2019 Annual General Meeting of Shareholders

• After You Public Company Limited •

On Monday April 29, 2019 at 10.00 a.m.

At Srinakarin 2, 9th 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 passport or other forms of ID card
and the registration form with barcode to the Meeting

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March 20, 2019

Re: Invitation to the 2019 Annual General Meeting of Shareholders

To: Shareholders of After You Public Company Limited

Enclosures:

1. Copy of the Minutes of 2018 Annual General Meeting of Shareholders
2. 2018 Annual report of the Company and copy of the Company's financial statement ended December 31, 2018 in QR code
3. Profiles and working experiences of candidates nominated for election as directors replacing those retired
4. Articles of Association of the Company with respect to the shareholders' meeting
5. Guidelines for registration, appointment of proxy, documents to be presented on the meeting date
6. Procedure for attending the shareholders' meeting
7. – 9. Proxy Form A. (General and Simple Form), Proxy Form B. (Form with fixed and specific details authorizing proxy), and Proxy Form C. (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) respectively.
10. Profiles of independent director for appointment as proxy by the shareholders and definition of the Company's independent director
11. Location map of meeting venue
12. Registration Form (with Barcode please bring to the meeting)

Following the Meeting of the Board of Directors No. 1/2019 dated 26 February 2019 of After You Public Company Limited (the "Company") resolved to convene the 2019 Annual General Meeting of Shareholders on Monday April 29, 2019 at 10.00 a.m. (registration start time at 08.00 a.m.), at Srinakarin 2 Room, 9th 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 adopt the Minutes of 2018 General Meeting of Shareholders**

Facts and Rationale : The Company already prepared the Minutes 2018 General Meeting of Shareholders dated 26 April 2018 , 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 2018 General Meeting of Shareholders dated 26 April 2018 were correctly and completely recorded and deemed it appropriate to propose that the 2018 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 acknowledge the report on the results of the Company's business operation for the fiscal year 2018**

Facts and Rationale : The Company already summarized the results of the Company's business operation and material changes in the fiscal year 2018, the details of which are as shown in **Enclosure 2** (QR Code) 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 2019 Annual General Meeting of Shareholders to consider and acknowledge the results of the Company's business operation and material changes in the fiscal year 2018, as detailed in **Enclosure 2** (QR code)

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

Agenda Item No. 4 **To approve the Company's financial statement for the fiscal year ended December 31, 2018**

Facts and Rationale : The Company already prepared the Company's financial statement for the fiscal year ended December 31, 2018, 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 2019 Annual General Meeting of Shareholders approve the Company's financial statement for the fiscal year ended December 31, 2018, the details of which are as shown under Financial Statement Section in **Enclosure 2** (QR code) 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, 2018 is detailed as follows:

Details as of December 31, 2018 (THB)	**Consolidated financial statement**	**Separate financial statement**
Total assets	1,097,421,035	1,097,738,993
Total liabilities	140,320,873	140,842,187
Shareholders' equity	957,100,162	956,896,806
Sales	871,088,755	871,088,755
Total revenues	880,729,949	884,564,861
Total comprehensive income for the year	147,146,008	147,413,810
Earnings per share	0.18	0.18

Opinion of the Board of Directors : The Board of Directors deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders approve the Company's financial statement for the fiscal year ended December 31, 2018, 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** (QR code)

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 approve the allocation of the profits from the Company's business operation for the fiscal year ended December 31, 2018 and the dividend payment**

Facts and Rationale :

1) 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. At present, the company has enough of such reserve at 10% of current registered capital. Thus, the company need not put more reserve.

2) 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 2019 Annual General Meeting of Shareholders approve of the allocation of the profit from the Company's business operation for the fiscal year ended December 31, 2018 as follows: Pay THB 147,413,810 from comprehensive net income of the company's separate financial statement, and pay THB 7,554,667 from retained earning to shareholders. Total dividend in the amount not exceed THB 154,968,477 (THB 0.19 / share) which is 104.92 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.

Such 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 10, 2019. The dividend payment date will be made on May 28, 2019.

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

Details of dividend payments	Fiscal year ended 31 December 2018	Fiscal year ended 31 December 2017
1. Net Profit (Loss) from Separate F/S (THB)	147,693,618	129,179,191
2. Number of total paid-up shares	815,623,561	815,623,561
3. Total dividend (THB)	154,968,477	122,343,534
4. Dividend Payout Ratio (compare to net profit)	104.92%	94.70%

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, 2018 in the amount of THB 147,693,618 the Board of Directors considered and deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders approve the dividend payment of THB 154,968,477 (or THB 0.19 per share)

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 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 2019 Annual General Meeting of Shareholders:

Name of person who are nominated for election as directors replacing directors who will retire by rotation		Meeting Attending		Service Years
		2018 Board	2018 (Audit, NOC Committee)	
1) Mr. Premon Pinskul	Chairman of the Board / Independent Director / Audit Committee and Nomination and Compensation Committee	6/6	5/5	3
2) Ms. Gulapat Kanokwatanawan	Director / Deputy Managing Director	4/6	-/-	3
3) Mr. Mill Kanokwatanawan	Director / Assistant Managing Director	6/6	-/-	3

The Nomination and Compensation Committee has reviewed the qualifications of the directors who will retire by rotation at the 2019 Annual General Meeting of Shareholders and viewed that these 3 directors who will retire by rotation, 1) Mr. Premon Pinskul, 2) Ms. Gulapat Kanokwatanawan, and 3) Mr. Mill Kanokwatanawan have the knowledge, capacity, experience and skills which would be beneficial to the Company's operations. Therefore, The Nomination and Compensation Committee deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders approve the re-election of these 3 directors.

In this regard, the Nomination and Compensation 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 3** 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 2019 Annual General Meeting of Shareholders approve the re-election of the following persons to be the Company's directors for another term.

In this regard, profiles of person who are nominated to be re-elected as directors 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 considers and deems appropriate to propose the 2019 Annual General Meeting of Shareholders to re-elect the following person to be directors of the Company for another term

1) Mr. Premon Pinskul	Chairman of the Board / Independent Director / Audit Committee and Nomination and Compensation Committee
2) Ms. Gulapat Kanokwatanawan	Director / Deputy Managing Director
3) Mr. Mill Kanokwatanawan	Director / Assistant Managing 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 approve the election of each director individually)

Agenda Item No. 7 **To approve the determination of the remuneration of the directors**

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 Compensation Committee considered the propriety of the remuneration of the directors 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 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 2019 Annual General Meeting of Shareholders approve the determination of the remunerations of directors of the Company for year 2019 in the amount not exceeding THB 580,000

Position	Actual 2018 payment	Propose for 2019 : Quarterly / Yearly
Chairman and Independent Director	190,000	THB 55,000 / Quarter or THB 220,000 /Year
Audit Committee Chairman and Independent Director	150,000	THB 45,000 / Quarter or THB 180,000 /Year
Independent Director	110,000	THB 35,000 / Quarter or THB 140,000 /Year
Non-executive Director	40,000	THB 10,000 / Quarter or THB 40,000 /Year
Executive Director	none	none
total	**THB 490,000 in 2018**	**THB 580,000 in 2019**

Opinion of the Board of Directors : The Board of Directors deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders approve the remunerations of directors of the Company for year 2019 in the amount of THB 580,000 as proposed**.**

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 approve the appointment of the auditors and the determination of the auditors for the fiscal year 2019**

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 2019 Annual General Meeting of Shareholders approve the appointment of the auditors from EY Office Limited to be auditors of the Company for the fiscal year ended December 31, 2019, 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
(2) Mrs. Poonnard Paocharoen	Certified Public Accountant (Thailand) No. 5238
(3) Ms. Manee Rattanabunnakit	Certified Public Accountant (Thailand) No. 5313

Referring to the selection of auditors for the fiscal year 2019, 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 2019 Annual General Meeting of Shareholders approve the determination of the audit fee of the Company for the fiscal year ended on December 31, 2019 in the amount of not exceeding THB 1.82 million (not including subsidiary), excluding the non-audit

services and the out of pocket expenses, which increases from the audit fee for the fiscal year 2018 in the amount of THB 120,000 in accordance with the expanded scope of audit.

A comparison of the audit fee of the Company between year 2019 and year 2018 set out as follows:

Auditor Fee	For fiscal year ended December 31, 2019	For fiscal year ended December 31, 2018
Audit fee	Not exceeding THB 1,820,000	Not exceeding THB 1,700,000

***Opinion of the Board of Directors*:** The Board of Directors deemed appropriate to propose that the 2019 General Meeting of Shareholders approve the appointment of the auditors from EY Office Limited to be the auditors of the Company for the fiscal year ended December 31, 2019 and determine the audit fee of the Company of not exceeding THB 1,820,000 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 Other Matters (if any)

In addition, the Company has published the invitation to the 2019 Annual General Meeting of Shareholders together with the enclosures on the Company's website at http://investor.afteryoudessertcafe.com/en/download/shareholders-meeting. The Company, therefore, hereby invites all shareholders to attend the 2019 Annual General Meeting of Shareholders, on April 29, 2019, at 10.00 a.m., at Srinakarin 2 Room, 9th 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 7 - 9** respectively.

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 10** 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 5** to the Investor Relations Department, After You Public Company Limited, No.1319 /9 Pattanakarn 25, Pattanakarn Road, Suan Luang Sub-District, Suan Luang District, Bangkok 10250, Telephone No. 0-2318-4488 ext. 206. Additionally, for the purpose of the verification of the documents, please submit all documentation to the Company by April 23, 2019.

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 5**, as well as the details on procedures for attendance at the shareholders' meeting as set out in **Enclosure 6**. 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 4**.

For the efficiency of the registration process of the 2019 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 Srinakarin 2 Room, 9th 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 (has bar code on top) on the date of the meeting along with other documentations as detailed in **Enclosure 5**.

The Company has set the date for determining the names of shareholders who shall have the right to attend the 2019 Annual General Meeting of Shareholders (Record Date) on March 18, 2019.

Sincerely yours,

(Premon Pinskul)

Mr. Premon Pinskul

Chairman of the Board of Directors

Enclosure 1

Minutes of the 2018 Annual General Meeting of Shareholders
Of After You Public Company Limited

Date, Time and Venue of Meeting

We, After You Public Company Limited (the "**Company**"), had convened the 2018 Annual General Meeting (the "**Meeting**") on April 26, 2018 at 10.00 a.m., at Room Srinakarin 2, 9th Floor, The Grand Fourwings Convention Hotel, located at no. 333, Srinakarin Road, Huamak Sub-district, Bangkapi District, Bangkok.

Introduction

Mr. Teerasak Petchpaibool, acting as the conductor of the Meeting (the "**Conductor**"), welcomed shareholders and attendees of the Meeting and informed the Meeting about the general information regarding the registered capital and shares of the Company as at the record date on March 15, 2018, i.e. the Company had the registered capital of THB 81,562,500, divided into 815,625,000 ordinary shares, where the Company's paid-up capital was THB 81,562,356, divided into 815,623,561 issued shares, with a par value of THB 0.10 each.

The Conductor informed the Meeting that, in the Meeting, 108 shareholders were present at the Meeting in person and by proxy, holding an aggregate of 352,039,996 shares, or representing 43.1621 percent of the Company's total issued and sold shares. A quorum was, therefore, duly formed in accordance with law and the Company's Articles of Association, which stated that there must be no less than 25 shareholders or no less than a half of the total shareholders attending a meeting in person and by proxy (of any), and they must collectively hold no less than one-third of the total issued shares of the Company.

In this regard, prior to proceeding the meeting agenda, the Conductor introduced the Directors and the Advisors of the Company who attended the Meeting as follows:

Directors Present at the Meeting

1.	Mr. Premon	Pinskul	Chairman of the Board of Directors / Audit Committee Chairman of the Nomination and Remuneration Committee
2.	Mr. Wiwat	Kanokwatanawan	Vice Chairman / Nomination and Remuneration Committee
3.	Mr. Piched	Bhimayothin	Director / Chairman of the Audit Committee / Nomination and Remuneration Committee
4.	Dr. Thamnoon	Ananthothai	Director / Audit Committee
5.	Mr. Maetup	T.Suwan	Director and Managing Director
6.	Ms. Gulapat	Kanokwatanawan	Director and Vice Managing Director
7.	Mr. Mill	Kanokwatanawan	Director and Assistant Managing Director

Executives Present at the Meeting

1.	Mr. Songpon	Tasnasathienkij	Director of Operation
2.	Ms. Uraiwan	Samanwong	Director of Manufacturing
3.	Ms. Chamaiporn	Tungkittisuwan	Director of Finance & Accounting

Advisors Present at the Meeting

1. Auditors from EY Office Limited
   (1) Ms. Sumalee Reewarabundit Audit Partner
   (2) Ms. Natanich Teachawaraprasert Audit Manager
2. Legal Advisor from Hunton & Williams (Thailand) Limited
   (1) Mr. Teerasak Petchpaibool Lawyer
   (2) Ms. Wichaya Apiratkasem Lawyer

The Conductor informed the Meeting that as the Company would use the Barcode System for registration and vote count. Prior to casting vote on each agenda item, the Conductor clarified the voting procedure and the vote count method in order to be in line with the good corporate governance. The Conductor informed the meeting regarding the voting procedures and vote count methods for acknowledgement as follows:

1. In the casting of votes, each shareholder shall the equivalent number of votes to number of share they held, where one vote equals to one share.

2. Shareholders attending the meeting in person and by proxy, appointed in the form as required by law, shall follow the following voting procedures:

   Before casting votes in each agenda item, the shareholders shall sign the voting card for the purpose of voting transparency.

   During casting votes in all agenda items, should there be no shareholder who disagree or abstain to vote, it shall be deemed that the shareholders have approved or agreed with the proposed agenda item with the number of shares they held. Any shareholders who disagree or abstain to votes shall cast their votes in the voting card and raise their hand so that the staff can collect the voting card.

   In the process of counting votes, the Company will deduct the votes for disapproval and abstention from the total votes of shareholders in attendance. Remaining votes shall be deemed as votes for approval. In case that the shareholders cast their votes for approval in the agenda items, the shareholders shall keep such voting card with them and return such card to the staff after the Meeting was adjourned. In this regard, the Meeting was conducted in an open ballot system. However, the Company would collect the voting card of all attendees for the purpose of transparency.

   Voting in the following manners shall be null and void;

   1) The voting card with marks in more than one box;

   2) The voting card with contradict voting;

   3) The voting card with cross-out without signature being signed over; and

   4) The voting card with the number of votes casted more than its eligibility.

   In case where the shareholders would like to edit the votes casted in the card, the shareholders shall cross out the old mark and sign their name over such cross-out.

3. In case that the shareholder uses Proxy form B to appoint any person, director or independent director of the Company to attend the meeting and vote on his/her behalf as per the shareholder's intention, the proxy shall cast their vote in accordance with such intention.

   The foreign shareholders using Proxy form C to appoint a custodian in Thailand to be their share depository and keeper can split their vote to agree, disagree or abstain on each agenda item.

4. The resolution for each agenda item requires votes of the shareholders as follows:

   The resolutions for agenda item 2, agenda item 4, agenda item 5, agenda item 6 and agenda item 8 require a simple majority vote of the shareholders attending the Meeting and casting their votes. Whereas during agenda 6: To consider and approve the election of directors to replace those who must retire by rotation, the votes on the election of the directors will be casted individually.

   The resolution for agenda 7 requires a vote of not less than two-third of the total number of votes of the shareholders attending the Meeting.

5. Whereas Clause 35 (1) of the Company's Article of Association prescribes that "In an ordinary case, the resolution of the Meeting must consist of a majority vote of the shareholder attending the meeting and casting their votes. In the case of tie vote, the chairman of the meeting shall have an additional vote as casting vote."

   Therefore, in consideration of the majority vote of the shareholders, the Company will count only vote for "agree" and "disagree" of the shareholder attending the meeting and casting their votes. In case that, there were votes for "abstain", the Company will not count those votes as base of vote count.

6. Should any shareholders wish to leave the meeting early, or not to be present in a meeting room during the voting of any agenda items, the shareholders may still vote by submitting the voting card to the staff in advance before leaving the meeting room.

7. The number of votes of the shareholders in each agenda item may be varied due to the unequal number of attendees in each agenda items resulting from the gradual meeting attendance of shareholders and proxies.

8. To transparency of counting votes at this Meeting, the Company invited two shareholders' representatives: i.e. Mr. Purikun Kambungchai and Ms. Ratchaneekorn Duangratchaneekul to observe the vote count and one representative from Hunton & Williams (Thailand) Limited: i.e. Ms. Wichaya Apiratkasem to witness the vote count.

9. Prior to casting votes in each agenda item, the Chairman will give the shareholders and proxies an opportunity to make their comments and inquiries about such agenda item as appropriate. Any shareholders or proxies who would like to make inquiries or comments shall inform their name and surname and, in case of the proxy, the name and surname of proxy to the Meeting before the inquiries or comments were made.

The Conductor then asked Mr. Premon Pinskul, the Chairman of the Board of Directors, acting as the Chairman of the Meeting (the "**Chairman**"), to declare the 2018 Annual General Meeting of Shareholders open, and proceed to conduct the Meeting in line with the following agenda items.

Agenda Item 1 Message from the Chairman to the Meeting

- None -

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

Agenda Item 2 To adopt the Minutes of 2017 Annual General Meeting of Shareholders

The Chairman informed the Meeting that the Company had already prepared the Minutes of 2017 Annual General Meeting of Shareholders held on April 27, 2017, the details of which were as shown in **Enclosure 1** (Minutes of 2017 Annual General Meeting of Shareholders) delivered to all shareholders together with the invitation to the Meeting. Therefore, it was deemed appropriate to propose that the Meeting adopt the Minutes of 2017 Annual General Meeting of Shareholders held on April 27, 2017 as detailed above.

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about the current agenda item. However, no comments or queries were made. The Conductor then requested the Meeting to cast their votes in this agenda item.

Resolution After the due consideration, the Meeting resolved to adopt the Minutes of 2017 Annual General Meeting of Shareholders, where the voting results were as follows:

Approval	612,330,317	votes	representing	100
Disapproval	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks:

(1) The resolution for this agenda item has no invalid voting card.

(2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 3 To acknowledge the report on the results of the Company's business operation for the fiscal year 2017

The Chairman asked Mr. Maetup T. Suwan, the Managing Director, to present details of the Company's business operation for the fiscal year 2017 to the Meeting. And the Chairman informed the Meeting that the Company had already summarized the results of the Company's business operation and material changes in the fiscal year 2017 in the Company's Annual Report in a form of CD-ROM, the details of which are as shown in **Enclosure 2** (2017 Annual Report of the Company) delivered to all shareholders together with the invitation to the Meeting.

Mr. Maetup T. Suwan informed the Meeting of the Company's business operation in the year 2017 in summary that the Company still focused on expanding branches of the brand "After You", where eight new branches were opened at Muangthong Thani, Bangkok Hospital, Esplanade

Ratchadapisek, MBK, The Promenade, Central Bangna, Central Westgate and at The Mall Korat, which was the first provincial branch. Moreover, the Company had launched an additional new dessert menus in the year 2017 made from Durian and other seasonal fruits, etc.

In addition, the Company had organized and cooperated with the Company's business allies in organizing several catering events such as The Finest Thai event at Thai Embassy in Singapore, another event in Malaysia including an event at the Big Bad Wolf Books and other organized with the business allies such as Thai Smile Airway. Such catering events had generated good amount of revenue to the Company.

Regarding the Company's internal works, the Company had moved and finished the construction and decoration of its headquarter. This headquarter would be the Company's headquarter, training center and distribution center. The Company had expand working area of its factory from utilizing only the first floor to part of the second floor (however, the current utilization of an area of the second floor covers only 30% of the area, the remaining 70% was for the future utilization). The Company had also purchased more machineries, developed a bread production line and increased machine capacity for production of ice.

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about, the current agenda item. The Summary of inquiries, replies and comments were as follows:

1.	Mr. Woradej (Proxy, representative of Thai Investor Association)	Inquired on how the Company plans to handle a present health trend where consumers pay attention to their health.
	Mr. Maetup T.Suwan (Director)	Answered that the Company always kept itself well up-to-date of the current news and health trends.
	Ms. Gulapat Kanokwatanawan (Director)	Explained that for the Company's products, the Company had developed many healthy menus which were now in process of marketing to see which menu receives good response from the consumers and asked the shareholders to wait for further result.
	Mr. Maetup T.Suwan (Director)	Emphasized that the Company was ready to adjust its products and consumption methods to be in accordance with the present health trend and health market.
2.	Khun Sunanta (Proxy)	Inquired on (i) the Company's view on whether or not the Company's standpoint on desserts shall be able to help carry the Company's business till the end as desserts were only one of the food menus and (ii) the Company's plan on whether or not the Company shall continue developing its business only in desserts or also in other products as well.
	Mr. Maetup T.Suwan (Director)	Answered that the Company shall firstly focus on the dessert products as the Company did not see that desserts business was going to any dead ends considering from a fact that desserts had been with Thai society for quite a very long time. The Company also viewed that there was always a way to present the products no matter how the current consumption behavior and market trend were.

	Ms. Gulapat Kanokwatanawan (Director)	Explained that the Company would like the consumers to easily recognize the Company's brand "After You" whenever they thought of desserts, that was a reason why the Company mainly focused on developing only the desserts. However, the Company might develop other products as well, but in a less amount.
3.	Khun Sunanta (Proxy)	Inquired on the Company's view towards the Company's business during the time where the economy was down.
	Mr. Maetup T.Suwan (Director)	Emphasized the Company's understanding of such concern, and explained that although desserts were one of the luxuries, there was no statistic records indicating that desserts business was going down. Also, the Company had its own measure in carrying on its business to ensure the business survival.
4.	Shareholder	Requested that the Company give concrete examples of the use of healthy ingredient(s).
	Ms. Gulapat Kanokwatanawan (Director)	Explained that the Company had tried using various of healthy ingredients.
	Shareholder	Inquired on the Company's business operation results and financial status, especially on whether or not the costs of lease and construction of new branches tend to decrease or receive a better offer given the Company's good brand.
	Mr. Maetup T.Suwan (Director)	Answered in two separated matters: First, the Company was receiving better offers as both Thai and foreign department stores had requested the opening of After You in their stores, this gave the Company a good and better bargaining power.
5.	Mr. Suthee (Shareholder)	Provided suggestion on the dessert flavor.
	Mr. Maetup T.Suwan (Director)	Thanked the shareholders and promised that the Company would take such suggestion into consideration.
6.	Mr. Anuwat	Inquired on the Company's plan on whether or not the Company would open more branched in this year (if yes, how many?) and inquired on whether or not the production and work capacity in the Company's factory be sufficient for such branch(es) opening.
	Mr. Maetup T.Suwan (Director)	The Company may increase working shifts in order to increase the production capacity to be in accordance with the number of branches. Question on the number of branches to be opened shall be answered at the end of the Meeting.

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

Agenda Item 4 To approve the Company's financial statements for the fiscal year ended December 31, 2017

The Chairman asked Mr. Mill Kanokwatanawan to present the Company's financial statements for the fiscal year ended December 31, 2017.

Mr. Mill Kanokwatanawan, the Assistant Managing director, informed the Meeting of the Company's financial statements for the fiscal year ended December 31, 2017, the details of which were as shown in **Enclosure 2**. Such financial statements were audited by the certified auditor and the certified auditor had given unconditional opinion on the Company's financial statements. Key essences of the Company's financial statements were detailed as follows.

According to the Company's financial statements for the fiscal year ended December 31, 2017, the Company had the total assets as at December 31, 2017 amounting THB 1,033.8 million, comprising mostly cash and short-term investment, the other part was permanent assets. The Company's total debts were THB 101.5 million where the Company had high liquidity and had not received any loans from a financial institution. Most of the Company's debts were account payables. The equity was at THB 932.3 million.

Cash and short-term investment of the Company decreased as the Company had repaid loan(s) and invested more in the factory and branches, in purchasing a new IT software and in constructing the Company's new headquarter. The Company's lands and structures had increased where value of the branches increased in an amount of THB 63.4 million, value of nearby lands and offices increased in an amount of THB 27 million. There was a construction of the new headquarter valuing THB 70 million. The Company's non-tangible assets comprise mostly software which was in process of implementation valuing THB 12.6 million. There was also a slight increase in an amount of branch deposits.

The Company's revenue in the year 2017 equaled to a total amount THB 724 million, where most of the over 20% increased revenue was from the opening of new branches and from catering business. The sale cost was at THB 244 million. The Company's sales decreased due to such sale cost of which more than 80% comprised the cost of raw materials and others comprised labor cost, overhead cost and depreciation cost. The Company received better price of both dairy products (milk) and fresh fruits and the new sweet menus received a good response.

The Company's profits had grown from 64.1% to 66.3%. Regarding the selling expenses, over 80% of them were rentals and wages of each branch which slightly increased.

Moreover, Mr. Mill Kanokwatanawan informed the Meeting that pursuant to Section 112 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "**PLC Act**") and Clause 39 of the Company's Articles of Association, the Company shall prepare financial statements and the comprehensive profit and loss statement 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 was deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the Company's financial statements for the fiscal year ended December 31, 2017, audited by the certified auditor, reviewed by the Audit Committee.

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about, the current agenda item. The Summary of inquiries, replies and comments were as follows:

1.	Ms. Janejira Tangwongsamas (Shareholder)	Inquired on why the net profit margin in the fourth quarter had decreased from the third quarter as the Company said that the costs were better.
	Mr. Maetup T.Suwan (Director)	Clarified that the fourth quarter was the period where the Company had sold several festival menus in order to impress the consumers, where in producing those products, the Company had selected good ingredients which had higher cost than usual. Besides, note that the amount of net profit margin in the third quarter was higher than usual, therefore when comparing such amount to that of the fourth quarter, it would seem that the amount in the fourth quarter had decreased.
2.	Mr. Chaiyut (Shareholder)	Inquired on the Company's view towards the financial statements of the fourth quarter and on the Company's guideline on how to fix them.
	Mr. Mill Kanokwatanawan (Director)	Explained that the Company had done several surveys and found that in the number of person walking pass each branch varied due to traffic of such department store, however, each branch always had plenty of customers, the Company therefore believed that the business remained in good position despite the decrease number of people entering the department store.
	Mr. Maetup T.Suwan (Director)	Emphasized that the Company was well aware of and always followed up on this matter, however, there still were several factors that were out of the Company' s control such as consumers' spending behavior, one thing that the Company always tried to do was to adjust the works, areas and its staffs in order to ensure that the Company's business remained in good position.
3.	Mr. Chaiyut (Shareholder)	Inquired on whether or not the increased selling expenses relate to the Company's plan to invest in foreign countries and on the Company's plan to maintain the selling expenses in this year
	Mr. Maetup T.Suwan (Director)	Answered that the Company's selling expenses remained good and satisfying as the Company still be able to continue providing services and impressing customers without using too many staffs. In this regard, most expenses were from administration works at the head quarter which comprised many working areas to ensure the future operation. Explained that in this year, the Company would still be focusing on expanding its investment in foreign countries and in forming working teams.

4.	Shareholder	Inquired on the catering service the Company provide in Singapore if the Company did set a price thereat different from the usual price and on the profit received from such catering.
	Mr. Maetup T. Suwan (Director)	Answered that the price used in such catering event was either equal or higher than the usual price and the profit received therefrom was quite good.
5.	Mr. Metha (Shareholder)	Inquired on whether or not the Company would be able to open new branches in a number more than its plan in each year, such as to open at least one branch in each province.
	Mr. Maetup T. Suwan (Director)	Clarified that opening of new branches could be done when a market was ready, regarding a provincial branch, the Company had a plan to open several new branches in some popular tourism provinces having both Thai and foreign tourists such as Chonburi (Pattaya), Chiang Mai and Phuket in each of which the Company planned to open more than one branches. In 2018, the Company had a plan to open not less than eight branches, more than half of which would not be in Bangkok.
	Mr. Metha (Shareholder)	Inquired on whether or not the Company was ready to prepare its staffs for such branches opening.
	Mr. Maetup T. Suwan (Director)	Ensured that the Company was ready and certainly able to prepare its staffs for such opening of new branches.
6.	Mr. Nanthawat (Shareholder)	Inquired on the business result of "After You To-Go" campaign and on a story of "Cheng Sim Ei" project.
	Mr. Maetup T. Suwan (Director)	Answered that "After You To-Go" or take-away order was one of the ideas the Company was studying. This campaign was now at The Offices at CentralWorld branch for approximately two months and generated good turnover. The Company would like more time to collect information thereon.
	Ms. Gulapat Kanokwatanawan (Director)	Added in "Cheng Sim Ei" matter, that it was a project of The Mall Department Store who had contacted the Company, with a purpose to bring together the ice menus at an event organized by The Mall Department Store.

With no further questions from the shareholders or proxies after the Conductor had given the Meeting opportunity to ask further question, the Conductor therefore required the Meeting to cast their votes in this agenda item.

Resolution: After due consideration, the Meeting resolved to approve the Company's financial statements for the fiscal year ended December 31, 2017 as proposed, where the voting results were as follows:

Approval	612,355,304	votes	representing	100
Disapproval	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks:

(1) The resolution for this agenda item has no invalid voting card.

(2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 5 To approve the allocation of the profits from the Company's business operation for the fiscal year ended December 31, 2017 and the dividend payment

The Chairman informed to the Meeting that pursuant to Section 115 of the PLC Act, the Company shall not pay dividend if the Company still has accumulated deficit despite having net profit in such particular year**.** In addition, the Company shall set aside at least five percent of the annual net profit after deducting deficit brought forward **(**if any**)** as a statutory reserve until such statutory reserve reach at least ten percent of the registered capital**.** Additionally, the Company had 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**.** However, the said dividend payment may be changed upon any requirement or factor, as the Board of Directors deemed appropriate**.**

In addition, Section 116 of the PLC Act and Clause 45 of the Company's Articles of Association required that the Company shall set aside at least five percent of the annual net profit after deducting deficit brought forward **(**if any**)** as a statutory reserve until such statutory reserve reach at least ten percent of the registered capital**.**

According to the Company's operating results for the fiscal year ended December 31, 2017, the Company had net profit in accordance with the Company's standalone financial statement in the amount of THB 129,179,191**.** In order to reward the Company's shareholders pursuant to the Company's dividend policy, It was deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the dividend payment to the Company's shareholders in the amount of not exceeding THB 122,343,534**.**15, equivalent to 94.7 % of the total net profit after deducting income tax in accordance with the Company's standalone financial statement, which was in line with the Company's dividend payment policy, details thereof were as follows**:**

(1) to allocate the net profit in an amount of THB 906,250 as statutory reserve, thus, the Company's statutory reserve shall equal to THB 8,156,250, or representing ten percent of the registered capital, which rendered the Company's statutory reserve reached the minimum threshold required by law; and

(2) to approve the dividend payment from the results of the Company's business operation for the fiscal year ended December 31, 2017 in the sum of not exceeding THB 122,343,534.15 (equivalent to THB 0.15 per share) subject to withholding tax.

In this regard, the Company set the date for determining the name of shareholders who shall be entitled to receive such dividend payment to be on May 8, 2018. The dividend payment would be made on May 24, 2018.

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about, the current agenda item. The Summary of inquiries, replies and comments were as follows:

1.	Mr. Ekapong	Inquired on the difference between payment dividend in this year and in the year 2017 where the payment had been separated into a form of newly-issued ordinary shares of the Company and in a form of cash and on reason(s) behind such difference.
	Mr. Premon Pinskul (Chairman of the Board of Directors)	Answered that it was the Company's intention to ensure that the shareholders received the highest amount of dividend possible and the reason why the payment of dividend in the last year had been done in a form of newly-issued ordinary shares was that the Company had been intended to have more shares in the Stock Exchange of Thailand.

Resolution: After due consideration, the Meeting resolved to

1. allocate the net profit in an amount of THB 906,250 as statutory reserve, thus, the Company's statutory reserve shall equal to THB 8,156,250, or representing ten percent of the registered capital, which rendered the Company's statutory reserve reached the minimum threshold required by law; and
2. approve the dividend payment from the results of the Company's business operation for the fiscal year ended December 31, 2017 in the sum of not exceeding THB 122,343,534.15 (equivalent to THB 0.15 per share),

with the following votes:

Approval	616,639,804	votes	representing	100.00
Disapproval	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks:

(1) The resolution for this agenda item has no invalid voting card.

(2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 6 To approve the election of directors to replace those who must retire by rotation

The Chairman informed the Meeting that pursuant to Section 71 of the PLC Act and Clause 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 would be eligible for re-election.

In this regard, at the 2018 Annual General Meeting of Shareholders of the Company, there were three directors who must retire by rotation as follows:

1.	Mr. Piched	Bhimayothin	Position	Chairman of the Audit Committee / Independent Director / Nomination and Remuneration Committee
2.	Mr. Wiwat	Kanokwatanawan	Position	Vice Chairman / Director / Nomination and Remuneration Committee
3.	Mr. Maetup	T.Suwan	Position	Director / Managing Director

The Chairman informed the Meeting that to be in accordance with the Company's good governance and for the purpose of transparency, the three directors who retire by rotation were considered the interested parties in this agenda item and shall therefore leave the meeting room until the resolution of this agenda item was done.

The Chairman further informed the Meeting that the Nomination and Remuneration Committee had reviewed the qualifications of the directors who would retire by rotation at the 2018 Annual General Meeting of Shareholders and viewed that these three directors had the knowledge, capacity, experience and skills which would be beneficial to the Company's operations and did not possess any prohibited characteristics under the PLC Act, the Securities and Exchange Act and the relevant notifications; and the person who would hold the position of the independent director, he/ she must also possessed the qualifications in accordance with the definition of the Independent Director of the Company, which shall be as prescribed in the requirement of the notifications of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Therefore, it was deemed appropriate to propose that the Meeting consider and approve the election of all three directors who must retire by rotation to resume their position, having details as appeared in **Enclosure 3** (Profiles and Working Experience of Candidates Nominated for Election as Directors Replacing Directors who will Retire by Rotation) delivered to all shareholders together with the invitation to the Meeting.

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about the current agenda item. However, no comments or queries were made. Then the Conductor requested the Meeting to cast their votes in this agenda item.

Resolution: After due consideration, the Meeting resolved to approve the election of Mr. Piched Bhimayothin, Mr. Wiwat Kanokwatanawan and Mr. Maetup T. Suwan, where the voting results were as follows:

1. Approve Mr. Piched Bhimayothin as the Company's director, detailed as follows:

Approval	616,639,804	votes	representing	100.00
Disapproval	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks:

(1) The resolution for this agenda item has no invalid voting card.

(2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes.

2. Approve Mr. Wiwat Kanokwatanawan as the Company's director, detailed as follows:

Approval	616,639,804	votes	representing	100.00
Disapproval	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks:

(1) The resolution for this agenda item has no invalid voting card.

(2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes.

3. Approve Mr. Maetup T.Suwan as the Company's director, detailed as follows:

Approval	616,639,804	votes	representing	100.00
Disapproval	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks:

(1) The resolution for this agenda item has no invalid voting card.

(2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes.

The Conductor then invited the three directors back to the Meeting.

Agenda Item 7 To consider and approve the determination of the remuneration of the directors and the audit committee

The Chairman as the Chairman of the Nomination and Remuneration Committee informed the Meeting on the remuneration of the Company's directors and the Audit Committee for the year 2018 that pursuant to Section 90 of the PLC Act and the Company's Articles of Association, the Company's directors were eligible to receive remuneration from the Company in the form of reward, meeting allowance, per diem, bonus or and in other forms of benefits as approved by the shareholders' meeting; and that the said remuneration shall be determined as a fixed amount, or as guideline, or to be determined from time to time or to be determined and applicable until the shareholders' meeting resolves otherwise. In addition, the directors may receive allowances and welfares pursuant to the Company's regulation(s).

In this regard, the Nomination and Remuneration Committee considered the propriety of the remuneration of the Company's directors and the Audit Committee by considering 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 that it was appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the determination of the remunerations of directors and Audit Committee of the Company for year 2018 in an amount not exceeding THB 1,000,000, payable in a form of quarterly remuneration at the same rate in 2017, and payable in a form of meeting allowance

exclusively for the independent directors in the Board of Directors' meeting where the payment thereof would start from the Board of Directors' meeting no. 6/2018 onwards at the rate of THB 10,000 per person each time. Details thereof were as follows:

Quarterly Remuneration for the Board of Directors

Position	Year 2018	Year 2017
Chairman and Independent Director	THB 45,000/ person/quarter	THB 45,000/ person/quarter
Audit Committee Chairman and Independent Director	THB 35,000/ person/quarter	THB 35,000/ person/quarter
Independent Director	THB 25,000/ person/quarter	THB 25,000/ person/quarter
Non-executive Director	THB 10,000/ person/quarter	THB 10,000/ person/quarter
Executive Director	None	None

Meeting Allowance starting from the Board of Directors' Meeting no. 6/2018 onwards

Position	Year 2018	Year 2017
Independent Director	THB 10,000 per head each time	None

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about the current agenda item. However, no comments or queries were made. The Conductor then requested the Meeting to cast their votes in this agenda item.

Resolution: After due consideration, the Meeting resolved to approve the determination of the remuneration of the directors and the Audit Committee as proposed, where the voting results were as follows:

Approval	616,639,804	votes	representing	100.00
Disapproval	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks:

(1) The resolution for this agenda item has no invalid voting card.

(2) The resolution for this agenda item requires a vote of not less than two-third of the total number of votes of the shareholders attending the Meeting.

Agenda Item 8 To approve the appointment of the auditors and the determination of the auditors' remuneration for the fiscal year 2018

The Chairman asked Mr. Piched Bhimayothin, the Chairman of Audit Committee to present the details to the Meeting.

Mr. Piched Bhimayothin informed the Meeting that according to Section 120 of the PLC Act and Clause 36 of the Company's Articles of the Association, the Annual General Meeting of Shareholders shall appoint the auditors and determines the audit fee of the Company every fiscal year. It was deemed appropriate to propose that the 2018 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, 2018, where any of the following auditors would be authorized to review and opine on the Company's financial statements.

1. Ms. Sumalee Reewarabandith, Certified Public Accountant No. 3970; and/or
2. Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313; and/or
3. Ms. Wilailuck Laohasrikul, Certified Public Accountant No. 6140.

In selecting the auditors for the fiscal year 2018, the Audit Committee had considered the qualification, working experience and the proposed audit fee and viewed that EY Office Limited was independent and skillful in auditing. In addition, these three auditors did not have any relationships with or any interests in the Company, the Company's subsidiaries, directors, executives, or major shareholders or any related person thereof.

In addition, it was deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the determination of the auditors' remuneration for the fiscal year ended on December 31, 2018 in the amount of not exceeding THB 1,700,000 (including the audit fee of Aurum and Aurum Company Limited, a subsidiary of the Company), excluding the non-audit services.

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about the current agenda item. However, no comments or queries were made. Then the Conductor requested the Meeting to cast their votes in this agenda item.

Resolution: After due consideration, the Meeting resolved to the appointment of the auditors and the determination of the auditors' remuneration for the fiscal year 2018 as proposed, where the voting results were as follows:

Approval	616,639,804	votes	representing	100.00
Disapproval	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks:

(1) The resolution for this agenda item has no invalid voting card.

(2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 9 Other matters (if any)

The Conductor informed the Meeting that all the agenda items to be proposed at the Meeting as specified in the Notice of 2018 Annual General Meeting of Shareholders were complete.

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about the current agenda item. However, no comments or queries were made. The Chairman then thanked all the shareholders for having sacrificed their time to attend the Meeting and adjourned the 2018 Annual General Meeting at 12.45 p.m.

(Mr. Premon Pinskul)

_____

(Mr. Premon Pinskul)
Chairman of the Meeting

(Mr. Mill Kanokwatanawan)

_____

(Mr. Mill Kanokwatanawan)
Director and Company Secretary
Recorder of this Minutes

Enclosure 3

Profiles and working experiences of candidates nominated for election as directors 1/3

Name	Mr. Premon Pinskul
Type of Director to be Nominated for Election	Chairman of the Board / Independent Director Audit Committee/ Chairman of Nomination and Compensation Committee
Current Position in the Company	Chairman of the Board / Independent Director Audit Committee/ Chairman of Nomination and Compensation Committee
Age	63 years old
Nationality	Thai
Education Qualification	- Master of Art (Economics), University of Detroit, USA - Master of Business Administration , University of Detroit, USA - Bachelor of Accounting, Thammasat University
Director Accreditation Program	Directors 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	562,500 Shares Or 0.07% (31 December 2018)
Number of years in office	3 years (Latest Board member appointment date 27 April 2017)
Working Experience	
2015 - Present	Chairman of the Board - After You Public Company Limited
2015 - 2017	Chief Financial Officer Impact Electrons Siam Company Limited (Energy Business)
2011 - 2015	Chief Financial Officer GMM Grammy Public Company Limited (Media Business)
2012 – 2015	Director of GMM One TV Company Limited

	GMM Media Public Company Limited GMM Z Company Limited GMM CJ O Shopping Company Limited
2010 - 2011	Chairman of the Board of Directors Officer Clearing House for Number Portability Company Limited
2008 - 2011	Director of PaySbuy Company Limited
1996 - 2011	Deputy Chief Financial Officer - Total Access Communication Public Company Limited
1994 - 1996	VP Finances & Accounting & Corporate Affair – Fonepoint (Thailand) Co.,Ltd.
Relationship with the Company's excutive , or major shareholders of the Company or its subsidiary	-None-
Current directorship/ excutive position in other listed companies	JAS Asset Public Company Limited Chairman (Real Estate Business)
Current directorship/ excutive 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	Board Meeting 6/6 times. Audit Meeting 4/4 times Nomination and Compesation Meeting 1/1 times

Profiles and working experiences of candidates nominated for election as directors 2/3

Name	Ms. Gulapat Kanokwatanawan
Type of Director to be Nominated for Election	Director and Deputy Managing Director
Current Position in the Company	Director and Deputy Managing Director
Age	37
Nationality	Thai
Education Qualification	Bachelor Degree in Business Administration (International Program, Marketing, Thammasat University
Director Accreditation Program	Director Accreditation Program (DAP)
Shareholding in the Company	259,669,759 shares or 32% as at 31 December 2018
Number of years in office	3 years (Latest Board member appointment date 27 April 2017)
Working Experience	
2010 – Present	Director and Deputy Managing Director - After You Public Company Limited
2018 - Present	Board member - After You Hong Kong Limited
2015 - Present	Director – Aurum and Aurum
2010 - Present	Director – M & M 20017 Co.
Relationship with the Company's excutive , or major shareholders of the Company or its subsidiary	Cousin of 1 major shareholder and executive (Mr. Maetup T. Suwan, Daughther of director (Mr. Wiwat Kanokwatanawan) , sister of 1 major shareholder and executive (Mr. Mill Kanokwatanawan)
Current directorship/ excutive position in other companies which are non-listed company	Director – Look Larn Charoen Co.
Directorship/executive position in other companies potentially having conflict of interest with the Company - none	
Meeting attendance in the past year	Board meeting 4 / 6

Profiles and working experiences of candidates nominated for election as directors 2/3

Name	Mr. Mill Kanokwatanawan
Type of Director to be Nominated for Election	Director and Assistant Managing Director
Current Position in the Company	Director and Assistant Managing Director
Age	32
Nationality	Thai
Education Qualification	Bachelor of Arts in Economi (International Program), Chulalongkorn University
Director Accreditation Program	Director Accreditation Program (DAP)
Shareholding in the Company	14,982,187 shares or 1.8% as 31 December 2018
Number of years in office	3 years (Latest Board member appointment date 27 April 2017)
Working Experience	
2018 – Present	Director - After You Hong Kong Limited
2016 - Present	Director and Assistant Managing Director - After You Public Company Limited
2015 - Present	Director - After You Public Company Limited
2015 - 2016	Relationship Manager Siam Commercial Bank Public Company Limited (Financing Business)
Relationship with executive or major shareholder of the Company or its subsidiaries	Cousin of 1 major shareholder and executive (Mr. Maetup T. Suwan, son of director (Mr. Wiwat Kanokwatanawan), brother of 1 major shareholder and executive (Ms. Gulapat Kanokwatanawan)
Directorship/executive position in other companies potentially having conflict of interest with the Company - none	
Meeting attendance in the past year (times)	Board Meeting 6/6

Enclosure 4
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.

Enclosure 5

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 29, 2019, at Srinakarin 2 Room, 9th 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 7 - 9**. In addition, shareholders can download 3 types of Proxy Form from the Company's website at http://investor.afteryoudessertcafe.com/en/home

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 10** 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 Investor Relations Department, After You Public Company Limited, No. 1319 / 9 , Soi Phatthakan 25, Phatthakan Rd., Suan Luang Sub-district, Suan Luang District, Bangkok, Telephone No. 0-2318-4488 ext 206. For convenience purposes of reviewing documents, please have the documents delivered to the Company no later than April 23, 2019

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.

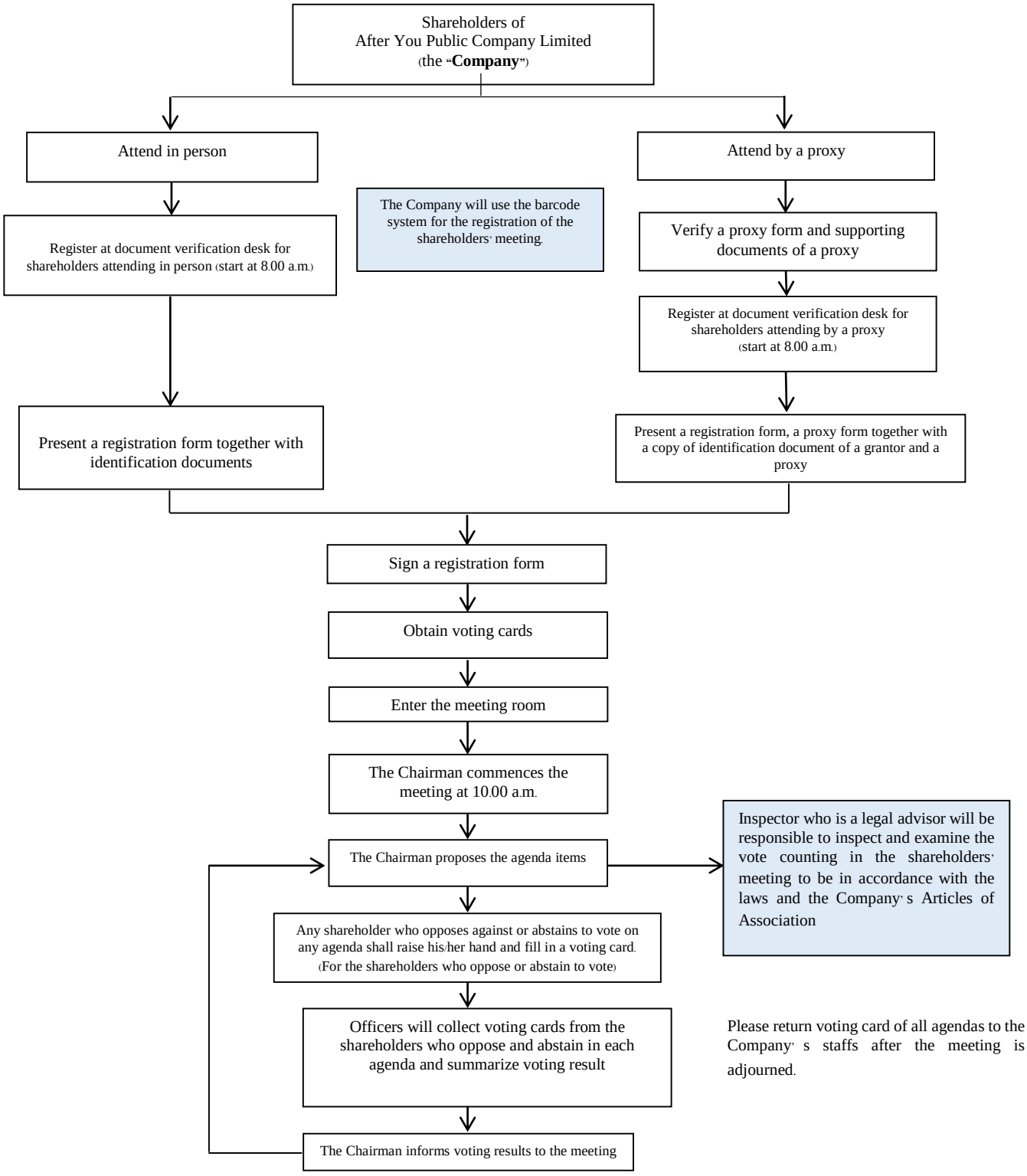
3.3 Documents from proxy

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.

Enclosure 6

Procedure for Attending the Shareholders' Meeting

After You Public Company Limited
on April 29, 2019 at 10.00 a.m.



สิ่งที่ส่งมาด้วย 7
Enclosure 7

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

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

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) เป็นผู้ถือหุ้นของ**บริษัท 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 2กรุณาทำ . เครื่องหมาย✓ที่ ☐ 2 .
If you make proxy by choosing No . 2, please mark ✓ at ☐ 2 .

☐ 2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ นาย พิเชษฐ ภีมะโยธิน
Appoint Mr. Piched Bhimayothin, Member of the Independent Directors of the Company
(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 10 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2562) (Details of members of the Independent Directors of the Company are specified in Enclosure 10 of the Notice of the 2019 Annual General Meeting of Shareholders)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้น ประจำปี 2562 **ในวันที่** 29 **เมษายน** 2562 **เวลา** 10.00 **น. ห้องศรีนครินทร์** 2 **ชั้น** 9 **โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชั่น ตั้งอยู่เลขที่** 333 **ถนนศรีนครินทร์ แขวง หัวหมาก เขตบางกะปิ กรุงเทพมหานคร** 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on April 29, 2019 at 10.00 a.m. at Srinakarin 2, 9th 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
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.

สิ่งที่ส่งมาด้วย 8
Enclosure 8

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) เป็นผู้ถือหุ้นของ**บริษัท 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. ระบุชื่อผู้รับมอบอำนาจ
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 นาย พิเชษฐ ภีมะโยธิน
Appoint Mr. Piched Bhimayothin, Member of the Independent Directors of the Company
(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 10 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2562) (Details of members of the Independent Directors of the Company are specified in Enclosure 10 of the Notice of the 2019 Annual General Meeting of Shareholders)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน**ประชุมสามัญผู้ถือหุ้น ประจำปี** 2562 **ในวันที่** 29 **เมษายน** 2562 **เวลา** 10.00 **น. ณ ห้องศรีนครินทร์** 2 **ชั้น** 9 **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 2019 Annual General Meeting of Shareholders on April 29, 2019 at 10.00 a.m. at Srinakarin 2, 9th 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.

(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 รับรองรายงานการประชุม สามัญผู้ถือหุ้น ประจำปี 2561

Agenda Item No. 2 To consider and adopt the Minutes of the 2018 General Meeting 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 รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2561

Agenda Item No. 3 To acknowledge the result of the Company's business operation report for the fiscal year 2018

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 อนุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชี สิ้นสุด วันที่ 31 ธันวาคม 2561

Agenda Item No. 4 To approve the financial statement of the Company for the fiscal year ended December 31, 2018

☐ 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 อนุมัติการจัดสรรผลกำไรจากการดำเนินงานของบริษัทฯ สำหรับรอบปีบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2561 และการจ่ายปันผล

Agenda Item No. 5 To approve the allocation of the profits from the Company's business operation for the fiscal year ended December 31, 2018 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 **อนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ**

Agenda Item No. 6 To 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 นางสาว กุลพัชร์ กนกวัฒนาวรรณ
Director's name Ms. Gulapat Kanokwatanawan
☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

3. ชื่อกรรมการ นาย มิลล์ กนกวัฒนาวรรณ
Director's name Mr. Mill Kanokwatanawan
☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ 7 **อนุมัติการกำหนดค่าตอบแทนกรรมการบริษัทฯ**

Agenda Item No. 7 To approve the determination of the remuneration of the directors

☐ 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 **อนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2562**

Agenda Item No. 8 To approve the appointment of the auditors and the determination of the auditors for the fiscal year 2019

☐ 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 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Agenda Item No. 9 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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 2562 ในวันที่ 29 เมษายน 2562 เวลา 10.00 น. ห้องศรีนครินทร์ 2 ชั้น 9 โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชั่น ตั้งอยู่เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2019 Annual General Meeting of Shareholders on April 29, 2019 at 10.00 a.m. at Srinakarin 2, 9th 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

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

สิ่งที่ส่งมาด้วย 9
Enclosure 9

แบบหนังสือมอบฉันทะ 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 THB 20)

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
ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ_____
As the custodian of
ซึ่งเป็นผู้ถือหุ้นของ**บริษัท 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. ระบุชื่อผู้รับมอบอำนาจ
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 นาย พิเชษฐ ภิมะโยธิน
Appoint Mr. Piched Bhimayothin, Member of the Independent Directors of the Company(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 10 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2562) (Details of members of the Independent

Directors of the Company are specified in Enclosure 10 of the Notice of the 2019 Annual General Meeting of Shareholders)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน**ประชุมสามัญผู้ถือหุ้น ประจำปี** 2562 **ในวันที่** 29 **เมษายน** 2562 **เวลา** 10.00 **น. ณ ห้องศรีนครินทร์** 2 **ชั้น** 9 **โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชั่น ตั้งอยู่เลขที่** 333 **ถนนศรีนครินทร์ แขวง หัวหมาก เขตบางกะปิ กรุงเทพมหานคร** 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on April 29, 2019 at 10.00 a.m. at Srinakarin 2, 9th 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.

(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 และมีสิทธิออกเสียงลงคะแนนได้_____เสียง
ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ_____หุ้น และมีสิทธิออกเสียงลงคะแนนได้_____เสียง
preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด_____เสียง
Total voting right Votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้
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 **รับรองรายงานการประชุม สามัญผู้ถือหุ้น ประจำปี** 2561
Agenda Item No. 2 **To adopt the Minutes of the 2018 General Meeting 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 _____ เสียง ☐ ไม่เห็นด้วย_____ เสียง ☐ งดออกเสียง_____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 3 **รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี** 2561
Agenda Item No. 3 To acknowledge the result of the Company's business operation report for the fiscal year 2018

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 **อนุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชี สิ้นสุด วันที่** 31 **ธันวาคม** 2561
Agenda Item No. 4 **To approve the financial statement of the Company for the fiscal year ended December 31, 2018**

☐ 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 5 อนุมัติการจัดสรรผลกำไรจากการดำเนินงานของบริษัทฯ สำหรับรอบปีบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2561 และการจ่ายปันผล

Agenda Item No. 5 To approve the allocation of the profits from the Company's business operation for the fiscal year ended December 31, 2018 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
he 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 6 อนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

Agenda Item No. 6 To 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:

ค. ☐ เลือกตั้งกรรมการทั้งชุด

B. Election of entire nominated directors

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย_____ เสียง ☐ งดออกเสียง_____ เสียง
ง. Approve Votes Disapprove Votes Abstain Votes

จ. ☐ เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. ชื่อกรรมการ นายปรีย์มน ปิ่นสกุล
Director's name Mr. Premon Pinskul
☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย_____ เสียง ☐ งดออกเสียง_____ เสียง
Approve Votes Disapprove Votes Abstain Votes

2. ชื่อกรรมการ นางสาว กุลพัชร์ กนกวัฒนาวรรณ
Director's name Ms. Gulapat Kanokwatanawan
☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย_____ เสียง ☐ งดออกเสียง_____ เสียง
Approve Votes Disapprove Votes Abstain Votes

3. ชื่อกรรมการ นาย มิลล์ กนกวัฒนาวรรณ
Director's name Mr. Mill Kanokwatanawan
☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย_____ เสียง ☐ งดออกเสียง_____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 7 อนุมัติการกำหนดค่าตอบแทนกรรมการบริษัทฯ

Agenda Item No. 7 To approve the determination of the remuneration of the directors

☐ 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 8 อนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2562

Agenda Item No. 8 To approve the appointment of the auditors and the determination of the auditors for the fiscal year 2019

☐ 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 9 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Agenda Item No. 9 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:

(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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
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 2562 ในวันที่ 29 เมษายน 2562 เวลา 10.00 น. ห้องศรีนครินทร์ 2 ชั้น 9 โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชั่น ตั้งอยู่เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2019 Annual General Meeting of Shareholders on April 29, 2019 at 10.00 a.m. at Srinakarin 2, 9th 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

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

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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☐ 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

Enclosure 10

Profiles of Independent Director for Appointment as Proxy by the Shareholders

Name - Surname	Mr. Piched Bhimayothin
Address	56 Soi Meksawat Chong Nonsri Sub-district , Yannawa Bangkok 10120
Current Position	Independent Director/ and Audit Committee
Age	60
Nationality	Thai
Conflict of Interest in any of the proposed agendas	none
Educational Qualification	Bachelor Degree in Science, Kasetsart University
Director Accreditation Program	IOD Training Program: Director Accreditation Program (DAP)
Shareholding in the Company	562,500 shares or 0.07% as at 31 December 2018
Number of Years in Office	3 years old
Working Experiences	
2014 - Present	Advisor, Pakfood Public Company Limited (Frozen Food Manufacture)
1993 – 2014	Plant Manager, Pakfood Public Company Limited (Frozen Food Manufacture)
Relationship with the Company's executive, or major shareholders of the Company or its subsidiary	-none-
Current directorship/ executive position in other companies	Advisor, Pakfood Public Company Limited (Frozen Food Manufacture)
Directorship/executive position in other companies potentially having conflict of interest with the Company	- None-
Meeting attendance in the past year (times)	Board Meeting 6 / 6, Audit Committee 4 / 4, Nomination and Compensation Committee 1/1

Definition of the Company's Independent Director

1. 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: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.

Enclosure 11

Location Map
for the 2019 Annual General Meeting of Shareholders
After You Pcl. On 29 April 2019, 10 am (Registration 8 am)
At Srinakarin 2, 9th 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

Enclosure 13

QR Code - Manual and Step to follow

QR Code Downloading Procedures for the Annual Report

The Thailand Securities Depository Co., Ltd. (TSD) under the Stock Exchange of Thailand, has developed a system, which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of Electronic accessible through QR Code, thus allow the shareholders to access the information conveniently.

Shareholders can download the aforementioned documents from the QR Code by following the steps below.

For IOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

Open applications such as QR CODE READER, Facebook or Line.

Scan Q Code with Line application

1. Open Line application and click on "Add friend"
2. Choose "QR Code"
3. Scan the QR Code
4. Focus the mobile camera to QR Code to scan it.