

## Minutes of the Annual General Meeting of Shareholders for the year 2023

RPCG Public Company Limited

Thursday 20 April 2023

Via Electronic Means (E-AGM)

**Directors in Attendance:**

- |    |              |                  |  |
|----|--------------|------------------|--|
| 1. | Mr. Satja    | Janetumnugul     | Chairman of the Board of Directors   |
| 2. | Mr. Supapong | Krishnakan       | Director   |
| 3. | Mr. Tawat    | Ungsuprasert     | Director   |
| 4. | Mr. Suthud   | Khancharoensuk   | Director / Member of the Nomination and Remuneration Committee   |
| 5. | Mr. Prasit   | Dheeraratbongkot | Independent Director / Chairman of the Audit Committee /<br>Chairman of the Nomination and Remuneration Committee<br>(Except the 5 <sup>th</sup> Agenda to the 9 <sup>th</sup> Agenda) |
| 6. | Ms. Panicha  | Pongsivapai      | Independent Director / Member of the Audit Committee /<br>Member of the Nomination and Remuneration Committee  |
| 7. | Ms. Pordee   | Khanistanan      | Independent Director / Member of the Audit Committee /<br>Member of the Nomination and Remuneration Committee  |

(The proportion of the directors attending the Meeting was 100 percent of the total number of directors)

**Executive member presented:**

- |    |               |                 |  |
|----|---------------|-----------------|--|
| 1. | Mr. Napon     | Janetumnugul    | Acting Managing Director                                   |
| 2. | Mrs. Supanee  | Tanchairinakorn | GM-Finance & Administration Function and Company Secretary |
| 3. | Ms. Kanokporn | Jarukulavanich  | Managing Director of Pure Thai Energy Company Limited      |
| 4. | Ms. Kallaya   | Klaithong       | GM-Business Development Function                           |

**Other attendants:**

1. Accounting auditor from EY Office Company Limited.
2. The legal advisor from Law & Equity Company Limited
3. Representative from Thai Investors Association (Volunteer for Shareholders Rights Protection).
4. The officers from Quidlab Co., Ltd. who registered, counted votes, demonstrated voting results, and reported the resolution of the Meeting.

Before the Meeting started, the Company opened a video which demonstrated the method of system usage for vote casting and method in submitting shareholder's questions via electronic meeting system of Quidlab Co., Ltd.

The meeting commenced at 2.00 p.m.

Mr. Napon Janetumnugul, Acting Managing Director, welcomed the shareholders to the Annual General Meeting of the Shareholders for the year 2023 and informed the meeting that for health and safety of shareholders, due to the new outbreak of the COVID-19 Virus. The Board of Directors deemed it appropriated to hold the 2023 Annual General Meeting of Shareholders through only electronic media for the safety of shareholders and stakeholders from all sectors at this general meeting of shareholders. In this meeting, the Company has used the electronic meeting platform system of Quidlab Co., Ltd. that is in accordance with systems boasted standards in agreement with the terms and procedures stated under the Electronics Meetings Act of 2021 and the Ministry of Digital Economy and Society announcement on the standards for electronics meeting security and the standards of hosting electronic meeting platform of the Electronic Transaction Data Agency (ETDA) and the applicable rules the company article concerning the electronic meeting. Attendees can watch the live broadcast, submit questions, vote and know the voting results for each agenda from this E-AGM system.

And reported that the Company has registered capital and current paid-up capital of 1,304,664,125 Baht with total shares are eligible to vote of 1,304,664,125 shares. And in this meeting, there were 3 shareholders attending the meeting in person, representing 8,091,150 shares and 33 proxies attending, representing 517,723,429 shares, totaling 36 shareholders, representing 525,814,579 shares or 40.3027 percent of total paid-up capital of the Company which was completely according to the Company's Articles of Association No. 34 stating that "To constitute a quorum for the shareholders' meeting, the total number of shareholder and proxies in attendance must be more than 25 persons or not less than half of the total number of shareholders and the total shares must be not less than one-third of the total shares issued".

Therefore "This Annual General Meeting of Shareholders, there are a number of shareholders attending the meeting in accordance with the Company's Articles of Association". And opened the Annual General Meeting of Shareholders for the year 2023.

Mr. Napon Janetumnugul, Acting Managing Director, gave an opening speech of the meeting and introduced each of the 7 members of the Board of Directors attending the meeting individually. Participants at the meeting are the Executive and the Chief Executive of Accounting and Finance, the Company's auditor from EY Office Company Limited, legal advisor from Law and Equity Company Limited and representatives from the Thai Investors Association. They acted as observers at this Annual General Meeting of Shareholders so as to ensure that the shareholders' meeting is transparent and compliant with laws and regulations.

In order to promote good corporate governance and to treat all shareholders equally. Before this Annual General Meeting of Shareholders, the Company has given the opportunity to shareholders to propose agenda items and names of qualified persons to be considered for election as a Director of the Company and send questions about the meeting agenda in advance. The Company has notified shareholders through communication channels on the Company's website from September 7, 2022 - November 30, 2022. It appeared that no shareholder nominated a person

to be considered for election as a Director of the Company or propose additional agenda to the Company in any way. Then clarified details about the voting procedures, and the counting of the voting results for each agenda of this meeting for all shareholders to know. According to the meeting documents that the Company has been published on the Company's website and informed to the Stock Exchange of Thailand on March 15, 2023 as follows:

- The voting procedure as stated in the Company's Articles of Association No. 36 that each shareholder has the voting rights equaled to the number of shares held or received as proxy, with one voting right per one share and in each agenda. The shareholder can only choose to vote in one of the three following ways: Approval, Disapproval and Abstention.
- If any shareholder is benefited from the agenda in any way, such shareholder will be ineligible to vote on that matter with exception for voting at the election of Director is not considered a conflict of interest.
- The voting of each agenda, shareholders who do not vote to disapprove or abstain. The Company will consider such shareholders to approve the agenda as proposed, need not to vote on the ballot. And if there are no any shareholder disapprove or abstain, the Company will conclude that agenda, all shareholders have an unanimous resolution as proposed.
- If there are shareholders who want to disapprove or abstain, they must mark their votes in the system. The Company had one minute for shareholders and a countdown time was shown on the presentation screen to vote. The Company will deduct the disapproval and abstention votes from the total votes of the shareholders attending in the meeting or are eligible to vote, to summarize the voting result in each agenda.

For the report of the voting result, the Company will notify the meeting of the result in each agenda in which will be collected from the votes from shareholders presented or proxies.

For shareholders who have voted in the proxy form and sent it to the Company in advance. The Company has already included the voting in each agenda according to the wishes of the shareholders.

Clarifying the details of voting for each agenda as follows:

Agenda 1, Agenda 3, Agenda 4, Agenda 5, Agenda 6 and Agenda 8

**Majority vote** from the votes cast by all shareholders who attend and vote, will be counted as the resolution.

Agenda 7

**No less than two-thirds** of the votes cast by all shareholders attending the meeting and entitled to vote, will be counted as the resolution.

Agenda 2

For informing only, no need for a vote.

The Company will use the number of shares of the present attendants at the moment of voting as the base for calculation and voting for each agenda, the shareholders would be given an opportunity to ask questions relevant to that particular agenda item in advance. You can type and send questions in the menu in the message box in the system. And

after summarizing the contents of each agenda to acknowledge, there was an opportunity for the shareholders to ask questions related to that agenda as well. Each agenda had one minute to type a question with a countdown time shown on the presentation screen which could pre-type questions. If the questions or comments were not relevant to the agenda item, the shareholders or proxies were requested to raise such questions or comments in Agenda 9 regarding other matters at the end of the meeting.

Then, Mr.Napon Janetumnugul, invited the Chairman of the Board of Directors (“Chairman”), Mr.Satja Janetumnugul, to lead the meeting into the meeting agenda.

The Chairman welcomed the shareholders and led the meeting to consider the agenda as specified in the invitation letter of the Annual General Meeting of Shareholders as follows:

**Agenda 1: To consider and endorse the Minutes of the Annual General Meeting of Shareholder for the year 2022 held on April 21, 2022**

The Chairman proposed the meeting to consider certifying the minutes of the year 2022 Annual General Meeting of Shareholders held on April 21, 2022, as detailed in the copy of the minutes sent to the shareholders together with the invitation letter for this meeting.

After that, the Chairman gave the shareholders an opportunity to ask questions and express their opinions on this agenda. There was no shareholder asking questions and expressing opinions on this agenda. The Chairman asked the meeting to vote and informed the meeting that the resolution of this agenda item must be approved by the meeting of shareholders with the majority vote of all shareholders who present and vote. In this agenda, there were no additional shareholders attending the meeting. The shareholders attending the meeting totaled 525,814,579 shares.

**Meeting Resolution**

The meeting resolved with a unanimous vote of the total number of votes of shareholders attending the meeting and having the right to vote. It was approved the proposed minutes of the Annual General Meeting of Shareholder for the year 2022 held on April 21, 2022.

**The voting results for the 1<sup>st</sup> Agenda are as follows:**

Approval	525,814,579	votes	Equivalent to	100.0000	percent
Disapproval	0	vote	Equivalent to	0.0000	percent
Abstention	0	vote			
Voided Ballot	0	vote			
<b>Total</b>	<b>525,814,579</b>	<b>votes</b>			

**Agenda 2: To acknowledge the report of the Company’s operational results for the year 2022**

The Chairman assigned Ms.Kanokporn Jarukulavanich, Managing Director of Pure Thai Energy Co., Ltd. or PTEC, the Company's core company, to report the performance with detailed reports to be informed as follows:

Ms.Kanokporn Jarukulavanich, Managing Director of Pure Thai Energy Co., Ltd. reported that in the past year, the overview of the industry had the following important issues as follows:

1. The world situation was fluctuated:
  - 1.1. Global oil prices were affected by the Russian-Ukrainian war in first quarter and EU sanctions on Russia in late second quarter.
  - 1.2. The global economy was in recession after the outbreak of COVID-19. That China announced a lock-down due to another outbreak in the third and fourth quarter.
  - 1.3. OPEC Plus announced to reduce oil production.
  - 1.4. The Baht depreciated the most in 16 years, reaching the level of 38 Baht / USD. This was a result of the policy of the US Federal Reserve (FED) to raise interest rates to control inflation.
  - 1.5. The price of biodiesel (B100) increased with an average annual increase of 13.2 percent compared to the previous year.
2. The government announced to continuously fix diesel prices in front of the gas service stations in a gradual adjustment in a ladder manner. By using the oil fund adjustment mechanism on a day-to-day basis. So far, the price of diesel fuel in front of the gas service stations is still no more than 35 Baht /Liter.
3. Tight oil supply situation (Short Supply) due to, (1) many large refineries in the country stopped to major maintenance during September to November 2022. (2) Electricity Generating Authority of Thailand increased the use of diesel fuel in production to reduce the consumption of LNG at a higher price and (3) There was a higher demand for jet fuel.

However, despite the factors mentioned above that affected, but with commitment and intended resulting in the past year PTEC's performance in both oil and non-oil businesses grew at record highs.

In the year 2022, there are a total of 8,088 gas service stations nationwide, an increase of 289 stations. The 1st-3rd ranks are PTT Oil and Retail Business (OR), PTG Energy (PTG) and Bangchak Corporation Plc. (BCP), which has 2,391 gas service stations, 2,231 gas service stations and 1,343 gas service stations respectively. Esso ranks fourth in market share with a total of 802 gas service stations (71 gas service stations increase from the previous year.), representing 10 percent of all gas service stations nationwide. These are 72 PTEC gas service stations or 10 percent of Esso gas service stations.

Sales volume through gas service stations in the year 2022 of the whole country increased by 11.7 percent, with diesel sales increasing by 14.5 percent and gasoline sales increasing by 10.6 percent, while premium gasoline sales volume decreased by 26.8 percent.

For the performance of PTEC, Map Eiang branch, from November 2022 to January 2023, the average monthly sales volume (throughput) was more than 300,000 liters, from April 1, 2022 to August 2022, the sales volume exceeded 1 million liters per month.

In the year 2022, PTEC opened 2 more gas service stations, namely R3009 branch, Sriracha District, Chonburi Province which opened on January 17, 2022 and Khlong Luang - 2 branch, Pathum Thani province which

opened on April 1, 2022, making it at the end of the year 2022 with a total of 72 branches, mainly in the Northeast 24 branches, 16 branches in the East and 12 branches in the North. The remaining branches are distributed in other regions of the country.

PTEC sales grew 14 percent from the previous year, which was higher than the industry's growth rate of 11.7 percent. However 75 percent of PTEC's sales came from diesel. The remaining 24 percent and 1 percent is gasoline and premium oil respectively. It can be seen that after changing the brand to ESSO 5 years ago, resulting in PTEC's performance improving gradually. It has been expanding continuously every year, from the year 2018 with 60 branches, now increasing to 72 branches. PTEC had sales from the year the year 2018 that started to change the brand to Esso at 119.2 million liters to 241.7 million liters in the year 2022 or representing a 100 percent growth rate. In addition there was also a growth in throughput as well, from the year 2018 there was a throughput of approximately 166,000 liters per month, increasing to 276,000 liters per month in the year 2022, representing a growth rate of 66 percent.

For non-oil business of the past year , PTEC opened two more branches of Coffee Journey, a coffee brand that Esso collaborated with The Minor Food Group Public Company Limited, at Lat Phrao and the Talat Thai branch, which makes PTEC has a total of 3 coffee shops. And in the area of renting space and sales of engine oil 3 percent increase in revenue and 41 percent increase in profit.

PTEC's performance was 7,841 million Baht, EBIT before interest, tax, depreciation, and amortization and amortization (EBITDA) of 101.19 million Baht and a net profit of 54.9 million Baht. It can be seen that changing to Esso brand is an important strategy that allows PTEC to grow both sales and profits. As a result

PTEC can pay dividends to the parent company (RPC) with 2 interim dividend payments in September 2022 and February 2023, totaling 35 million Baht or 25 Baht per share.

For the year 2023, PTEC plans to open about 6 gas service stations, of which 3 gas service stations were already opened in the first quarter and another 3 gas service stations are under construction. Another important strategy to drive in the year 2023 is sustainability management (Sustainability) or ESG (ESG), which has elements of the environment (Environmental), society (Social) and governance (Governance). In the past year, the policy was announced and appointed a working group, including disseminating knowledge to personnel in the organization to get to know together by setting goals. For example, a project to install a Solar Rooftop at a gas service station to reduce electricity costs, Fuel consumption reduction project, Waste control and management program which PTEC has always taken care of and controls these matters. There will be activities for executives, employees, business partners and communities to get involved so that the sustainability project can continue.

As for the impact of Bangchak Corporation Public Company Limited ("BCP") buying shares of Esso (Thailand) ("Esso Thailand") is as follows:

Esso stock trading Thailand this time is not trading brand "ESSO" and does not include lubricants and chemical products which is still owned by Exxon Mobile. By BCP will get Esso Thailand's business assets are oil refineries and gas service stations. For the contract between PTEC and Esso Thailand, which is an oil purchase contract and the contract

relating to the use of the seal remains in full force and effect in accordance with the terms of the contract as before. Esso Thailand has sent a letter to inform PTEC that all contracts are still in effect as before. Gas service stations and assets are still owned by PTEC. Therefore, the share purchase will not affect PTEC's assets in any way.

After the stock trading is successful, that is the payment has been completed. It is expected that it will take approximately 6 months to 1 year for a change of control to occur in Esso Thailand, which will no longer be a subsidiary of Exxon Mobile. That is Esso Thailand will be able to continue using the "ESSO" brand for only 2 more years after the effective date of the share purchase. Therefore, during these 2 years, gas service stations using the "ESSO" brand will gradually change to all "Bangchak" brands.

Then the Chairman invited the shareholders to raise their questions. When there was no further inquiry from shareholders. The Chairman then asked the meeting to acknowledge the performance of the year 2022. The shareholders do not have to vote in this agenda because it is an agenda for acknowledgement.

**Agenda 3: To consider approving the statement financial position, statement of comprehensive income for the year ended on December 31, 2022**

The Chairman assigned Mr.Prasit Dheeraratbongkot, Chairman of the Audit Committee to propose the meeting to consider and approve the financial position, statement of comprehensive income for the year ended on December 31, 2022.

Mr.Prasit Dheeraratbongkot said the Audit Committee and the Board of Directors have approved the proposal the meeting approved the financial statements. Statement of comprehensive income for the year ended December 31, 2022 of the Company, it is correct and complete in accordance with generally accepted accounting standards and sufficient information has been disclosed reasonable. The auditor of the Company has reviewed and certified by expressing an unconditional opinion and add a paragraph of information and highlight events. Regarding retrospective adjustments to financial statements due to the calculation of depreciation of the right-of-use assets of subsidiaries is too high since the year 2020, which is the year in which the financial reporting standard No. 16 on Leases was applied. The Company Group therefore had retrospectively after the consolidated financial statements for the year ended December 31, 2021 and noted details appear in details of which can be found "Part 3 Financial Statements" Form 56-1 One Report 2022 in QR Code. According to the documents attached to the financial statements of the Company and the Company has submitted its financial statements to the Stock Exchange of Thailand on February 24, 2023 is completed. And on this occasion, we would like the shareholders to consider the Company's financial statements for the year 2022. These financial statements have been audited already by the auditor.

In the consolidated statement of financial position as of December 31, 2022, the Company and its subsidiaries had total assets of 4,131 million Baht increased from the previous year by 103 million Baht due to Cash and cash equivalents and current financial assets from investment units in mutual funds, a increase of 117 million Baht, and short-term loans decreased by 101 million Baht and investments in associated companies of 39 million Baht.

As for the total liabilities of the year 2022, the Company was equal to 1,677 million Baht, a increase of 172 million Baht from the previous year from trade accounts payable and other trade officers with advance payments for gas service station improvements. And has total shareholders' equity equal to 2,454 million Baht.

In the year 2022, the income statement of the Company and its subsidiaries, its main income is from the retail sale of petrol through the gas service stations of Pure Thai Energy Company Limited (PTEC), the Company's core company.

The Company's total revenues of 7,858 million Baht, an increase of 1,451 million Baht from the previous year, Mainly came from sales revenue and other income increased by 2,361 million Baht and did not have income from compensation for damages. In the year 2022, there were costs of sales by 7,399 million Baht, an increase of 2,252 million Baht from the previous year due to oil prices and sales volume increased from the previous year.

Mainly came from sales revenue and other income increased by 2,361 million Baht and did not have income from compensation for damages.

And the Company had selling and administrative expenses in the year 2022 equal to 397 million Baht, an increase of 34 million Baht, compared with the previous year, which came from selling expenses, staff expenses and gas service station rental.

Thus, in the year 2022, the Company and its subsidiaries had net profit for the Company of 64 million Baht.

And would like to clarify further in part of the Company's financial statements, especially a single statement which the Company had no debt in the part of the single statement. In the role of a Holding Company, it can be seen that the Company still has sufficient working capital to be able to invest and support its subsidiaries.

Then the Chairman invited the shareholders to raise their questions. When there was no further inquiry from shareholders. The Chairman then asked the meeting to approve the statement of financial position, statement of comprehensive income for the year ended on December 31, 2022. The resolution of this agenda item must be approved by the meeting of shareholders with the majority vote of all shareholders who present and vote. In this agenda, there were no additional shareholders attending the meeting. The shareholders attending the meeting totaled 525,814,579 shares.

#### Meeting resolution

The meeting resolved by majority vote of the total number of votes of shareholders attending the meeting and having the right to vote. It was approved the statement of financial position, statement of comprehensive income for the year ended on December 31, 2022 as proposed.

#### The voting results for 3<sup>rd</sup> Agenda are as follows:

Approval	525,016,579	votes	Equivalent to	100.0000	percent
Disapproval	0	vote	Equivalent to	0.0000	percent
Abstention	798,000	votes			
Voided Ballot	0	vote			
<b>Total</b>	<b>525,814,579</b>	<b>votes</b>			



**Agenda 4: To consider the appropriation of net income from operating results for the year 2022 and the dividend payment.**

The Chairman reported to the shareholders that the Company's dividend payment policy of not less than 50 percent of the result. In the year 2022, the Company has net loss from its operation in accordance with the separate financial statements in the amount of 8.4 million Baht. Therefore, the Board of Directors resolved the dividend omission for the year 2022.

The Chairman asked the shareholders whether any shareholder wanted to inquire about the dividend payment for the year 2022. None of the shareholders asked more. The Chairman then asked the shareholders' meeting to approve the omission of dividend payment for the year 2022. The resolution of this agenda item must be approved by the meeting of shareholders with the majority vote of all shareholders who present and vote. In this agenda, there were no additional shareholders attending the meeting. The shareholders attending the meeting totaled 525,814,579 shares.

**Meeting resolution**

The meeting resolved with a unanimous vote of the total number of votes of shareholders attending the meeting and having the right to vote. It was approved omission of the dividend payment for the year 2022 as proposed.

**The voting results for the 4<sup>th</sup> Agenda are as follows:**

Approval	525,814,579	votes	Equivalent to	100.0000	percent
Disapproval	0	vote	Equivalent to	0.0000	percent
Abstention	0	vote			
Voided Ballot	0	vote			
<b>Total</b>	<b>525,814,579</b>	<b>votes</b>			

**Agenda 5: To consider Directors election to replace the Directors who are retired by rotation.**

The Chairman informed the meeting that according to the Company's Article of Association No.18, one-third of the Board of Directors must retire at every annual general meeting and if the number cannot be divided by three, the amount must be closest to the number divided by three.

And in accordance with the principles of good corporate governance, Mr.Prasit Dheeraratbongkot, Mr.Supapong Krishnakan and Mr.Suthud Khancharoensuk, which is considered as a stakeholder in this agenda, left the meeting room until the shareholders finished considering this agenda. The Chairman invited Ms.Panicha Pongsvapai, member of the Nomination and Remuneration Committee instead reported to the shareholders' meeting.

Ms.Panicha Pongsvapai, member of the Nomination and Remuneration Committee, reported to the meeting that there were three Directors who retired by rotation, namely are Mr.Prasit Dheeraratbongkot, Mr.Supapong Krishnakan and Mr.Suthud Khancharoensuk, by the Board of Directors of the Company considered based on the opinion of the Nomination and Remuneration Committee. It was resolved that all three Directors returned. However, Mr.Prasit Dheeraratbongkot informed his intention not to renew the agenda due to mission. Therefore, the Board of Directors of the Company resolved to

propose Ms.Chanida Pattanotai to be an independent Director in place of the vacant position. Ms.Chanida Pattanotai who passed the consideration process specified by the Company and has qualifications in accordance with relevant regulations and suitable for the business of the Company. The Board of Directors of the Company considered opinion that the person to be nominated as an independent Director able to express opinions independently and has qualifications in accordance with the laws related to the requirements relating to independent Directors and is fully qualified in accordance with Public Limited Companies Act B.E. 2535 and relevant notifications of the Capital Market Supervisory Board and is knowledgeable and capable with qualifications and experience which is beneficial to the operation of the Company. For this year, there are two Directors who are due to retire by rotation and one replacement Director who retired by rotation as follows:

- |                |                |                      |
|----------------|----------------|----------------------|
| 1. Mr.Supapong | Krishnakan     | Director             |
| 2. Mr.Suthud   | Khancharoensuk | Director             |
| 3. Ms.Chanida  | Pattanotai     | Independent Director |

It was therefore proposed that the shareholders' meeting consider re-electing the two directors who retired by rotation to serve as directors of the Company once again and appoint one Director in place of the vacant Director. Since all three directors are considered persons who have complete qualifications according to the Company's regulations and relevant market director announcements and have appropriate knowledge and competence with experience and understanding of the Company's business well and it is evident details and qualifications of the proposed directors appear in Appendix 3 at the end of the invitation letter to the Annual General Meeting of all shareholders has been delivered.

And the Chairman invited the shareholders to raise their questions.

When there was no further inquiry from shareholders. The Chairman then asked the Meeting of Shareholders to consider and approve the re-appointment of the two Directors who are due to retire by rotation and one replacement Director who retired by rotation. For this agenda, shareholders who vote for disapproval or abstention must vote on the ballot for each Director individually. The resolution of this agenda must have majority vote of all shareholders who present and vote. In this agenda, there were no additional shareholders attending the meeting. The shareholders attending the meeting totaled 525,814,579 shares.

The voting results for the 5<sup>th</sup> Agenda individually are as follows:

Meeting resolution

The meeting resolved with a unanimous vote of the total number of votes of shareholders attending the meeting and having the right to vote. It was approved to appointment of two Directors who retired by rotation, namely, Mr.Supapong Krishnakan Mr.Suthud Khancharoensuk for another term and one replacement Director who retired by rotation, namely, Ms.Chanida Pattanotai. Individual votes are as follows:

**Mr.Supapong Krishnakan**

Approval	525,814,579	votes	Equivalent to	100.0000	percent
Disapproval	0	votes	Equivalent to	0.0000	percent
Abstention	0	vote			
Voided Ballot	0	vote			
<b>Total</b>	<b>525,814,579</b>	<b>votes</b>			

**Mr.Suthud Khancharoensuk**

Approval	525,814,579	votes	Equivalent to	100.0000	percent
Disapproval	0	votes	Equivalent to	0.0000	percent
Abstention	0	vote			
Voided Ballot	0	vote			
<b>Total</b>	<b>525,814,579</b>	<b>votes</b>			

**Ms.Chanida Pattanotai**

Approval	525,814,579	votes	Equivalent to	100.0000	percent
Disapproval	0	votes	Equivalent to	0.0000	percent
Abstention	0	vote			
Voided Ballot	0	vote			
<b>Total</b>	<b>525,814,579</b>	<b>votes</b>			

After the resolution on the appointment of directors, the Chairman invited the directors who had left the meeting back to the meeting room.

**Agenda 6: To consider approving the addition of Company's director and the appointment of a new director**

The Chairman informed the meeting that according to the principles of good corporate governance, Mr.Napon Janetumnugul, which is considered as a stakeholder in this agenda, left the meeting room until the shareholders finished considering this agenda. The Chairman invited Ms.Panicha Pongsivapai, member of the Nomination and Remuneration Committee instead reported to the shareholders' meeting.

Ms.Panicha Pongsivapai, member of the Nomination and Remuneration Committee, reported that the Nomination and Remuneration Committee with the approval of the Board of Directors of the Company has gone through a careful consideration and screening process approved to increase the number of Directors of the Company from seven persons to eight persons, by appointing Mr.Napon Janetumnugul, currently acting as Managing Director is a new Director of the Company. Increasing the number of such Directors will increase the efficiency of supervision, investment and business operations of the Company Group in the future which requires knowledge and competence from the Board of Directors of the Company in various fields. And it is regarded as a fully qualified person in accordance with the Company's regulations and related marketing committee announcements and it is evident details and qualifications of

the proposed directors appear in Appendix 3 at the end of the invitation letter to the Annual General Meeting of all shareholders has been delivered.

After increasing the number of Directors, there will be a list of eight members of the Board of Directors of the Company as follows:

- |                 |                |  |
|-----------------|----------------|--|
| 1. Mr. Satja    | Janetumnugul   | Chairman of the Board of Directors                       |
| 2. Mr. Supapong | Krishnakan     | Director   |
| 3. Mr. Tawat    | Ungsuprasert   | Director   |
| 4. Mr. Suthud   | Khancharoensuk | Director   |
| 5. Mr. Napon    | Janetumnugul   | Director   |
| 6. Ms. Panicha  | Pongsivapai    | Independent Director / Chairman of the Audit Committee / |
| 7. Ms. Pordee   | Khanistanan    | Independent Director / Member of the Audit Committee /   |
| 8. Ms. Chanida  | Pattanotai     | Independent Director / Member of the Audit Committee /   |

The name and number of authorized Directors are as follows:

- Any two of Mr.Satja Janetumnugul, Mr.Supapong Krishnakan, Mr.Tawat Ungsuprasert ,  
Mr.Suthud Khancharoensuk Mr.Napon Janetumnugul, signing jointly with the Company's seal affixed.

Including approving the assignment of persons assigned by the authorized directors of the Company has the power to proceed with the registration of director amendments to relevant government agencies and/or perform other related actions as necessary and appropriate in order to complete the registration of director amendments and authorized directors of the Company.

Then the Chairman invited the shareholders to raise their questions. When there was no further inquiry from shareholders. The Chairman then asked the meeting to approve the addition of Company's director and the appointment of a new director. In voting on this agenda, shareholders who disapprove or abstain will vote on the ballot for the election of new Directors. The resolution of this agenda item must be approved by the meeting of shareholders with the majority vote of all shareholders who present and vote. In this agenda, there were no additional shareholders attending the meeting. The shareholders attending the meeting totaled 525,814,579 shares.

#### Meeting resolution

The meeting resolved with a unanimous vote of the total number of votes of shareholders attending the meeting and having the right to vote. It was approved to increase the number of the Company's director in the amount of 1 person from the original 7 persons to be 8 persons. As proposed, it was approved to appoint Mr.Napon Janetumnugul as a new director of the Company.

The voting results for the 6<sup>th</sup> Agenda are as follows:

Approval	525,814,579	votes	Equivalent to	100.0000	percent
Disapproval	0	vote	Equivalent to	0.0000	percent
Abstention	0	vote			
Voided Ballot	0	vote			
<b>Total</b>	<b>525,814,579</b>	<b>votes</b>			

Agenda 7: To consider approving the Directors' remuneration for the year 2023

The Chairman proposed the Meeting consider approving the remuneration of the Board of Directors for the year 2023 by assigning Ms.Panicha Pongsivapai, member of the Nomination and Remuneration Committee, proposed the details to the meeting for consideration.

Ms.Panicha Pongsivapai, member of the Nomination and Remuneration Committee said that the remuneration for the board has been carefully considered by the Nomination and Remuneration Committee meeting and the Board of Directors, considering the role and function and responsibility including the performance of the Company. And also compare with other companies in similar businesses.

In the year 2023, the remuneration of Directors will be divided into 3 forms: monthly remuneration, meeting allowance and bonus, whereby the bonus payment will vary according to the performance and dividend payment to shareholders. As for the remuneration of sub-committees, it is in the form of meeting allowances only. The remuneration of Directors is the same amount as the previous year at 8,000,000 Baht.

In this regard, the annual remuneration of the Directors of the Company at present is lower than the average Director remuneration per person per year of companies in similar businesses according to the year 2022 Director Compensation Survey Report of the Thai Institute of Directors Association (IOD).

By offering monthly remuneration rate, meeting allowances to the Board of Directors, Audit Committee and the Nomination and Remuneration Committee for the year 2023 as follows:

Committee / Position	Year 2022 (Total amount of 8 Million Baht)		Year 2023 (Total amount of 8 Million Baht)		
	Meeting allowance	Bonus	Monthly remuneration	Meeting allowance	Bonus
<b>Board of Directors</b>					
Chairman	35,000	The board of directors' meeting resolved to refrain from paying.	20,000	20,000	Shall vary depending on operating performance and dividend payment.
Director (per person)	30,000		15,000	15,000	
<b>Audit Committee</b>					
Chairman	35,000	-	-	35,000	-
Director (per person)	30,000	-	-	30,000	-
<b>Remuneration and Nomination Committee</b>					
Chairman	35,000	-	-	35,000	-
Director (per person)	30,000	-	-	30,000	-

The Chairman invited the shareholders to raise questions. When there were no further questions from the shareholders. The Chairman asked the shareholders' meeting to approve the remuneration of the Directors for the year 2023. The resolution of this agenda item must be approved by the shareholders' meeting with the votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting and entitled to vote. For this agenda, there were no additional shareholders attending the meeting. The shareholders attending the meeting totaled 525,814,579 shares.

#### Meeting resolution

The meeting resolved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting and having the right to vote, approved the annual remuneration of the Directors for the year 2023 as proposed, in the original amount not exceeding 8,000,000 Baht.

#### The voting results for the 7<sup>th</sup> Agenda are as follows:

Approval	525,814,579	votes	Equivalent to	100.0000	percent
Disapproval	0	vote	Equivalent to	0.0000	percent
Abstention	0	vote	Equivalent to	0.0000	percent
Voided Ballot	0	vote	Equivalent to	-	
<b>Total</b>	<b>525,814,579</b>	<b>votes</b>			

**Agenda 8: To consider the appointment of the Auditor and set audit fees for the year 2023**

The Chairman proposed to the shareholders meeting to consider appointing auditors and set the Company's audit cost for the year 2023 by assigning Ms.Panicha Pongsivapai, member of the Audit Committee to propose details to the meeting for consideration.

Ms.Panicha Pongsivapai, member of the Audit Committee, said that The Audit Committee and the Board of Directors have appointed auditors based on their performance, knowledge and experience in auditing work well, and have a well-established reputation as well understand the nature of the Company's business operations. And the proposed audit fees are suitable for the economic conditions and the business conditions of the Company.

Therefore required that the meeting consider to appoint the auditors from EY Office Limited which currently conduct the financial statement audit of the Company to be the Auditor of the Company for the year 2023, with the following auditors:

1. Ms.Kosum Cha-em C.P.A. Registration No. 6011, or
2. Ms. Kunlapee Piyawannasuth C.P.A. Registration No. 6137, or
3. Mr.Termphong Opanaphan C.P.A. Registration No. 4501

The name list (1) is the Company's auditor from the year 2022, while the name (2) and the name (3) has never reviewed or audited the Company's accounts.

By asking any one of the three auditors above to audit and express their opinions of financial statements of the Company, and in case of the named auditors cannot perform their duties, EY Office Limited will find replacement auditors. In 2023, the subsidiaries have external auditors from other firms, which are suitable for the small size of the business. However, the Board of Directors will ensure that the consolidated financial statements are completed on a timely basis. The remuneration are set as follows:

	<u>2022</u>	<u>2023</u>	<u>Increase (Decrease)</u>
Audit fee for the Company	THB 800,000	THB 870,000	70,000
Audit fee for subsidiaries	THB 1,142,000	THB 1,572,000	430,000
<b>Total</b>	<b>THB 1,942,000</b>	<b>THB 2,442,000</b>	<b>THB 500,000</b>

Audit fees in the year 2023 increased from the year 2022 by 70,000 Baht. Audit fees of subsidiaries increased from the year 2022 of 430,000 Baht comes from business with investment expansion. The number of subsidiaries has increased and the complexity and need to understand the accounting system and control increased from the previous year. The Board of Directors will supervise and monitor the preparation of specific financial statements and the consolidated financial statements can be performed accurately, completely and on time. Which the Audit Committee has considered that the proposed audit fee is suitable for the Company's current transactions and has been approved by the Board of Directors. In addition, the audit fee for the year 2022 above did not include other fees (non-audit fee) in the amount of 51,000 Baht. In the year 2023 it will be paid on actual basis.

The Chairman invited the shareholders to raise questions and as there was no shareholder with any question. The Chairman then asked the Meeting to consider approving the appointment of auditors and set the annual audit fee of the year 2023 as proposed. The resolution of this agenda item must be approved by the meeting of shareholders with the majority vote of all shareholders who present and vote. In this agenda, there were no additional shareholders attending the meeting. The shareholders attending the meeting totaled 525,814,579 shares.

Meeting resolution

The meeting resolved with a unanimous vote of the total number of votes of shareholders attending the meeting and having the right to vote. It was approved to appointment of the Company's auditors. And set the annual audit fee of the year 2023 as proposed.

The voting results for the 8<sup>th</sup> Agenda are as follows:

Approval	525,814,579	votes	Equivalent to	100.0000	percent
Disapproval	0	votes	Equivalent to	0.0000	percent
Abstention	0	vote		-	
Voided Ballot	0	vote		-	
<b>Total</b>	<b>525,814,579</b>	<b>votes</b>			

Agenda 9: Consider other matters

The Chairman invited other shareholders to raise questions. However, there was no further questions from the shareholders. The Chairman thanked the shareholders for their time to attend the meeting and offer opinions that are beneficial to the Company. And closed the meeting.

The meeting was adjourned at 3.20 p.m



(Mr.Satja Janetumnugul )

The Chairman of the Board of Directors



(Mrs.SupaneeTanchaisrinakorn)

Company Secretary

Person who recorded the minutes