

to THB 72.5 million, by cancelling 75 million newly issued ordinary shares, from the existing number of 236.5 million shares to 161.5 million shares.

Thus, in order to allow the Company to undertake the said matters, it deemed appropriate to propose the Meeting that consider and approve the cancellation the resolutions of the 2016 AGM with respect to Agenda Item 6.3, Agenda Item 6.4, Agenda Item 6.5 (b) – (d), and Agenda Item 6.6. Then, the Company must later proceed to reduce the Company's registered capital by cancelling authorized but unissued ordinary shares prior to the increase of the registered capital or the amendment to the registered capital, as approved by the 2016 AGM.

Resolution Upon due consideration, the Meeting unanimously considered and approved the cancellation of the resolutions of the 2016 AGM with respect to Agenda Item 6.3, Agenda Item 6.4, Agenda Item 6.5 (b) – (d), and Agenda Item 6.6, as proposed by the Chairman in all respects.

Agenda Item 6 **To consider and approve the reduction of the Company's registered capital by THB 24 million, from the existing registered capital of THB 80 million to THB 56 million, by cancelling the 240 million authorized but unissued ordinary shares, with a par value of THB 0.10 per share**

The Chairman informed the Meeting that since the Meeting approved the cancellation of the resolutions of the 2016 AGM in relation to the increase of the Company's registered capital and the Company wished to reduce the number of newly issued ordinary shares to be offered to public from 236.5 million shares to 161.5 million shares, as detailed in Agenda Item 5 aforementioned.

Pursuant to Section 136 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the **"Public Limited Company Act"**), which required that a public limited company is able to increase its registered capital by issuing newly issued shares when its total shares are issued and fully paid up. However, the Company has currently had 240 million authorized but unissued shares. Thus, it deemed appropriate to propose that the Meeting consider and approve the reduction of the Company's registered capital by THB 24 million, from the existing registered capital of THB 80 million to THB 56 million, by cancelling the 240 million authorized but unissued ordinary shares, with a par value of THB 0.10 per share.

Resolution Upon due consideration, the Meeting unanimously considered and approved the reduction of the Company's registered capital by THB 24 million, from the existing registered capital of THB 80 million to THB 56 million, by cancelling the 240 million authorized but unissued ordinary shares, with a par value of THB 0.10 per share, as proposed by the Chairman in all respects.

Agenda Item 7 **To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital**

The Chairman proposed that the Meeting consider and approve the amendment to Clause 4 of the Company's Memorandum of Association with respect to the Company's registered capital to be in line with the reduction of the Company's registered capital by adopting the following wordings in replacement thereof:

"Clause 4	Registered capital	56,000,000	Baht	(Fifty-six million Baht)
	Divided into	560,000,000	shares	(Five hundred sixty million shares)
	Par value per share	0.10	Baht	(Ten Satang)
	Divided into			
	Ordinary shares	560,000,000	shares	(Five hundred sixty million shares)
	Preferred shares	-	shares	(-)"

In this regard, the Company will delegate the power to the designee of the Board of Directors to register the amendment to the Company's Memorandum of Association with the DBD, to be authorized to amend or add wordings in compliance with the registrar's directions.

Resolution Upon due consideration, the Meeting unanimously considered and approved the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital, and the delegation of the power to the designee of the Board of Directors to register the amendment to the Company's Memorandum of Association with the DBD, to be authorized to amend or add wordings in compliance with the registrar's directions, as proposed by the Chairman in all respects.

Agenda Item 8 **To consider and approve the increase of the Company's registered capital by THB 16.5 million, from the existing registered capital of THB 56 million to THB 72.5 million**

The Chairman informed the Meeting that in order to achieve the Company's plan of business expansion and to accommodate the issuance and offering of the Company's newly issued ordinary shares to public the Company has to raise funds by increasing its registered capital. Thus, it deemed appropriate to propose that the Meeting consider and approve the increase of the Company's registered capital by THB 16.5 million, from the existing registered capital of THB 56 million to THB 72.5 million, by issuing 165 million newly issued ordinary shares, with a par value of THB 0.10 per share.

Resolution Upon due consideration, the Meeting unanimously considered and approved the increase of the Company's registered capital by THB 16.5 million, from the existing registered capital of THB 56 million to THB 72.5 million, by issuing 165 million newly issued ordinary shares, with a par value of THB 0.10 per share, as proposed in all respects.

Agenda Item 9 **To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital**

The Chairman proposed that the Meeting consider and approve the amendment to Clause 4 of the Company's Memorandum of Association with respect to the Company's registered capital to be in line with the increase of the Company's registered capital by adopting the following wordings in replacement thereof:

"Clause 4	Registered capital	72,500,000	Baht	(Seventy-two million five hundred thousand Baht)
	Divided into	725,000,000	shares	(Seven hundred twenty five million shares)
	Par value per share	0.10	Baht	(Ten Satang)
	Divided into			
	Ordinary shares	725,000,000	shares	(Seven hundred twenty five million shares)
	Preferred shares	-	shares	(-)"

In this regard, the Company will delegate the power to the designee of the Board of Directors to register the amendment to the Company's Memorandum of Association with the DBD, to be authorized to amend or add wordings in compliance with the registrar's directions.

Resolution Upon due consideration, the Meeting unanimously considered and approved the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, and the delegation of the power to the designee of the Board of Directors to register the amendment to the Company's Memorandum of Association with the DBD, to be authorized to amend or add wordings in compliance with the registrar's directions, as proposed by the Chairman in all respects.

Agenda Item 10 **To consider and approve the allocation of the Company's newly issued ordinary shares**

The Chairman informed the Meeting that according to the resolutions of the Meeting, as detailed in Agenda Item 9, approved the increase of the Company's registered capital by THB 16.5 million, from the existing registered capital of THB 56 million to THB 72.5 million, by issuing

165 million newly issued ordinary shares, with a par value of THB 0.10 per share, the Chairman, therefore, proposed that the Meeting consider and approve the allocation of the Company's newly issued ordinary shares as follows:

(a) the allocation of 1.5 million newly issued ordinary shares, with a par value of THB 0.10 per share, to the directors, at the same price with the price offered to public, the remaining shares therefrom will be allocated to the public (Initial Public Offering); in this regard, the Company's newly issued ordinary shares are allocated to the following directors:

Name	Number of the Company's Newly Issued Shares to be Allocated (Shares)
Mr. Premon Pinskul	500,000
Dr. Thamnoon Ananthothai	500,000
Mr. Phiched Bhimayothin	500,000

In addition, the directors who subscribed the said newly issued ordinary shares will be forbidden to sell any of their shares within up to 24 months from the first date on which the Company's newly issued ordinary shares are first traded on the MAI.

(b) the allocation of 2 million newly issued ordinary shares, with a par value of THB 0.10 per share, to the Company's executives and/or employees under the Company's ESOP Scheme; the details of which will be proposed to the Meeting in Agenda Item 11 for consideration and approval; the remaining shares therefrom will be offered to the public (Initial Public Offering); and

(c) the allocation of 161.5 million newly issued ordinary shares, with a par value of THB 0.10 per share, and the said remaining shares from the allocation in (a) and (b) to the public (Initial Public Offering).

In this regard, it is further proposed that the Board of Directors, the Managing Director or the person(s) designated by the Board of Directors, the Managing Director be authorized to consider fixing other details in relation to the said allocation of newly issued ordinary shares, e.g. (a) determining to allocate the Company's newly issued ordinary shares in one time or at time, the terms, conditions and details in relation to the said allocation of newly issued ordinary shares, including determining terms of "benefactor", (b) entering into negotiations and agreements and signing relevant documents and agreements, including undertaking other actions in relation to such allocation of newly issued ordinary shares, and (c) signing applications and other documents and evidence necessary for and relevant to the allocation of newly issued ordinary shares, including contacting; filling such applications, documents and evidence with the relevant government authorities or agencies; listing the newly issued shares on the MAI; and undertaking any other actions necessary and

appropriate for such allocation of newly issued ordinary shares as they may deem appropriate to comply with the relevant laws and/or regulations.

In addition, the Company will also allocate the Company's newly issued ordinary shares which are in the same portion offered to the public (Initial Public Offering) to Mr. Rittirong Boonmechot and/or Mr. Thiraphong Chansiri and/or the designee (s) of Mr. Rittirong Boonmechot and/or Mr. Thiraphong Chansiri at the same offering price with the Initial Public Offering price).

According to the allocation of the Company's newly issued ordinary shares to Mr. Rittirong Boonmechot and/or Mr. Thiraphong Chansiri and/or the designee (s) of Mr. Rittirong Boonmechot and/or Mr. Thiraphong Chansiri, the Company is obliged to the terms with Mr. Rittirong Boonmechot and Mr. Thiraphong Chansiri who are the Company's creditors under the following loan agreement; (1) the loan agreement made between After You Company Limited and Mr. Thiraphong Chansiri dated August 25, 2015 and (2) the loan agreement made between After You Company Limited and Mr. Rittirong Boonmechot dated August 25, 2015, where the said terms granted the rights to to Mr. Rittirong Boonmechot and/or Mr. Thiraphong Chansiri and/or the designee (s) of Mr. Rittirong Boonmechot and/or Mr. Thiraphong Chansiri to subscribe the Company's newly issued ordinary shares which will be offered to the public (Initial Public Offering). Such offering will be offered at the same price with the IPO price upon the total amount of the principles and interests which the Company is obliged to repay to Mr. Rittirong Boonmechot and/or Mr. Thiraphong Chansiri under the said loan agreements. Thus, in the event that Mr. Rittirong Boonmechot and/or Mr. Thiraphong Chansiri and/or the designee (s) of Mr. Rittirong Boonmechot and/or Mr. Thiraphong Chansiri wishes to subscribe the Company's newly issued ordinary shares, the Company must allocate the Company's newly issued ordinary shares to Mr. Rittirong Boonmechot and/or Mr. Thiraphong Chansiri and/or the designee (s) of Mr. Rittirong Boonmechot and/or Mr. Thiraphong Chansiri under the said loan agreements.

Therefore, the Chairman proposed that the Company consider and approve the allocation of the Company's newly issued ordinary shares, as detailed above.

Resolution Upon due consideration, the Meeting unanimously considered and approved the allocation of the Company's newly issued ordinary shares, as proposed by the Chairman in all respects.

Agenda Item 11 **To consider and approve the offering of the Company's newly issued ordinary shares to the Company's executives and/or employees under the Company's ESOP Scheme (ESOP)**

The Chairman informed the Meeting that the Company wished to issue and offer the Company's newly issued ordinary shares to the Company's executives and/or employees under the Company's ESOP Scheme (ESOP) to be a compensation and an incentive for the Company's executives and/or employees who are a part of the Company's success, either in the past

or in the future. According to the Company's future growth under the competitive situation with other operators in the same industry and the maintenance of the Company's key personnel for their long working which will benefits the Company's performance and operation, the said issuance and offering will be the utmost benefits to the shareholders. Thus, it deemed appropriate to propose that the Meeting consider and approve the Company's ESOP Scheme and the offering of the Company's newly issued ordinary shares to the Company's executives and/or employees under the Company's ESOP Scheme (ESOP), the details of which are as follows:

Name of Securities : Ordinary shares of After You Public Company Limited

Sort of Securities : Newly issued ordinary shares

Type of Securities : Ordinary shares which are identified and transferable

Method of Offering The Company will offer the newly issued ordinary shares by virtue of the allocation of the Company's newly issued ordinary shares (the **"Offering"**) to the Company's executives and employees as follows:

Name	Position	Number of Allocated Shares (Share)	Offering Price (THB/Share)
Executives			
Mr. Songpon Tasnasathienkij	Director of Operations	437,500	0.10
Ms. Uraiwan Samanwong	Director of Manufacturing	437,500	0.10
Ms. Chamaiporn Tungkittisuwan	Director of Finance & Accounting	437,500	0.10
Mrs. Pornsirin Thongtan	Director of Human Resource	125,000	50 percent of IPO price
		1,437,500	
Employees			
Ms. Sarisa Manee	Production Manager	260,000	0.10
Mr. Nathat Angsurangsri	Factory Manager	125,000	50 percent of IPO price
Mrs. Peechana Setthabutr	Office & Project Manager	88,750	50 percent of IPO price
Ms. Chantanee Tantasuralerk	Company Secretary	88,750	50 percent of IPO price
Total		562,500	

Offering Period	: The Company will offer the newly issued ordinary shares to the Company's executives and employees at the same period of the initial public offering.
Number of Offering Ordinary Shares	: In the number of 2,000,000 shares, with a par value of THB 0.10, representing 0.36 percent of the total issued shares as at the date which the Meeting resolved to approve the allocation of the Company's newly issued ordinary shares to the Company's executives and/or employees, equivalent to 560,000,000 shares
Conditions of the Subscription of the Newly Issued Ordinary Shares	: The Company's executives and/or employees who are entitled to subscribe the newly issued ordinary shares shall possess the following qualifications: (1) Being the Company's executives and/or employees at the date of the allocation of the newly issued ordinary shares; and (2) The number of shares allocated to each of the Company's executives and employees may be different depending on position, experience, responsibility, service year, works, capacity, efficiency, and past performance, including the expected benefits to the Company and its subsidiary in the future.
Secondary Market of the Newly Issued Ordinary Shares	: The Company will list the newly issued ordinary shares which are subscribed and paid-up on the Market of Alternative Investors.

Conditions between the Company and the Company's executives and/or employees in the Offering of the Newly Issued Ordinary Shares

: The Company's executives and/or employees who subscribe the newly issued ordinary shares under the said scheme will be prohibited to sell the subscribed shares in a period of not more than 12 months from the first date on which the Company's newly issued ordinary shares are first traded on the MAI. Nevertheless, after 6 months from the first date on which the Company's newly issued ordinary shares are first traded on the MAI, the Company's executives and/or employees will be able to sell the subscribed shares in a number of not exceeding 50 percent of such total shares. After 12 after 6 months from the first date on which the Company's newly issued ordinary shares are first traded on the MAI, the Company's executives and employees will be able to sell the remaining of the total shares.

Effects to Shareholders

(1) Price Dilution

Currently, the Company's newly issued ordinary shares have no market price. Thus, it is not able to determine the price dilution.

(2) Control Dilution

In the case that the newly issued ordinary shares offered to the Company's executives and employees are fully subscribed, the control dilution effect on the ownership and the voting rights of the existing shareholders after the offering of the Company's newly issued ordinary shares to the Company's executives and/or employees under the Company's ESOP Scheme (ESOP) are as follows:

$$\frac{\text{Number of shares offered at this time}}{\text{number of paid-up shares + number of shares offerd to IPO + number of shares offered to directors + Number of shares offered at this time}}$$

$$\frac{2,000,000}{560,000,000+161,500,000+1,500,000+2,000,000}$$

= 0.28 percent

Right of Shareholders to Object the Offering

The offering of the newly issued ordinary shares under the Company's ESOP Scheme must be approved by the shareholders' meeting by not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote and no shareholder (s) holding in an aggregate of more than 10 percent of the total votes of the shareholders attending the meeting and having the right to vote objects the said offering.

In addition, the terms, conditions and other details of the allocation of the Company's newly issued ordinary shares to the Company's executives and employees shall be at the discretion of the Board of Directors to consider, determine or amend any details as it deems appropriate. Also, the Board of Directors or the designee (s) of the Board of Directors shall be authorized to prepare the relevant documents and follow the ESOP Scheme, including being empowered to determine or amend the terms, conditions and details in relation to the said newly issued ordinary shares to be in line with laws and notifications issued by the relevant authority.

Resolution

Upon due consideration, the Meeting unanimously considered and approved the Company's ESOP Scheme and the offering of the Company's newly issued ordinary shares to the Company's executives and/or employees under the Company's ESOP Scheme (ESOP).

Agenda Item 12 To consider other business (if any)

There was no other matter proposed to the Meeting for consideration. The Chairman thanked the attendees at the Meeting and declared the Meeting adjourned at 12.00 p.m.

(Mr. Premon Pinskul)

Chairman of the Meeting

(F 53-4)

Capital Increase Report Form After You Public Company Limited

March 8, 2017

We, After You Public Company Limited (the **"Company"**), hereby report on the resolutions of the Board of Directors' Meeting No.3/2017, held on March 8, 2017 at 03.00 p.m., in respect of the capital increase and the allocation of newly issued shares as follows:

1. Capital reduction and capital increase

1.1 The Board of Directors' Meeting resolved to approve the increase of the Company's registered capital by THB 9,062,500, from the existing registered capital of THB 72,500,000 to THB 81,562,500, by issuing the Company's 90,625,000 newly issued ordinary shares, with a par value of THB 0.10 per share, where the details of the capital increase are as follows:

Type of Capital Increase	Type of Share	Number of Share (Shares)	Par Value (THB/share)	Total (THB)
☑ Specific purpose of utilizing the proceeds	Ordinary	Up to 90,625,000	0.10	9,062,500
☐ General mandate	-	-	-	-

2. Allocation of newly issued shares (Specific purpose of utilizing the proceeds)

2.1 Details of the allocation

Allocated to	Number of Share (Shares)	Ratio Existing : New	Sale Price (THB per Share)	Date and Time of Subscription and Share Payment	Remark
The existing shareholders	Up to 90,625,000	8:1	-	To accommodate the stock dividend payment	Remark

Remark: The Company will determine the names of the shareholders who shall be entitled to receive the stock dividends on May 9, 2017 and gather the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the **"Securities and Exchange Act"**) by closing the share register book and suspending the share transfer will be on May 11, 2017

2.2 Action to be taken by the Company in case of a fraction of shares

In the case of any fractional shares from the calculation pursuant to the ratio as specified in Clause 2.1, the Company will pay in cash for such fraction of shares at the rate of THB 0.0125 per share in lieu of the stock dividends.

3. Schedule of the 2017 Annual General Meeting of Shareholders to approve the capital increase and allocation of newly issued shares

The 2017 Annual General Meeting of Shareholders has been scheduled to be held on April 27, 2017, at 10.00 a.m., at Room Pavilion B, Floor 8th, The Grand Four Wings Convention Hotel located at 333 Srinakarin Road, Huamark Sub-district, Bangkapi District, Bangkok 10240, where the date for determining the names of shareholders entitled to attend the 2017 Annual General Meeting of Shareholders (Record Date) and the date for closing the share register book to collect the names of shareholders entitled to attend the meeting under Section 225 of the Securities and Exchange Act have been determined on March 23, 2017 and March 24, 2017, respectively.

4. Application for approval of the capital increase/allocation of newly issued shares by the relevant governmental agencies and approval conditions

4.1 The Company will register the increase of the registered capital, the amendment to the Memorandum of Association, and the amendment to the paid-up capital with the Department of Business Development, the Ministry of Commerce.

4.2 The Company will apply for permission from the Stock Exchange of Thailand (the **"SET"**) to register the newly issued ordinary shares as listed securities on the SET.

5. Objectives of the capital increase and plans for utilizing proceeds from the capital increase

To be allocated to the existing shareholders as an investment return.

6. Benefits the Company will receive from the capital increase/allocation of newly issued shares

(1) To be an investment return to the shareholders in a form of the stock dividends;

(2) To increase the Company's stock liquidity; and

(3) To reserve the Company's working capital and increase the Company's cash flow.

7. Benefits the shareholders will receive from the capital increase/allocation of newly issued shares

7.1 Dividend Payment Policy

The Company has the dividend payment policy for the shareholders at the payout rate of not less than 50 percent of the net profit from its business operation, after the deduction of the Company's corporate income tax, in each year. However, the said dividend is changeable as it is subject to the Company's necessity.

7.2 The subscriber of the newly issued ordinary shares will be entitled to receive dividends from the business operation since

The subscriber of the newly issued ordinary shares will be entitled to receive dividends from the Company's business operation the subscriber's registration as a shareholder of the Company.

7.3 Others

- None -

8. Other details necessary for the shareholders' consideration in approving the capital increase/allocation of newly issued shares

- None -

9. Schedule of actions if the Board of Directors resolves to approve the capital increase/ allocation of newly issued shares

No.	Procedure	Date / Month / Year
1.	Board of Directors' Meeting No. 3/2017	March 8, 2017
2.	Date for determining the names of shareholders entitled to attend the 2017 Annual General Meeting of Shareholders (Record Date)	March 23, 2017
3.	Date for closing the share register book to collect the names of shareholders entitled to attend the meeting under Section 225 of the Securities Act	March 24, 2017
4.	The 2017 Annual General Meeting of Shareholders	April 27, 2017
5.	Registration of capital increase and the amendment to the Memorandum of Association with the Ministry of Commerce	Within 14 days from the date of shareholders' meeting's resolution
6.	Date for determining the names of shareholders entitled to receive the stock dividends (Record Date)	May 9, 2017
7.	Date for closing the share register book to collect the names of shareholders entitled to receive the stock dividends under Section 225 of the Securities Act	May 11, 2017
8.	Registration of paid-up capital with the Ministry of Commerce	Within 14 days from the date of shareholders' meeting's resolution

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Please be informed accordingly

Sincerely yours,

AFTER YOU PUBLIC COMPANY LIMITED

(Mr. Maetup T.Suwan) (Miss Gulapat Kanokwatanawan)

Authorized Directors

Profiles and Working Experience of Candidate Nominated for Election as Directors Replacing Directors Who Will Retire by Rotation

Name : Mr. Premon Pinskul

Type of Director to be Nominated for Election : Chairman of the Board of Directors
Independent Director
Audit Committee

Current Position in the Company : Chairman of the Board of Directors
Independent Director
Audit Committee

Age : 60 years old

Nationality : Thai

Educational Qualification : Master of Arts (Economics), University of Detroit, USA
Master of Business Administration, University of Detroit, USA
Bachelor of Accounting, Thammasat University

Director Accreditation Program : Director Certification Program (DCP)
Audit Committee Program (ACP)
Monitoring Fraud Management (MFM)
Monitoring of the Quality of Financial Reporting (MFR)
Monitoring the Internal Audit Function (MIA)
Monitoring the System of Internal Control & Risk Management (MIR)

Shareholding in the Company : 0.07 %

Number of years in office : 1.5 years

Working Experience

2015 – Present	Chairman of the Board of Directors, Independent Director, and Audit Committee After You Public Company Limited
2016 – Present	Chief Financial Officer Impact Electrons Siam Company Limited (Energy Business)
2016 – Present	Director Impact Solar Company Limited (Alternative Energy Business)
2013 – Present	Independent Director and Chairman of the Audit Committee JAS Asset Public Company Limited (Real Estate Business)
2011 – 2015	Chief Financial Officer GMM Grammy Public Company Limited (Media Business)

2015 Director of GDC Company Limited (Media Business)
GMM CJ O Shopping Company Limited (Media Business)
GMM Z Company Limited (Media Business)
GMM TV Company Limited (Media Business)
GMM B Company Limited (Media Business)
GMM One TV Company Limited (Media Business)
GMM HD Digital TV Trading Company Limited (Media Business)
GMM Channel Company Limited (Media Business)
GMM SD Digital TV Trading Company Limited (Media Business)
G S-ONE Company Limited (Media Business)
Z Trading Company Limited (Media Business))
Digital Gen Company Limited (Media Business)
Digi Stream Company Limited (Media Business)
The News TV Company Limited (Media Business)
3-RD Company Limited (Media Business)
Teen Talk Company Limited (Media Business)
Radio Concept Company Limited (Media Business)
Image Publishing Company Limited (Media Business)
Agent Event Agency Company Limited (Media Business)
A-Time Media Company Limited (Media Business)
ST GMM Company Limited (Media Business)
GMM Channel Company Limited (Media Business)
GMM Channel Trading Company Limited (Media Business)
GMM One TV Trading Company Limited (Media Business)

2004 – 2011 Deputy Chief Financial Officer Total Access Communication Public Company Limited (Telecommunication Business)

Relationship with the Company's executive, or major shareholders of the Company or its subsidiary : - None -

Current directorship/ executive position in other listed companies : JAS Asset Public Company Limited (Real Estate Business)

Current directorship/ executive position in other companies which are non-listed company : Impact Solar Company Limited (Alternative Energy Business)

Directorship/executive position in other companies potentially having conflict of interest with the Company : - None -

Meeting attendance in the past year : The Board of Directors' Meetings 10/10 times.
: The Audit Committee's Meetings 4/4 times.

Profiles and Working Experience of Candidate Nominated for Election as Directors Replacing Directors Who Will Retire by Rotation

Name : Dr. Thamnoon Ananthothai

Type of Director to be Nominated for Election : Director
Independent Director
Audit Committee

Current Position in the Company : Director
Independent Director
Audit Committee

Age : 59 years old

Nationality : Thai

Educational Qualification : Ph.D. in Walden International Management, Walden University Naples, Florida, USA

M.B.A. in Management, The University of Sarasota, Sarasota City, Florida, USA

B.A. in Accountancy & Management, Eckerd College-St. Petersburg, Florida, USA

Director Accreditation Program : Directors Certification Program (DCP)
Director Accreditation Program (DAP)
Audit Committee Program (ACP)
The Role of Chairman Program (RCP)
Understanding the Fundamental of Financial Statement (UFS)

Shareholding in the Company : 0.07 %

Number of years in office : 1.5 years

Working Experience

2015 – Present	Independent Director and Audit Committee After You Public Company Limited
2014 – Present	Executive Committee Merchant Partners Asset Management Company Limited (Financing Business)
2014 – Present	Executive Committee Merchant Partners Company Limited (Financing Business)
2007 – Present	Vice Chairman of the Board of Directors and Audit Committee Better World Green Public Company Limited (Services Business)
2007 – Present	Vice Chairman and Chairman of the Audit Committee IFS Capital (Thailand) Public Company Limited (Financing Business)

2004 – Present	Executive Director Merchant Partners Securities Public Company Limited (Financing Business)
2004 – Present	Independent Director, Audit Committee, and Chairman of the Nomination and Remuneration Committee Thai Union Group Public Company Limited (Seafood and Frozen Food Business)
2004 – 2015	Subcommittee of the Executive Board and Subcommittee of Clearing House, the Agricultural Futures Exchange of Thailand
1997 – Present	Executive Committee of Investment and Debt Restructuring and Development Equity Market, the Federation of Thai Industries
2009 – 2015	Audit Committee Bangkok University
2005 – 2015	Independent Director and Audit Committee Property Perfect Public Company Limited (Real Estate Business)

Relationship with the Company's executive, or major shareholders of the Company or its subsidiary	: - None -
Current directorship/ executive position in other listed companies	: Better World Green Public Company Limited (Services Business) : IFS Capital (Thailand) Public Company Limited (Financing Business) : Merchant Partners Securities Public Company Limited (Financing Business) : Thai Union Group Public Company Limited (Seafood and Frozen Food Business)
Current directorship/ executive position in other companies which are non-listed company	: Merchant Partners Securities Company Limited (Financing Business) : Merchant Partners Company Limited (Financing Business) : Executive Committee of Investment and Debt Restructuring and Development Equity Market, the Federation of Thai Industries
Directorship/executive position in other companies potentially having conflict of interest with the Company	: - None -
Meeting attendance in the past year	: The Board of Directors' Meetings 10/10 times. : The Audit Committee's Meetings 4/4 times.

Profiles and Working Experience of Candidate Nominated for Election as Directors Replacing Directors Who Will Retire by Rotation

Name : Mr. Mill Kanokwatanawan

Type of Director to be Nominated for Election : Director

Current Position in the Company : Director

Age : 30 years old

Nationality : Thai

Educational Qualification : Bachelor of Arts Program in Economics, Chulalongkorn University

Director Accreditation Program : - None -

Shareholding in the Company : 1.84 %

Number of years in office : 1.5 years

Working Experience

2015 – Present	Director After You Public Company Limited
August 2016 – Present	Assistant Managing Director After You Public Company Limited
2012 - August 2016	Relationship Manager Siam Commercial Bank Public Company Limited (Financing Business)

Relationship with the Company's executive, or major shareholders of the Company or its subsidiary : Son of Mr. Wiwat Kanokwatanawan
Younger Brother of Ms. Gulapat Kanokwatanawan

Current directorship/ executive position in other listed companies : - None -

Current directorship/ executive position in other companies which are non-listed company : - None -

Directorship/executive position in other companies potentially having conflict of interest with the Company : - None -

Meeting attendance in the past year : การประชุมคณะกรรมการบริษัท 10/10 ครั้ง

Articles of Association

of

After You Public Company Limited

CHAPTER 6

General Meeting of Shareholders

31. The Board of Directors shall convene an Annual General Meeting of Shareholders within four (4) months from the end of every fiscal year of the Company.

Any shareholders' meetings other than the one referred to in the first paragraph shall be called an "Extraordinary General Meeting". The Board of Directors may call the Extraordinary General Meeting any time as the Board of Directors deems appropriate.

Any shareholder(s) holding shares of no less than one-fifth (1/5) of the total amount of issued shares or no less than twenty five (25) shareholders holding shares of no less than one-tenth (1/10) of the total amount of issued shares, may submit a request in writing to the Board of Directors to convene the Extraordinary General Meeting at any time as they deem appropriate, provided that the reason to convene such Extraordinary General Meeting is clearly stated in the request. In this case, the Board of Directors shall hold the Extraordinary General Meeting within one (1) month from the receipt of shareholder's request.

32. Regarding the calling of a general meeting, the Board of Directors shall prepare an invitation specifying the venue, date and time of the meeting, including the business to be transacted at the meeting and the business to be proposed at the meeting with sufficient details. The agenda shall be specified clearly whether it is submitted to the meeting for acknowledgement, approval, or consideration, as the case may be, including the opinion of the Board of Directors on such matter. The invitation shall be sent to the shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the invitation of a shareholders' meeting shall be advertised on a newspaper for three (3) consecutive days in the newspaper, for at least three (3) days prior to the meeting date.

The venue of the shareholders' meeting shall be held in the province in which the Company's head office located, or any other province nearby determined by the Board of Directors.

33. In every shareholders' meeting, a quorum shall consist of the presence of the shareholders and proxies (if any) of at least twenty five (25) persons or at least half (1/2) of the total number of shareholders, and shareholders attend the meeting must hold at least one-third (1/3) of the total number of the issued shares.

If within one (1) hour from the time scheduled for the meeting a quorum is not presented, if the meeting is called by request of the shareholders, such meeting shall be adjourned. However, if such meeting is not called by the request of the shareholders, the meeting shall

be rescheduled. The invitation to such meeting shall be sent in writing to every shareholder at least seven (7) days before the meeting date. In such postponed meeting, the quorum is not required.

34. The Chairman of the Board of Directors shall be a chairman of the general meeting. In the case that the Chairman of the Board of Directors is not present at the general meeting or is unable to perform his/her duty, the Vice Chairman of the Board of Directors shall act as the chairman of the general meeting. If the Vice Chairman is not present or is unable to perform his/ her duty, a shareholder shall be elected to be the Chairman of the general meeting.

35. Regarding the casting of votes in a general meeting, each shareholder shall have one (1) vote for each share he/she holds. If any shareholder has any conflict of interest in any agenda, such shareholder shall be prohibited from casting his/her vote on that agenda. Except in the voting for the election of directors, the affirmative vote of a resolution of a general meeting shall be made as follows:

(1) In ordinary case, a simple majority vote of the shareholders who attend the meeting and cast their votes. In the event of a tied vote, the Chairman shall have a casting vote;

(2) Each of the following matters requires at least three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the rights to vote:

(a) The sale or transfer of the whole or substantial part of business of the Company to other persons;

(b) The purchase or acquisition of the business of other private companies or public companies by the Company;

(c) The execution, amendment, or termination of contract with respect to the granting of a lease of the whole and substantial part of business of the Company, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the Company's business with other persons with the purpose of sharing benefits or deficits.

(d) The amendment to the Company's Memorandum of Association or Articles of Association;

(e) The increase or decrease of the registered capital of the Company;

(f) The dissolution of the Company;

(g) The issuance of debentures of the Company; or

(h) The amalgamation of the Company with another company;

36. The following businesses are to be transacted at the annual general meeting of the shareholders:

(1) To consider and acknowledge the report of the Board of Directors relating to the Company's performance in the past fiscal year;

(2) To consider and approve the balance sheet and the profit and loss statement;

(3) To consider and approve the allocation of profits and dividend payment;

(4) To consider and approve the appointment of directors who retire by rotation;

(5) To consider and approve the determination of the directors' remunerations;

(6) To consider and approve the appointment of the auditor and the determination of audit fee; and

(7) To consider any other matters.

Guidelines for Registration, Appointment of Proxy, Documents to Be Presented on the Meeting Date.

Registration

After You Public Company Limited (the **"Company"**) will allow the shareholders and/or proxies to register to attend the meeting from 8.00 a.m. onwards on April 27, 2017, at Room Pavilion B, 8th Floor, The Grand Four Wings Convention Hotel located at No. 333 Srinakarin Road, Huamark Sub-district, Bangkapi District, Bangkok 10240, as detailed in **Enclosure 11.**

Appointment of Proxy

In the event that any shareholder is unable to attend the meeting in person, such shareholder can appoint any person as his/her proxy to attend the meeting and cast the votes on his/her behalf. The Company has prepared 3 types of Proxy Form as prescribed by the Department of Business Development, Ministry of Commerce, and enclosed together with this invitation as set out in **Enclosure 8.** In addition, shareholders can download 3 types of Proxy Form from the Company's website at https://www.afteryoudessertcafe.com/shareholder-information/. The features of each Proxy Form are as follows:

- Form A. is a general form that is simple and uncomplicated;
- Form B. is an explicit form that sets out specific details of authorization;
- Form C. is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

The appointment of proxy can be done as follows:

1. Ordinary shareholders may choose to use either Proxy Form A. or Form B. In any case, only one type of the Proxy Forms can be chosen. The Company recommends that shareholders use Proxy Form B. and instruct the vote casting for each agenda item;
2. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository can only choose Form C.
3. A shareholder who appoints a proxy shall appoint only one proxy to attend and vote in the meeting and may not split his/her votes to multiple proxies to vote separately.
4. A shareholder can appoint any person to be his/her proxy as he/she wishes, or appoint an independent director of the Company whose details are shown in **Enclosure 9** to be his/her proxy. If the shareholders choose to appoint an independent director of the Company to be his/her proxy, the Company recommends the shareholder to use Proxy Form B, indicate his/her vote on each agenda item, and deliver the Proxy Forms together with supporting documents to the Investor Relations Department, After You Public Company Limited, No. 324, 326, Soi Phatthakan 30, Suan Luang Sub-district, Suan Luang District, Bangkok, Telephone No. 0-2318-4488. For convenience purposes of reviewing documents, please have the documents delivered to the Company no later than April 21, 2017.

5. A Proxy Form must be correctly and completely filled in, signed by a grantor and a proxy (ies), and affixed with THB 20 stamp duty, which must be crossed out and dated upon appointment of the proxy.

6. A proxy must present a Proxy Form and supporting documents as specified under section **Documents to Be Presented on the Meeting Date** at registration desk for proxy on the meeting date.

Documents to Be Presented on the Meeting Date

Individual

1. In case a shareholder attends the meeting in person :

   The shareholder is required to present his/her valid identification card or government identification card, driving license or passport (in case of foreign shareholders). In case of name or surname change, documentary evidence to such effect must also be presented.

2. In case a shareholder appoints a proxy to attend the meeting :

   It is required to present the following documents:

   1) The Proxy Form, correctly and completely filled in and signed by the grantor and the proxy, and already affixed with stamp duty;

   2) Copy of valid identification card or government officer card or driving license or passport (in case of foreigner) of the grantor, certified as true and correct copy by the grantor; and

   3) Valid identification card or government officer card or driving license or passport (in case of foreigner) of the proxy.

Juristic Person

1. In case an authorized representative(s) attends the meeting in person :

   It is required to present the following documents:

   1) Copy of valid identification card or government officer card or driving license or passport (in case of foreigner) of the authorized representative(s), certified as true and correct copy by the representative(s); and

   2) Copy of the shareholder's affidavit, issued by the Ministry of Commerce, certified as true and correct copy by the authorized representative(s), with the statement showing that such authorized representative(s) who attends the meeting is empowered to act on behalf of such juristic shareholder.

2. In case attendance by proxy:

   It is required to present the following documents:

   1) The Proxy Form that has been correctly and completely filled in, signed by the grantor and the proxy, and already affixed with stamp duty;

   2) Valid identification card or government officer card or driving license or passport (in

case of foreigner) of the authorized representative(s) and proxy, certified as true and correct copy by such representative(s);

3) Valid identification card or government officer card or driving license or passport (in case of foreigner) of the proxy; and

4) Copy of the shareholder's affidavit, issued by the Ministry of Commerce, certified as true and correct copy by the authorized representative(s), with the statement showing that such authorized representative(s) who signs the Proxy Form is empowered to act on behalf of such juristic shareholder.

3. In case shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper appoint a proxy by using Proxy Form C., it is required to present the following documents:

3.1 Documents from custodian

1) The Proxy Form C. that has been correctly and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and already affixed with stamp duty;

2) Document confirming that the person who signed the Proxy Form is permitted to operate the custodian business;

3) Copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, certified as true and correct copy by the authorized representative(s) of the custodian,- with the statement showing that the person who signs the Proxy Form is empowered to act on behalf of the custodian; and

4) Copy of valid identification card or government officer card or driving license or passport (in case of foreigner) of the authorized representative(s) of custodian, certified as true and correct by such custodian's authorized representative(s).

3.2 Documents from shareholder who is foreign investor

1) Power of attorney from the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf;

2) Copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, certified as true and correct copy by the authorized representative(s), with the statement showing that such authorized representative(s) who signs the power of attorneys is empowered to act on behalf of such juristic shareholder;

3) Copy of valid identification card or government officer card or driving license or passport (in case of foreigner) of the authorized representative(s), certified as true and correct copy by the representative.

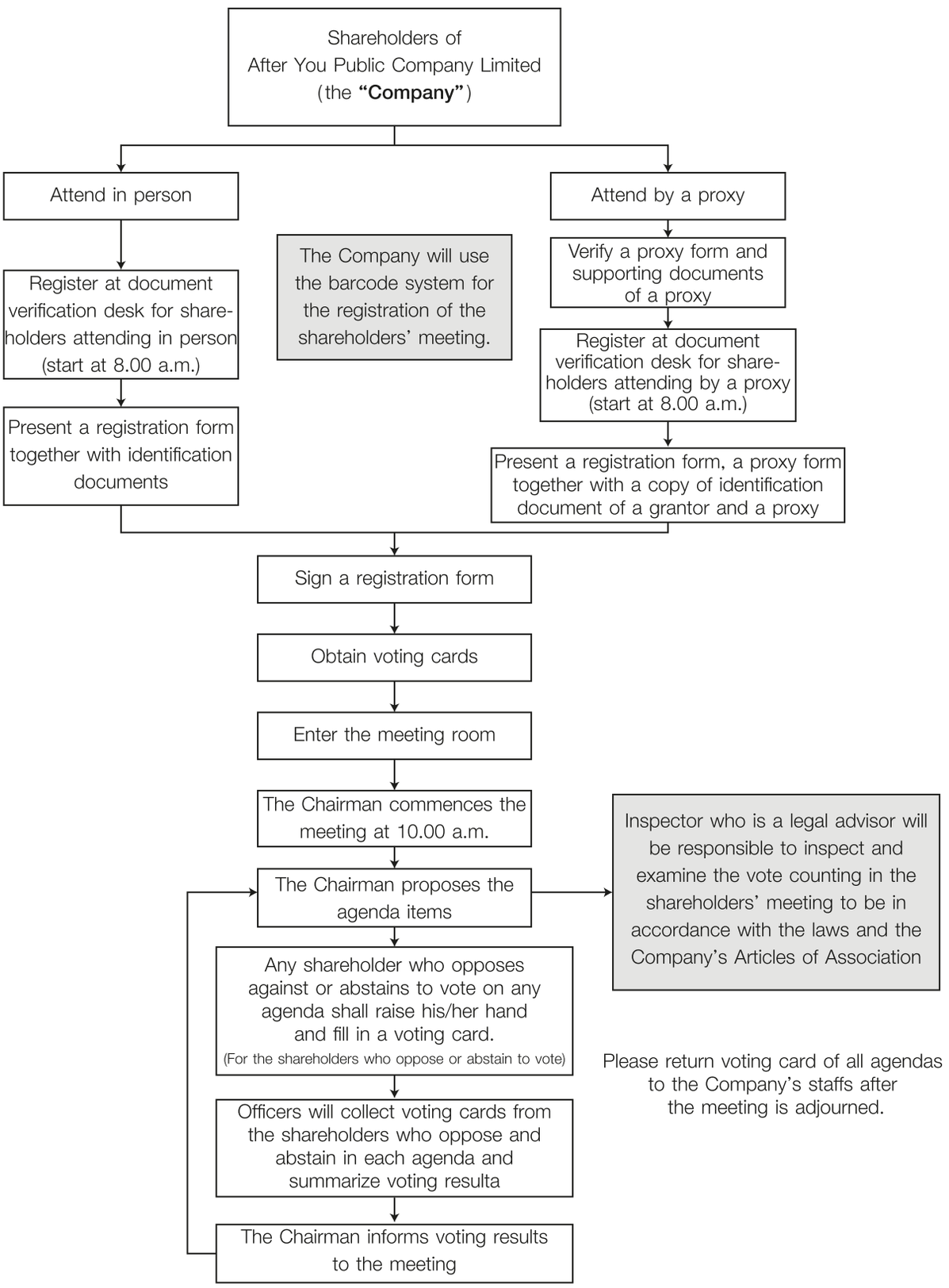
3.3 Documents from proxy

It is required to presented Copy of valid identification card or government officer card or driving license or passport (in case of foreigner) of the proxy, certified as true and correct copy by the proxy.

Procedure for Attending the Shareholders' Meeting

After You Public Company Limited

on April 27, 2017 at 10.00 a.m.



หนังสือมอบฉันทะ แบบ ก.
Proxy Form A.
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)
(General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท)
(Please attach stamp duty of Baht)

เลขทะเบียนผู้ถือหุ้น ..... เขียนที่ .....
Shareholder registration number Written at

วันที่ ..... เดือน ..... พ.ศ. .....
Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ ..... อยู่เลขที่ ..... ซอย .....
I/We nationality residing/located at no. Soi

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต ..... จังหวัด .....
Road Tambol/Kwaeng Amphur/Khet Province

รหัสไปรษณีย์ .....
Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท อาฟเตอร์ ยู จำกัด (มหาชน) (“บริษัท”)
Being a shareholder of After You Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้
Holding the total number of shares and have the rights to vote equal to votes as follows

☐ หุ้นสามัญ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง
ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓ ที่ ☐ 1. และระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing No. 1, please mark ✓ at ☐ 1. and give the details of proxy (proxies).

☐ 1. ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ .....
Name age years residing/located at no.

ถนน ..... ตำบล/แขวง ..... อำเภอ .....
Road Tambol/Kwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ .....
Province Postal Code

หรือ/Or

ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ .....
Name age years residing/located at no.

ถนน ..... ตำบล/แขวง ..... อำเภอ .....
Road Tambol/Kwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ .....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓ ที่ ☐ 2.
If you make proxy by choosing No. 2, please mark ✓ at ☐ 2.

☐ 2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ นายพิเชษฐ ภีมะโยธิน
Appoint Mr. Phiched Bhimayothin, Member of the Independent Directors of the Company

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2560) (Details of members of the Independent Directors of the Company are specified in Enclosure 9 of the Notice of the 2017 Annual General Meeting of Shareholders)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันที่ 27 เมษายน 2560 เวลา 10.00 น. ณ ห้องพาวิลเลี่ยน บี ชั้น 8 โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชั่น ตั้งอยู่เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on April 27, 2017 at 10.00 a.m. at Room Pavilion B, 8th Floor, The Grand Four Wings Convention Hotel located at 333 Srinakarin Road, Huaykwang Sub-district, Bangkapi District, Bangkok 10240, or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)

(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht)

เลขทะเบียนผู้ถือหุ้น .....
Shareholder registration number

เขียนที่ .....
Written at

วันที่ ..... เดือน ..... พ.ศ. .....
Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ ..... อยู่เลขที่ ..... ซอย .....
I/We nationality residing/located at no. Soi

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต ..... จังหวัด .....
Road Tambol/Kwaeng Amphur/Khet Province

รหัสไปรษณีย์ .....
Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท อาฟเตอร์ ยู จำกัด (มหาชน) ("บริษัท")
Being a shareholder of After You Public Company Limited ("Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้
Holding the total number of shares and have the rights to vote equal to votes as follows

☐ หุ้นสามัญ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง
ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓ ที่ ☐ 1. และระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing No. 1, please mark ✓ at ☐ 1. and give the details of proxy (proxies).

☐ 1. ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ .....
Name age years residing/located at no.

ถนน ..... ตำบล/แขวง ..... อำเภอ .....
Road Tambol/Kwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ .....
Province Postal Code

หรือ/Or

ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ .....
Name age years residing/located at no.

ถนน ..... ตำบล/แขวง ..... อำเภอ .....
Road Tambol/Kwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ .....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓ ที่ ☐ 2.
If you make proxy by choosing No. 2, please mark ✓ at ☐ 2.

☐ 2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ นายพิเชษฐ ภีมะโยธิน
Appoint Mr. Phiched Bhimayothin, Member of the Independent Directors of the Company

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2560) (Details of members of the Independent Directors of the Company are specified in Enclosure 9 of the Notice of the 2017 Annual General Meeting of Shareholders)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันที่ 27 เมษายน 2560 เวลา 10.00 น. ณ ห้องพาวิลเลี่ยน บี ชั้น 8 โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชั่น ตั้งอยู่เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on April 27, 2017 at 10.00 a.m. at Room Pavilion B, 8th Floor, The Grand Four Wings Convention Hotel located at 333 Srinakarin Road, Huaykwang Sub-district, Bangkapi District, Bangkok 10240, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our desire as follows:

วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ
Agenda Item No. 1 Message from the Chairman to the Meeting

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2559
Agenda Item No. 2 To consider and adopt the Minutes of the Extraordinary General Meeting No. 1/2017 of Shareholders

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 3 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2559
Agenda Item No. 3 To consider and acknowledge the result of the Company's business operation report for the fiscal year 2016

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณาอนุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชี สิ้นสุด วันที่ 31 ธันวาคม 2559
Agenda Item No. 4 To consider and approve the financial statement of the Company for the fiscal year ended December 31, 2016

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 5 พิจารณาอนุมัติการจัดสรรผลกำไรจากการดำเนินงานของบริษัทฯ สำหรับรอบปีบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2559 และการจ่ายปันผล
Agenda Item No. 5 To consider and approve the allocation of the profits from the Company's business operation for the fiscal year ended December 31, 2016 and the dividend payment

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 6 พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ
Agenda Item No. 6 To consider and approve the election of the directors to replace those who must retire by rotation

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

ก. ☐ เลือกตั้งกรรมการทั้งชุด

A. Election of entire nominated directors

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

ข. ☐ เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. ชื่อกรรมการ นายปรีย์มน ปิ่นสกุล
Director's name Mr. Premon Pinskul

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

2. ชื่อกรรมการ ดร. ธรรมนูญ อานันโทไทย
Director's name Dr. Thamnoon Ananthothai

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

3. ชื่อกรรมการ นายมิลล์ กนกวัฒนาวรรณ
Director's name Mr. Mill Kanokwatanawan

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 7 พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการบริษัทฯ และกรรมการตรวจสอบ
Agenda Item No. 7 To consider and approve the determination of the remuneration of the directors and the audit committees

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 8 พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2560
Agenda Item No. 8 To consider and approve the appointment of the auditors and the determination of the auditors for the fiscal year 2017

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 9 พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 9,062,500 บาท จากทุนจดทะเบียนเดิมจำนวน 72,500,000 บาท เป็นทุนจดทะเบียนจำนวน 81,562,500 บาท โดยการออกหุ้นสามัญเพิ่มทุนของบริษัทฯ จำนวนไม่เกิน 90,625,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.10 บาท เพื่อรองรับการจ่ายหุ้นปันผลของบริษัทฯ

Agenda Item No. 9 To consider and approve the increase of the Company's registered capital by THB 9,062,500, from the existing registered capital of THB 72,500,000 to THB 81,562,500, by issuing up to 90,625,000 newly issued ordinary shares, with a par value of THB 0.10, to accommodate the stock dividend payment

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 10 พิจารณาอนุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

Agenda Item No. 10 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 11 พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ

Agenda Item No. 11 To consider and approve the allocation of the Company's newly issued ordinary shares

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 12 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda Item No. 12 Other matters (if any)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

   The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

   In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อาฟเตอร์ ยู จำกัด (มหาชน)

A proxy is granted by a shareholder of After You Public Company Limited

ในประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันที่ 27 เมษายน 2560 เวลา 10.00 น. ณ ห้องพาวิลเลี่ยน บี ชั้น 8 โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชั่น ตั้งอยู่เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2017 Annual General Meeting of Shareholders April 27, 2017 at 10.00 a.m. at Room Pavilion B, 8th Floor, The Grand Four Wings Convention Hotel located at No. 333 Srinakarin Road, Huaykwang Sub-district, Bangkapi District, Bangkok 10240, or such other date, time and venue as the meeting may be held.

☐ วาระที่ ..... เรื่อง .....
Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ วาระที่ ..... เรื่อง .....
Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ วาระที่ ..... เรื่อง .....
Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ วาระที่ ..... เรื่อง .....
Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

หนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht)

เลขทะเบียนผู้ถือหุ้น ..... เขียนที่ .....
Shareholder registration number Written at

วันที่ ..... เดือน ..... พ.ศ. .....
Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ ..... อยู่เลขที่ ..... ซอย .....
I/We nationality residing/located at no. Soi

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต ..... จังหวัด .....
Road Tambol/Kwaeng Amphur/Khet Province

รหัสไปรษณีย์ .....
Postal Code

เป็นผู้ถือหุ้นของบริษัท อาฟเตอร์ ยู จำกัด (มหาชน) ("บริษัท")
Being a shareholder of After You Public Company Limited ("Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้
Holding the total number of shares and have the rights to vote equal to votes as follows

☐ หุ้นสามัญ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง
ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง
preference share shares and have the rights to vote equal to votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓ ที่ ☐ 1. และระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing No. 1, please mark ✓ at ☐ 1. and give the details of proxy (proxies).

☐ 1. ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ .....
Name age years residing/located at no.

ถนน ..... ตำบล/แขวง ..... อำเภอ .....
Road Tambol/Kwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ .....
Province Postal Code

หรือ/Or

ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ .....
Name age years residing/located at no.

ถนน ..... ตำบล/แขวง ..... อำเภอ .....
Road Tambol/Kwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ .....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓ ที่ ☐ 2.
If you make proxy by choosing No. 2, please mark ✓ at ☐ 2.

☐ 2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ นายพิเชษฐ ภีมะโยธิน
Appoint Mr. Phiched Bhimayothin, Member of the Independent Directors of the Company

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2560) (Details of members of the Independent Directors of the Company are specified in Enclosure 9 of the Notice of the 2017 Annual General Meeting of Shareholders)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันที่ 27 เมษายน 2560 เวลา 10.00 น. ณ ห้องพาวิลเลี่ยน บี ชั้น 8 โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชั่น ตั้งอยู่เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on April 27, 2017 at 10.00 a.m. at Room Pavilion B, 8th Floor, The Grand Four Wings Convention Hotel located at 333 Srinakarin Road, Huaykwang Sub-district, Bangkapi District, Bangkok 10240, or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I/We grant my/our proxy to attend this Meeting and cast votes as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
Grant all of my/our proxy in accordance with the amount of shares with voting right I/we hold

☐ มอบฉันทะบางส่วน คือ
Grant certain of my/our proxy as follows:

☐ หุ้นสามัญ ..... หุ้น ordinary share shares และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ ..... หุ้น preference share shares และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด ..... เสียง
Total voting right Votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ
Agenda Item No. 1 Message from the Chairman to the Meeting

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2559
Agenda Item No. 2 To consider and adopt the Minutes of the Extraordinary General Meeting No. 1/2017 of Shareholders

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 3 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2559
Agenda Item No. 3 To consider and acknowledge the result of the Company's business operation report for the fiscal year 2016

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณาอนุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชี สิ้นสุด วันที่ 31 ธันวาคม 2559
Agenda Item No. 4 To consider and approve the financial statement of the Company for the fiscal year ended December 31, 2016

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 5 พิจารณาอนุมัติการจัดสรรผลกำไรจากการดำเนินงานของบริษัทฯ สำหรับรอบปีบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2559 และการจ่ายปันผล

Agenda Item No. 5 To consider and approve the allocation of the profits from the Company's business operation for the fiscal year ended December 31, 2016 and the dividend payment

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 6 พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

Agenda Item No. 6 To consider and approve the election of the directors to replace those who must retire by rotation

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

ก. ☐ เลือกตั้งกรรมการทั้งชุด

A. Election of entire nominated directors

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

ข. ☐ เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. ชื่อกรรมการ นายปรีย์มน ปิ่นสกุล
Director's name Mr. Premon Pinskul

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

2. ชื่อกรรมการ ดร. ธรรมนูญ อานันโทไทย
Director's name Dr. Thamnoon Ananthothai

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

3. ชื่อกรรมการ นายมิลล์ กนกวัฒนาวรรณ
Director's name Mr. Mill Kanokwatanawan

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 7 พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการบริษัทฯ และกรรมการตรวจสอบ

Agenda Item No. 7 To consider and approve the determination of the remuneration of the directors and the audit committees

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 8 พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2560
Agenda Item No. 8 To consider and approve the appointment of the auditors and the determination of the auditors for the fiscal year 2017

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 9 พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 9,062,500 บาท จากทุนจดทะเบียนเดิมจำนวน 72,500,000 บาท เป็นทุนจดทะเบียนจำนวน 81,562,500 บาท โดยการออกหุ้นสามัญเพิ่มทุนของบริษัทฯ จำนวนไม่เกิน 90,625,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.10 บาท เพื่อรองรับการจ่ายหุ้นปันผลของบริษัทฯ
Agenda Item No. 9 To consider and approve the increase of the Company's registered capital by THB 9,062,500, from the existing registered capital of THB 72,500,000 to THB 81,562,500, by issuing up to 90,625,000 newly issued ordinary shares, with a par value of THB 0.10, to accommodate the stock dividend payment

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 10 พิจารณาอนุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ
Agenda Item No. 10 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 11 พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ
Agenda Item No. 11 To consider and approve the allocation of the Company's newly issued ordinary shares

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 12 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda Item No. 12 Other matters (if any)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
   This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
   The documents needed to be attached to this Proxy form are:
   (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
   Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
   (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
   Document confirming that the person who signed the proxy form is permitted to operate the custodian business
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
   The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
   In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อาฟเตอร์ ยู จำกัด (มหาชน)

A proxy is granted by a shareholder of After You Public Company Limited

ในประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันที่ 27 เมษายน 2560 เวลา 10.00 น. ณ ห้องพาวิลเลี่ยน บี ชั้น 8 โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชั่น ตั้งอยู่เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2017 Annual General Meeting of Shareholders April 27, 2017 at 10.00 a.m. at Room Pavilion B, 8th Floor, The Grand Four Wings Convention Hotel located at No. 333 Srinakarin Road, Huaykwang Sub-district, Bangkapi District, Bangkok 10240, or such other date, time and venue as the meeting may be held.

☐ วาระที่ ..... เรื่อง .....
Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐ งดออกเสียง ..... เสียง
Approve Votes Disapprove Votes Abstain Votes

☐ วาระที่ ..... เรื่อง .....
Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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Approve Votes Disapprove Votes Abstain Votes

☐ วาระที่ ..... เรื่อง .....
Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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Approve Votes Disapprove Votes Abstain Votes

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Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐ งดออกเสียง ..... เสียง
Approve Votes Disapprove Votes Abstain Votes

Profiles of Independent Director for Appointment as Proxy by the Shareholders

Mr. Phiched Bhimayothin

Independence Director

Age : 57 years old

Address : After You Public Company Limited
No. 324, 326 Soi Pattanakarn 30, Suan Luang
Sub-District, Suan Luang District, Bangkok

Conflict of interest in any of the proposed agendas : -None-

Position : Independent Director and Chairman of the Audit Committee

Definition of the Company's Independent Director

The Board of Directors of After You Public Company Limited (the **"Company"**) determined the definition of Independent Directors of the Company in accordance with the minimum requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, detailed as follows:

1. Must not hold more than 1 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, or juristic person who are major shareholders or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of such independent director shall also be included;
2. Must not be or have been a director who takes part or used to take part in management, an employee, a member of staff, an advisor who regularly receives salary, or a person who have a control over the Company, its parent company, subsidiaries, associated companies, subsidiaries in the same level, major shareholders or the controlling person of the Company, unless such director has ceased from such position for at least 2 years;
3. Must not be a blood-related person nor legally related as father, mother, spouse, sibling and child, including being the spouse of the child of other directors, executives, major shareholders, controlling persons or the persons who will be nominated as director, executive or controlling person of the Company or its subsidiary;
4. Must not have or have had any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons in a manner that may obstruct the exercise of his/her independent judgment as a member of the Audit Committee, and must neither being, nor used to be a key shareholder or controlling person of any person who have business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons, unless such director has ceased from such position for at least 2 years

   In this regard, the definition of the terms "business relationship" as stated in the first paragraph shall include conducting ordinary transactions, offering or taking on leases of any immovable properties, conducting transactions relating to assets or services, or granting or accepting any financial supports by way of offering or taking on loans, guarantees, asset-based collaterals, including any other similar actions, which result in the Company or the counterparty being indebted to the other party in the amount of 3 percent or more of the net tangible assets of the Company or THB 20 million or more, whichever is lesser, where the consideration of such indebtedness shall include the indebtedness taking place during a period of 1 year prior to the commencement date of business relationship with such person;

5. Must not be or have been the auditor of the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons, or a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons, as a member, unless such director has ceased from such position for at least 2 years;
6. Must not be or have been a provider of any professional services including the legal advisory or financial advisory who receives or has received fees in the amount of more than THB 2 million per year from the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons, or being shareholder, the controlling person, or partner of such professional services provider, unless such director has ceased from such position for at least 2 years;
7. Must not be a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders;
8. Must not engage in the business of the same nature as and in significantly competition with the business of Company or its subsidiaries, and not being a key partner in partnership or an executive director who involves in the management, employee, a member of staff, and an advisor who receives regular salary, or holds more than 1 percent of the total number of shares having voting rights of a company that operates the business having the same nature and in significantly competition with the business of the Company or its subsidiaries; and
9. Must not have other characteristics that may obstruct the independent expression of opinion on the Company's operation.

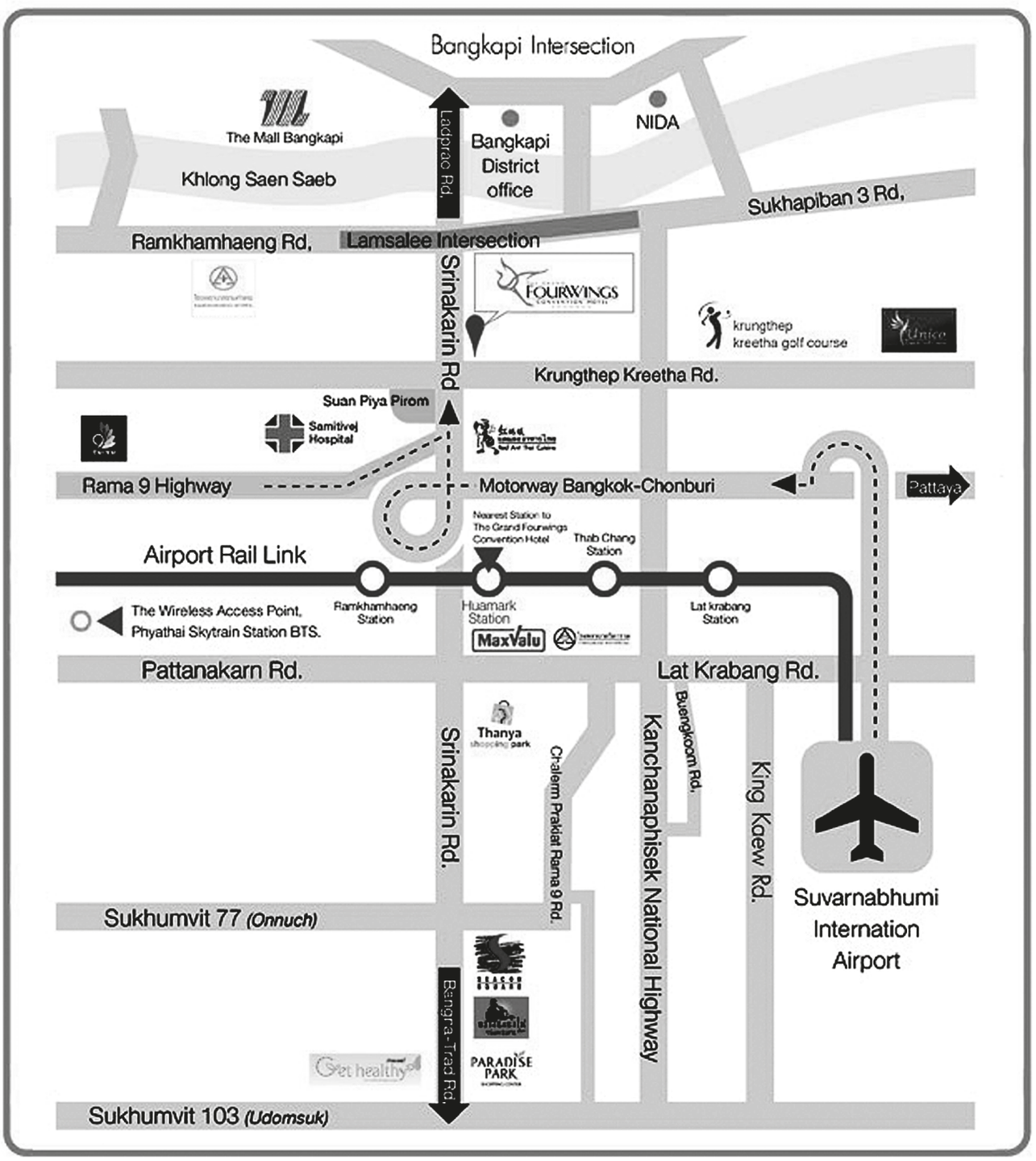
After being appointed as an independent director, such independent director may be assigned by the Board of Directors to make a decision with regard to the business operations of the Company, its parent company, subsidiaries, associated companies, subsidiaries which are on the same level, majors shareholders, or controlling person of the Company, by which such decision shall be a collective decision.

Location Map for the 2017 Annual General Meeting of Shareholders

After You Public Company Limited

At Room Pavilion B, 8th Floor, The Grand Four Wings Convention Hotel,

located at No. 333 Srinakarin Road, Huamark Sub-district,

Bangkapi District, Bangkok 10240

Tel. +66 (0) 2 378 8000 Fax. +66 (0) 2 378 8084