# Minutes of the 2023 Annual General Meeting of Shareholders of PREMIER TANK CORPORATION PUBLIC COMPANY LIMITED

The 2023 Annual General Meeting of Shareholders of Premier Tank Corporation Public Company Limited (the "Company") was held on Friday, April 21, 2023 at 2.00 p.m. The meeting was only held in electronic conference (E-AGM) in accordance with the laws relating to electronic meetings. And broadcast live at the meeting room, the headquarters of Premier Tank Corporation Public Company Limited.

Prof. Dr. Pornchai Chunhachinda, Chairman of the Board of Directors, presided over the meeting ("The Chairman"), with Mrs. Kullanit Seeliamngam, Company Secretary, as the meeting secretary ("The Secretary").

The Company Secretary, as the secretary of the shareholders meeting, informed that the Company had the Annual General Meeting of Shareholders for year 2023 was held through electronic means (E-AGM) via IR PLUS AGM Application, pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020) and the announcement of the Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020) (as amended) and this Meeting complies with the Company's Data Privacy Policy. Further details can be found on the Company's website: <a href="https://www.premiertankcorp.com">www.premiertankcorp.com</a>

The secretary informed that the Company had determined March 14, 2023 to be the date for the list of shareholders entitled to attend the Annual General Meeting (Record Date). At the time of the opening, there were 30 shareholders attending in person and by proxy, totaling 214,736,200 shares (two hundred and fourteen million seven hundred and thirty-six thousand and two hundred), representing approximately 52.37 percent of the outstanding shares and constituting a quorum of shareholders' meeting in accordance with the laws and the Company's regulation. The Chairman welcomed the shareholders.

The Chairman welcomed the shareholders and the proxies. And opened the Annual General Meeting of Shareholders of Premier Tank Corporation Public Company Limited and assigned the Moderator to introduce the directors, the company's executives and the representative of the auditor attending this meeting to answer the shareholders' questions as follows:

#### <u>Directors present in the livestreaming room</u>

1.	Prof. Dr. Pornchai	Chunhachinda	Chairman o	f the Board	of	Directors,	Independ	dent
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Director, Member of Audit Committee

2. Assoc. Prof. Dr. Chaiyuth Padungsaksawasdi Independent Director, Chairman of

**Audit Committee** 

3. Dr. Chitrapongse Kwangsukstith Independent Director, Chairman of Nomination

and Remuneration Committee, Member of Audit

Committee

4. Mr. Weerawat Burapapattanapong Director, Chairman of Executive Director,

Member of Nomination and Remuneration Committee, Member of Enterprise Risk

Management Committee, Chief Executive Officer,

Acting as the Chief Organizational Planning Officer

#### Director present through VDO Conference

Mr. Tassanu Chutikanon Independent Director, Member of Nomination and Remuneration Committee, Member of Enterprise Risk Management Committee.
 Mr. Weeraphon Burapapattanapong Director, Member of Executive Committee, Member of Enterprise Risk Management Committee, Chief Marketing and Corporate Strategy Officer
 Mr. Kriangsak Tiawsirisap Director, Member of Executive Committee, Member of Enterprise Risk Management Committee, Chief Operating Officer.

The total number of directors attended the electronic meeting was 7, representing 100.00% of the total number of directors.

#### <u>Director and Managements present through VDO Conference</u>

Asst. Prof. Dr. Sakkakom Maneenop
 Ms. Phattaya
 Ngowsakul
 Member of Executive Committee, Member of Enterprise
 Risk Management Committee, Chief Accounting and
 Financial Officer.

<u>2 auditor representatives</u> <u>attended the meeting</u> from D I A International Auditing Company Limited, as follows:

Mrs.Suvimol Chrityakierne
 Ms.Nuanchan Rachtanapun

Company Secretary: Mrs. Kullanit Seeliamngam

The meeting commenced at 2:10 p.m.

Before the agenda, to comply with the principles of good corporate governance, the Chairman assigned the Company Secretary to clarify the meeting's requirements as follow.

- 1. Compliance with the Company's Good Corporate Governance Policy regarding fair and equitable reservation of shareholders' rights by organizing this general meeting, the Company had allowed shareholders who could not attend the meeting via electronic media to appoint independent directors to be proxies on behalf of shareholders with brief information as specified in the notice of the general meeting of shareholders.
  - 2. Meetings and resolutions are conducted as follows:
    - The Annual General Meeting of Shareholders of 2023 consisted of 9 agendas, which were proceeded according to the agenda in the meeting invitation letter sent to the shareholders in advance before the meeting.
    - How to vote:
      - 1) For voting, shareholders had the member of votes equal to those of the shares held. In

- such a case, one (1) share per one (1) vote were counted.
- 2) In voting for each agenda, shareholders and proxies must vote to either "Approve," "Disapprove" or "Abstain." Voting cannot be partially divided except in case of the foreign shareholders had appointed custodians in Thailand as depositors and supervisors of shares, divided voting at once were allowed in each agenda. The number of votes were equal to those of the shares held. The Company was to provide a voting session of 1 minute.
- 3) By voting in each agenda, only shareholders who disapproved or abstained shall vote through IR PLUS AGM Application via mobile application or web application in order for votes to be counted. There is no need to vote through IR PLUS AGM Application for shareholders who would be approved with the agenda. Once the meeting has commenced, the shareholders or proxies may vote on all agendas in advance through IR PLUS AGM Application or vote on each agenda at the time when such agenda being discussed. The system will count the votes in each agenda when the agenda is closed. In respect of vote counting, the system will deduct disapprove, abstain and voided ballots from the total votes of the shareholders attending the meeting or the total votes of the shareholders entitled to vote, as the case may be, and the remaining votes shall be deemed as affirmative votes in respective agenda. In respect of votes provided in the proxy form, the Company shall count the votes in each agenda as appeared in the proxy form which has been submitted to the Company before such agenda is being considered. Once the voting system for each agenda is closed, the Company will inform the meeting of the voting details for such agenda by separating into approve, disapprove, abstain and voided ballots, and the percentage of shareholders according to the resolution required for each agenda.
- 4) Before voting in each agenda, the Chairman will give the opportunity to ask the attendees to ask for questions related to the agenda as appropriate by asking the attendees who wish to ask for questions or comments beyond the agenda being considered, the shareholders will ask the shareholders to ask for questions or comments on the other agenda at the end of the meeting. And ask the shareholders for their co operation for meeting to meet the scheduled time.
- 5) In respect of questioning or raising any opinions, the shareholders may type questions or opinions regarding the related agenda being considered through application, by selecting "Question" menu, typing the messages into the system, and selecting "Send" button. The system will arrange the order of the questions or opinions based on the time submission. In this respect, the Company reserves the right to screen questions that are deemed appropriate to the agenda. In the case that there are many questions, in order to keep the meeting on schedule, the Company will respond the questions via the email address registered by the shareholders after the meeting is adjourned. If any questions cannot be answered during the meeting due to limited time, the Company would consider collecting and disclosing them in the meeting minutes or via the Company's

- website. Before inquiries, shareholders were to announce their names, surnames and status whether as themselves or proxies, so the minutes could be accurately and corrected recorded.
- 6) In Compliance with the Principle of Good Corporate Governance of the Company, the Company has managed to prepare video and audio recordings for the entire duration of the meeting. In case of any troubleshooting relating to logging to the meeting system or voting system, please refer to the Manual to Attend the Annual General Meeting of Shareholders for year 2023 and Voting through Electronic Means (E-AGM) by IR PLUS AGM Application, which was enclosed with the Notice of the Meeting, or contact the call center at 02-022-6200 press 2 or Add Line id: @irplusagm or scan QR Code

#### 3. Vote counting criteria

- Under the company's regulation no. 28, the side with more shareholder votes win. If a tie occurs, the Chairman of the meeting shall cast one (1) vote as the decisive vote.
- The company will subtract all "disapprove", "abstain", and "invalid ballot" votes from the vote, leaving the rest as votes of consensus. The ballot shall be preserved initially and returned to the company's officials after the meeting for shareholders who voted in agreement. The company will count all votes for shareholders who attended the meeting via e-conference by deducting the votes of shareholders who voted "disapprove" and "abstain" in this, the vote at the meeting was an open vote, not a secret vote. For Agenda 7, which is the consideration of appointing directors in replacement of the retired, the voting will be counted for each candidate. The voting result will indicate the votes, approve, disapprove, and abstain. The number of votes varies across agendas based on the number of participants attending.
- The voting result will indicate the votes, approve, disapprove, and abstain. The number of votes varies across agendas based on the number of participants attending.
- 4. The number of votes required to validate an approval of each agenda were already informed in the meeting invitation letter and would be notified to the shareholders again before voting on the next agenda.
- 5. The vote count would be announced after the Secretary had called the shareholders to vote on each agenda.

After informing the attendees, the Meeting Operator invited Prof. Dr. Pornchai Chunhachinda, Chairman of the Board of Directors, to be the chairman of the meeting ("Chairman"). The Chairman were to lead the consideration of 9 agendas in total.

### <u>Agenda 1</u> To consider and approve the Minutes of the 2022 Annual General Meeting of Shareholders held on April 29, 2022.

The Chairman invited the Secretary to clarify the details to the attendees.

The Secretary informed the attendees that this agenda was to consider and approve the Minutes of the 2022 Annual General Meeting of Shareholders, held on April 29, 2022. The Company had finalized the Minutes of the 2022 Annual General Meeting of Shareholders and submitted a copy to the Ministry of Commerce as required by the laws.

The Chairman then opened the floor to shareholders to inquire and express opinions on the agenda. It appeared that none of the shareholders inquired or expressed their opinion.

The Secretary informed that the consideration of the agenda must be approved by a majority of votes of the total number of shareholders attending the meeting and eligible to vote, and then proposed for the approval of the meeting before informing the voting result.

#### The Meeting Resolution

The agenda was concluded by a unanimous vote of all shareholders attending and entitled certify the Minutes of the 2022 Annual General Meeting of Shareholders as proposed with votes as follows:

Shareholders	Number of votes	Percentage (%)
Approve	214,736,200	100.0000
Disapprove	0	0.0000
Abstained	0	0.0000
Invalid ballot	0	0.0000
Total	214,736,200	100.0000

<u>Agenda 2</u> To acknowledge the report of the Board of Directors in the past year and Annual Registration Statement / Annual Report (Form 56-1 One Report).

The Chairman made a statement to the attendees for acknowledgment of the Board's performance in the past year and the Annual Report (Form 56-1 One Report). The Company had summarized its performance report and significant changes in 2022 as shown in the Annual Information (Form 56-1 One Report), according to the enclosed documents 2 that had been sent to shareholders along with the invitation letter. The Chairman invited Mrs. Kullanit Seeliamngam, Company Secretary, to clarify the details of the implementation of the corruption policy and invited Mr. Weerawat Burapapattanapong, Chief Executive Officer, to report the Company's performance in the year 2022 to the meeting.

The Company Secretary stated in the performance report of the Board of Directors on the Anti-Corruption Policy that the Company has committed to anti-corruption by requiring the Company, including all business entities to comply with the anti-corruption policy and open channels for whistleblowing or complaints with protection guidelines. In 2022, the Company had organized orientations for employee and executives to acknowledge the strong continuous commitment against corruption and guidelines for whistleblowing and complaints against illegal practices. The risk assessment of corruption was also conducted in order to find solutions. In 2022, the Company received no complaints from internal or external parties. The secretary informed that plan for year 2023, The Company is considering information in declaration to join Thai Private Sector Collective Action Against Corruption (CAC).

Mr. Weerawat Burapapattanapong presented the Company's information which consisted of the vision, mission, business goals, business overview, business practices and the Company's performance report of the year 2022 as follows.

#### Performance Overview in 2022

In 2022, the Company's net profit is accounted for Baht 83.72 million which decreased for Baht 14.18 million or 14.49 percent from the same period last year due to a decrease in revenue due to a lower service rate under one service contract and an increase in service costs, primarily the safety cost. Although the amount of fuel distribution in both terminals increased by 1.96 percent compared to the same period last year, in line with the economic recovery, it is still fragile because it faces energy price inflation, causing people and industry to control such expenses and costs. As a result, the amount of oil consumption did not increase according to the set target. However, after the company used the money received from the initial public offering (IPO) to repay all long-term loans with financial institutions, the interest expenses decreased by Baht 6.98 million, or 86.02 percent, resulting in a decrease in the net profit margin from 44.06 percent in 2021 to 42.11 percent in 2022.

In 2022, the Company's petroleum terminal service at Khon Kaen terminal increased by 8.68 percent and that at Sisaket terminal decreased by 16.94 percent. The overall in 2022, the amount of fuel distribution in both terminals increased by 1.96 percent compared to the same period last year, the Company had rental and service income of Baht 197.06 million which decrease for Baht 24.09 million or 10.89 percent due to decrease in service rate of one service agreement in the 8<sup>th</sup> year. However, annual service rate is also adjusted according to the increase in the consumer price index, as agreed in the contract.

The cost of rental and services in 2022 was Baht 59.24 million which increase by Baht 1.35 million or 2.33 percent from 2021 mainly due to increase in the cost of improving the retaining wall to prevent soil subsidence, maintaining large cycles at the unloading pump system, and Re-Check the tank's Scale (Tank calibration) every 5 years according to the period specified by law.

#### Gross profit

In 2022, the Company's gross profit is accounted for Baht 137.81 million which decreased for Baht 25.44 million or 15.58 percent from 2021, due to a decrease in revenue due to the contract's reduced service rate and increase in costs of services and rental of Baht 1.35 million from primarily due to safety expenses.

#### Administrative expenses

Administrative expenses were Baht 34.61 million in 2022 which decrease for Baht 1.44 million or 3.99 percent from 2021, due to the absence of expenses related to preparing to be listed on the stock exchange, such as financial advisor fees, Professional fee, other fees, and so on.

#### Financial Costs

Financial costs for the year 2022 decreased by Baht 6.98 million or 86.02% compared to the year 2021, reason is the decrease of interest expenses from long-term loan repayment by cash flow from activities and Initial Public Offering ("IPO") proceed, resulting in a decrease in the burden of interest payments for the company.

#### **Net Profit**

Net profit for the year 2022 was Baht 83.72 million which decrease for Baht 14.18 million or 14.49 percent compared to 2021. Although the amount of fuel distribution in both terminals increased by 1.96 percent, there was a decrease in revenue due to a reduction in service rates according to a service contract agreed upon since 2014 and increase in service costs 2.33 percent from expenses for safety and tank calibration every 5 years according to the period specified by law. However, the company has controlled administrative expenses and financial cost management by reimbursing the remaining cash flow from normal operations and proceeds received from the initial public offering (IPO). All available long-term loans from financial institutions reduced financial costs by 6.98 million baht, resulting in a net profit margin reduction from 44.06 percent in 2021 to 42.11 percent in 2022.

#### **Assets**

Total assets as at 31 December 2022 amounting to Baht 862.78 million, increase by Baht 261.45 million or 43.48 percent from 31 December 2021 are mainly from:

- 1) Cash and cash equivalents increased by Baht 270.46 million or 3,132 percent are mainly from cash from operating activities and increase of share capital from Initial Public Offering after prepayment of long-term loans and made dividend payment to shareholders during the period.
- 2) Increase in fixed deposits pledged as collateral in the amounted of Baht 20.00 million, which were used to secure bank overdrafts instead of the original collateral, which was part of assets, at a reduced interest rate.
- 3) Building and equipment decreased by Baht 22.10 million came from acquisition of office equipment, computers and vehicles amounting to Baht 2.22 million and recognition of depreciation and amortization in the year amounting to Baht 24.31 million.

#### Liabilities

Total liabilities as at 31 December 2022 amounting to Baht 18.96 million, decrease by Baht 149.64 million or 88.76 percent from 31 December 2021, mainly due to the premature repayment of long-term loans in full to financial institutions in the amount of Baht 150.04 million. As a result, the company currently has no such debt burden.

#### Shareholder's Equity

Total shareholders' equity on 31 December 2022 was Baht 843.83 million which increased for Baht 411.09 million or 95 percent from 2021. An increase in shareholders' equity was affected from IPO proceed in the amount of Baht 368.36 million which was accounted for paid-up capital for Baht 55.00million and share premium for Baht 313.36 million. One more reason for increase in shareholders' equity was an increase in net profit in the year 2022 for Baht 83.72 million and decrease from dividends paid of Baht 40.99 million.

### **Profitability Ratio**

In 2022, the company's gross profit margin and net profit margin decreased from 73.82 percent in 2021 to 69.94 percent in 2022, and from 44.06 percent in 2021 to 42.11 percent in 2022, respectively.

This was mainly due to a decrease in net profit following a decrease in revenue from a discounted service rate under one service contract, an increase in service costs, and a decrease in finance costs.

The Company's return on equity as at 31 December 2022 was 13.12 percent which decrease compared to 2021 due to a decrease in net profit for the year 2022 and increase in shareholder's equity by paid-up capital and share premium from IPO in February 2022.

#### **Liquidity Ratio**

The Company's current ratio in 2020, 2021, and 2022 was 0.41 times, 0.85 times, and 23.77 times, respectively, which increasing continuously. The majority of current assets are cash and cash equivalents and trade accounts receivable. Most of the current liabilities in 2020 and 2021 are long-term loans due within 1 year. For the year 2022, most of the company's current liabilities are trade accounts payable, accrued expenses, and corporate income tax payable.

#### Operational Efficiency Ratio

Return on fixed assets in 2022 has decreased from 24.02 percent in 2021 to 22.05 percent to the reduction in the net profit for of 14.49 percent in 2022, greater than the decrease in fixed assets from the depreciation. Fixed assets decreased by 4.56 percent compared to December 31, 2021.

#### Financial Policy Ratio

Debt to equity ratio of the Company on 31 December 2022 was 0.02 times which decrease due to the company repaying short-term loans and long-term loans from financial institutions in full before maturity, causing liabilities to continue to decrease. while retained earnings increased in line with operating profits. As a result, the debt-to-equity ratio compared to December 31, 2021, decreased by 0.37 times, representing a decrease of 94.87 percent.

The Chairman then opened the floor to shareholders to inquire and express opinions on the agenda. It appeared that none of the shareholders inquired or expressed their opinion.

Since this agenda was for acknowledgement, shareholders needed not to vote, the Chairman proposed to the attendees to acknowledge the report of the Board of Directors in the past year and Annual Registration Statement / Annual Report (Form 56-1 One Report) as submitted to the shareholders together with the invitation to this AGM.

#### The Meeting Resolution

The Meeting, to acknowledge the report of the Board of Directors in the past year and Annual Registration Statement / Annual Report (Form 56-1 One Report).

#### Agenda 3 To consider and approve the financial statements for the year ended December 31, 2022.

The Chairman invited the Secretary to clarify the details to the attendees.

The Secretary informed that under the Public Company Limited Act B.E. 2535, section article 112 and the Company's regulation no. 41 which dictates that the Board of Directors shall consider and review

the financial statements at the end of the fiscal year which is to be audited by the auditor and submitted to the shareholders' meeting for approval at the annual general meeting. In this regard, the Board of Directors considered and reviewed the financial statements of the year 2022 ended December 31, 2022, which was validated as per enclosure 2, and was submitted to the shareholders together with the meeting invitation. It was therefore an occasion to propose for the attendees' approval of the annual financial statement of 2022 ended December 31, 2022.

The Chairman then opened the floor to shareholders to inquire and express opinions on the agenda. It appeared that none of the shareholders inquired or expressed their opinion.

The Secretary informed that the consideration of this agenda must be approved by a majority vote of the total number of shareholders attending and eligible to vote, and then proposed for the approval of the financial statement of the year 2022, ended December 31, 2022.

#### The Meeting Resolution

The agenda was concluded by a unanimous vote of all shareholders attending and authorized to vote approve the financial statement of the year 2022, ended December 31, 2022, as proposed with votes as follows:

Shareholders	Number of votes	Percentage (%)
Approve	214,736,200	100.0000
Disapprove	0	0.0000
Abstained	0	0.0000
Invalid ballot	0	0.0000
Total	214,736,200	100.0000

<u>Agenda 4</u> To consider and approve the appointment of the external auditors and their remuneration for the year 2023.

The Chairman invited Assoc. Prof. Dr. Chaiyuth Padungsaksawasdi, Chairman of the Audit Committee, presented the agenda details to the attendees.

Assoc. Prof. Dr. Chaiyuth Padungsaksawasdi clarified to the meeting that under Section 120 of the Public Company Limited Act B.E.2535 (and as amended) which required the Annual General Meeting of Shareholders to appoint auditors and determine the amount of auditing fees of the Company every year.

Upon considering and the proposal by the Audit Committee, The Board of Directors proposed at the AGM to consider the appointment of an auditor affiliated with DIA International Audit Company Limited as the Company's auditor for the year 2023, totaling 1,100,000 Baht. The list of auditors included.

Mrs. Suvimol Chrityakierne Certified Public Accountant No. 2982 or
 Ms. Somjintana Pholhirunrat Certified Public Accountant No. 5599 or
 Ms. Kamolmett Chrityakierne Certified Public Accountant No. 10435

Each auditor has no relationship or interest or is related to the Company/ Executives/Major Shareholders and propose the remuneration of the auditor for the year 2023.

Auditor's Remuneration	2022	2023 (Year of Proposal)
Audit Fee	1,100,000 Baht	1,100,000 Baht
Other Service Charges	- None -	- None -

The Chairman then opened the floor to shareholders to inquire and express opinions on the agenda. It appeared that none of the shareholders inquired or expressed their opinion.

The Secretary informed that the consideration of this agenda must be approved by a majority vote of the total number of shareholders attending and eligible to vote, and then proposed to the meeting to consider.

#### The Meeting Resolution

The agenda was concluded by a majority vote of all shareholders attending and authorized to vote to approve the appointment of auditors and designate auditors' renumeration for the year 2023, as proposed with votes as follows:

Shareholders	Number of votes	Percentage (%)
Approve	214,714,200	99.9898
Disapprove	22,000	0.0102
Abstained	0	0.0000
Invalid ballot	0	0.0000
Total	214,736,200	100.0000

Agenda 5 To consider and approve the change in the objectives of the capital increase from the IPO for the first time (IPO).

The Chairman invited the Secretary to clarify the details to the attendees.

The Secretary informed the meeting that the Company has issued newly ordinary shares through initial public offering ("IPO") with consideration totalled Baht 368.36 million. The Company to repay the loans from financial institutions in total amount of Baht 120 Million. Remain the working capital of business operation amount of Baht 248.36 Million, which had been reported on January 11, 2023 to The Stock of Exchange of Thailand. Except for providing oil terminal service, the company anticipates opportunities to deliver a variety side of energy for continuous use based on current economic conditions and The Ministry of Energy roadmap. The company intend to invest in new businesses related to its vision and mission that will provide the greatest benefit to its shareholder and the company. The Board of Directors then proposed to the AGM for consideration and approval the change in the objectives of the capital increase from the IPO for the first time (IPO) by amendment is totalled Baht 248.36 million, which derives from unutilised fund from the previous objectives. Therefore, this matter is regarded as significant change of objectives of utilisation of the proceeds so that the Company must comply with the Notification of Capital Market Supervisory Board, No. Tor Chor 39/2559 RE: Application for Approval and Granting of Approval for Offering of Newly Issued Shares Clause 38 (6) (a); if there is a change of objective of utilisation of the

proceeds as stipulated in the application for approval or the registration statement to offer for sale of securities and the prospectus, the Company must obtain the approval from the Shareholders' Meeting with the votes not less than 3 of 4 of the votes of all shareholders who attend the Meeting and have the right to vote, without objection, from 10 percent of number of votes of the shareholders who attend the Meeting and have the right to vote. Furthermore, the Company must comply with the Notification of the Capital Supervisory Board, No. Tor Chor 71/2561 RE: Items in the Invitation to the Shareholders' Meeting of the Company with Change of Objectives of Utilisation of the Proceeds from the Registration Statement to Offer for Sale of Securities and the Draft Prospectus. The details are provided in the Enclosure 4.

The Chairman then opened the floor to shareholders to inquire and express opinions on the agenda. It appeared that none of the shareholders inquired or expressed their opinion.

The Secretary informed that the consideration of this agenda must be approved by not less than 3 of 4 of the votes of all shareholders who attend the Meeting and have the right to vote, without objection, from 10 percent of number of votes of the shareholders who attend the Meeting and have the right to vote. The Secretary then proposed to the meeting to consider and vote the change in the objectives of the capital increase from the IPO for the first time (IPO).

#### The Meeting Resolution

The agenda was concluded by a unanimous vote of all shareholders attending and authorized to vote to approve the change in the objectives of the capital increase from the IPO for the first time (IPO), as proposed with votes as follows:

Shareholders	Number of votes	Percentage (%)
Approve	214,736,200	100.0000
Disapprove	0	0.0000
Abstained	0	0.0000
Invalid ballot	0	0.0000
Total	214,736,200	100.0000

<u>Agenda 6</u> To consider and approve the allocation of net profits for the year 2022 as legal reserves and dividend payment for 2022.

The Chairman invited the Secretary to clarify the details to the attendees.

The Secretary informed the meeting that under Section 116 of the Public Limited Companies Act B.E. 2535 (with additional correction) and Company's regulation No. 37, the company must allocate the annual net profit as reserve capital for no less than 5 percent of the annual net profit, minus the accumulated loss (if any) until the reserve capital has a value of no less than 10 percent of the registered capital.

At the present, the Company has a registered capital of 205,000,000 Baht and a statutory reserve capital of 20,500,000 baht, which is 10% of the registered capital.

The dividend payment policy for shareholders were no less than 40 percent of net income of the separate Financial Statements after tax cut and other reserve capital of all kinds, as prescribed by the laws and the Company regulations. However, the dividend payment must not exceed the accumulated

profits of the separate Financial Statements. In case the separate Financial Statements were rendered accumulated loss of capital, the company would not consider dividend payment. Nevertheless, the company may schedule the dividend payment lesser than the defined rate depending on performance, financial status and liquidity, as well as the needs of spending the working capital, business expansion plan in the near future and other factors related to company supervision according to the board of directors discretion.

In 2022, the Company saw the net profit of 83,719,710.44 Baht, calculated as 0.21 Baht per share. Since the Company had enough net profit and cash flow to pay dividends, the Company therefore considered paying the annual dividends of 2022 at the rate of 0.082 Baht per share for 410,000,000 ordinary shares of the Company, totaling 33,620,000 Baht, which is approximately at 40.16 percent of the net profit of the financial statements. The dividend payment is subject to the company's dividend policy.

Therefore, the Board of Directors proposed to the Annual General Meeting of Shareholders for approval as follows:

- 1. The non-allocation of profit from operating results for the year 2022 as legal reserve because the Company's legal reserve has reached 10 percent of the registered capital already.
- 2. The shareholders were to consider and approve the dividend payment for the year 2022 at the rate of 0.082 Baht per share for 410,000,000 ordinary shares of the Company, totaling 33,620,000 baht, which is approximately at 40.16 percent of the net profit of the financial statements, which will be paid from the Company's net profit, subject to 20 percent corporate income tax.

Shareholders who were individuals were eligible to apply for tax credit from the annual dividend payment under Section 47 of the Revenue Code. The Company would deduct the withholding tax of the income from dividend at the rate of 10 percent. The Board of Directors had finalized the list of shareholders entitled to receive dividend (Record date) on March 14, 2023 and the dividend payment date is set on May 18, 2023.

The Chairman then opened the floor to shareholders to inquire and express opinions on the agenda. It appeared that none of the shareholders inquired or expressed their opinion.

The Secretary informed that the consideration of this agenda must be approved by a majority vote of the total number of shareholders attending and eligible to vote. The Secretary then proposed to the meeting to consider and vote on the allocation of 2022 annual net profit as statutory reserve and dividend payment for the year 2022.

#### The Meeting Resolution

The agenda was concluded by a unanimous vote of all shareholders attending and authorized to vote to approve the allocation of net profits for the year 2022 as legal reserves and dividend payment for 2022, as proposed with votes as follows:

Shareholders	Number of votes	Percentage (%)
Approve	214,736,200	100.0000
Disapprove	0	0.0000
Abstained	0	0.0000

Invalid ballot	0	0.0000
Total	214,736,200	100.0000

## <u>Agenda 7</u> To consider and approve the election of directors to replace those who are retired by rotation.

As Assoc. Prof. Dr. Chaiyuth Padungsaksawasdi is one of the directors who will retire by rotation, for appropriateness and in compliance with good corporate governance, the Chairman of the Meeting appointed Assoc. Prof. Dr. Chaiyuth Padungsaksawasdi, Independent Director, Chairman of Audit Committee to presided over the meeting on this agenda.

Before this agenda starts. To comply with the principles of good governance and transparence. Assoc. Prof. Dr.Chiayuth Padungsaksawasdi, presided over the agenda asked 3 directors composed of 1) Prof. Dr. Pornchai Chunhachinda, 2) Mr. Tassanu Chutikanon and 3) Mr. Weerawat Burapapattanapong to leave the meeting room until the consideration is completed.

Assoc. Prof. Dr. Chaiyuth Padungsaksawasdi invited Dr. Chitrapongse Kwangsukstith, Chaiman Member of Nomination and Remuneration Committee to present details to the meeting.

Dr. Chitrapongse Kwangsukstith informed the attendees that under the Public Limited Company Act B.E. 2535 (with additional corrections) and the Company's regulation no. 13, at every annual general meeting, a minimum of one-third (1/3) of directors at that period must retire from the position. If the number of directors cannot be divided by three, the number of directors closest to one-third (1/3) shall be retired within the first and second years after the registering for a public limited company, by drawing raffles. For the subsequent years, the directors who had served longest shall retire. The retired directors could be reelected to serve for another term. Currently, the Company has 7 directors in 2023, There were 3 retiring directors as follows.

- 1. Prof. Dr. Pornchai Chunhachinda Position Chairman of the Board of Directors, Member of Audit Committee, Independent Director.
- 2. Mr. Tassanu Chutikanon Position Member of Nomination and Remuneration Committee, Member of Enterprise Risk Management Committee, Independent Director.
- 3. Mr. Weerawat Burapapattanapong Position Chairman of Executive Director, Member of Nomination and Remuneration Committee, Member of Enterprise Risk Management Committee.

The Company gave minor shareholders the opportunity to nominate persons to be nominated for the Company's directors between November 15, 2022, to January 15, 2023, through the news system of the Stock Exchange of Thailand. Such operating regulations, including the nomination form, were also disclosed on the Company's website to acknowledge shareholders in advance. As a result, there was no shareholder nominating persons for directors of the Company.

Therefore, the Board of Directors, by proposing the Nomination and Remuneration Committee excluding stakeholders, considered the composition in accordance with the Nomination and Remuneration Policy, and scrutinizing the qualifications of directors in various aspects individually, The Board saw that directors retiring from office by this term have were eligible to be independent directors (No.1 and No.2) in accordance with the definition of Independent Director of the Company and as per the announcement by the Capital Market Committee, as well as upon consideration of profession, experience, which proved beneficial to the Company business. The 3 directors had never been punished,

dismissed, or discharged for corruption and never imprisoned for charges of property corruption. The Board shall propose for the approval of 1) Prof. Dr. Pornchai Chunhachinda, 2) Mr. Tassanu Chutikanon and 3) Mr. Weerawat Burapapattanapong, the retired director to be reappointed as the Board members for another term, the backgrounds of whom were included the annual report and the enclosed 6, attacthed in the meeting invitation of the shareholders.

Assoc. Prof. Dr. Chaiyuth Padungsaksawasdi then opened the floor to shareholders to inquire and express opinions on the agenda. It appeared that none of the shareholders inquired or expressed their opinion.

The Secretary informed that, in order to comply with good corporate governance guidelines, the shareholders shall vote for the appointment of directors individually. This agenda must be approved by a majority of votes of the total number of attending and eligible shareholders. The Secretary then proposed for the approval of the appointment of members in replacement of the retired individually.

#### The Meeting Resolution

The agenda was concluded by a unanimous vote of all shareholders attending and authorized to vote, as proposed with votes as follows:

1. Approval for Prof. Dr. Pornchai Chunhachinda to serve as the Chairman of the Board of Directors, Member of Audit Committee, Independent Director for another term.

Shareholders	Number of votes	Percentage (%)
Approve	214,736,200	100.0000
Disapprove	0	0.0000
Abstained	0	0.0000
Invalid ballot	0	0.0000
Total	214,736,200	100.0000

2. Approval for Mr. Tassanu Chutikanon to serve as the Member of Nomination and Remuneration Committee, Member of Enterprise Risk Management Committee, Independent Director for another term.

Shareholders	Number of votes	Percentage (%)
Approve	214,736,200	100.0000
Disapprove	0	0.0000
Abstained	0	0.0000
Invalid ballot	0	0.0000
Total	214,736,200	100.0000

3. Approval for Mr. Weerawat Burapapattanapong to serve as the Chairman of Executive Director, Member of Nomination and Remuneration Committee, Member of Enterprise Risk Management Committee for another term.

Shareholders	Number of votes	Percentage (%)
Approve	214,736,200	100.0000
Disapprove	0	0.0000
Abstained	0	0.0000
Invalid ballot	0	0.0000
Total	214,736,200	100.0000

Assoc. Prof. Dr. Chaiyuth Padungsaksawasdi, presided over this agenda invited the directors back to the meeting room and gave them a congratulations for being chose.

#### Agenda 8 To consider and approve the directors' remuneration for the year 2023.

The Chairman invited Dr. Chitrapongse Kwangsukstith, Chaiman Member of Nomination and Remuneration Committee to present details to the meeting.

Dr. Chitrapongse Kwangsukstith informed that in accordance with the Company's regulation no. 14, directors are entitled to receive compensation from the Company in the form of rewards, meeting allowances, pensions, bonuses, or other forms of compensation as approved by the shareholders' meeting. The payment can either be a fixed definite sum or as criteria to be determined periodically, or to remain in effect until change. They are also entitled to earn allowances and other advantages as per the Company's regulations.

The Nomination and Remuneration Committee conducted a survey of the remuneration of directors and sub-committees for 2023 based on their responsibilities and performance, as well as the comparison to other companies of the same industry, comparable size and business and the remuneration finding by the Thai Institute of Directors and the Thai Institute of Directors Association (IOD).

The Board of Directors then proposed to the AGM for consideration and approval of remuneration to the Company's directors and sub-committees of 2023 within the amount of 2,500,000 Baht in a form of quarterly remunerations and meeting allowances. The remuneration was equal to the previous year with details as follows.

Remuneration of Directors and Subcommittees	Quarterly pay	Meeting Allowance /meeting		
1. Board of Directors	1. Board of Directors			
• Chairman	90,000	25,000		
<ul><li>Directors</li></ul>	35,000	17,000		
2. Audit Committee				
<ul><li>Chairman</li></ul>	60,000	19,000		

Member of the Audit Committee / Independent Director	-	15,000		
3. Nomination and Remuneration Committee				
• Chairman	50,000	16,000		
Member of the Nomination     Committee/Independent Director	-	10,000		
4. Enterprise Risk Management Committee				
• Chairman	45,000	15,000		
<ul> <li>Member of the Enterprise Risk</li> <li>Management Committee/ Independent</li> <li>Director</li> </ul>	-	10,000		
Other Benefits	None			

**Remark:** Executive directors are entitled to only salary and bonus.

The Chairman then opened the floor to shareholders to inquire and express opinions on the agenda. It appeared that none of the shareholders inquired or expressed their opinion.

The Secretary informed that the consideration of this agenda must be approved by with no less than two-thirds (2/3) of shareholders attending and eligible to vote, and then proposed to the meeting to consider and vote on the directors' remuneration for the year 2023.

#### The Meeting Resolution

The agenda was concluded by a unanimous vote of all shareholders attending and authorized to vote to approve the directors' remuneration for the year 2023, as proposed with votes as follows:

Shareholders	Number of votes	Percentage (%)
Approve	214,736,200	100.0000
Disapprove	0	0.0000
Abstained	0	0.0000
Invalid ballot	0	0.0000
Total	214,736,200	100.0000

<u>Agenda 9</u> To consider and approval the amendments of the Company's Article of Association to be in accordance with the Public Limited Company Act (No. 4) B.E. 2565.

The Chairman invited the Secretary to clarify the details to the attendees.

The Secretary informed that the Public Limited Companies Act B.E. 2535 (including amendments) which was amended by the Public Limited Companies Act (Rev. 4) B.E. 2565 effective on May 24, 2022, therefore, in order to comply with the changes. The Board of Directors it was deemed appropriate the amendments of the Company's Article of Association to be in accordance with details as follows:

Articles of Association				
Original Message	New Message			

Section 3 Directors and Directors' Authority

**Article 20.** The board of directors must attend a meeting at least every 3 months.

To call the board of directors' meetings, whether in person or via electronic channels, the chairman of the board or the assigned person shall send the meeting notice to directors at least 7 days before the meeting date. Except in urgent case of necessity to protect the rights or benefits of the Company, the meeting invitation can be notified by other means and the date of the meeting may be set earlier. However, the Company may send the meeting invitation letter by electronic mail if the meeting is held via electronic channels.

The board of directors' meeting can be held at the location where the Company's head office is located or any other place as determined by the chairman of the board or the person assigned by the chairman of the board. Or, the chairman of the board may arrange the meeting via electronic media.

In case 2 directors or more request to call the board of directors' meeting, the chairman of the board or the assigned person shall determine the meeting date within 14 days after receiving the request.

**Article 20.** The board of directors must attend a meeting at least once every 3 months.

To call the board of directors' meetings, whether in person or via electronic channels, the chairman of the board or the assigned person shall send the meeting notice to directors at least 3 days before the meeting date. Except in urgent case of necessity to protect the rights or benefits of the Company, the meeting invitation can be notified by other means and the date of the meeting may be set earlier. However, the Company may send the meeting invitation letter by electronic mail if the meeting is held via electronic channels.

The board of directors' meeting can be held at the location where the Company's head office is located or any other place as determined by the chairman of the board or the person assigned by the chairman of the board. Or, the chairman of the board may arrange the meeting via electronic media. In this case, it shall be deemed that the Company's head office is the meeting place.

In case 2 directors or more request to call the board of directors' meeting, the chairman of the board or the assigned person shall determine the meeting date within 14 days after receiving the request.

<u>If the</u> chairman of the board fails to comply with paragraph three, the requesting directors may jointly call and determine the date of the board of directors' meeting to consider the requested matter within fourteen days from the maturity date of the period under paragraph four.

#### Section 4 Shareholders' Meeting

Article 25. To call shareholders' meetings, whether in person or via electronic channels, the board of directors shall prepare a meeting notice specifying the place, date, time, agenda of the meeting, and matters to be proposed in the meeting with reasonable details. Each agenda shall state as for acknowledgment, for approval, or for consideration and include the opinions of the board of directors on such matters. The notice shall be delivered to the shareholders and the registrar no less than 7 days prior to the meeting date. The meeting notice must also be advertised in a newspaper for 3 consecutive days, no less than 3 days prior to the meeting date. The Company may send the meeting invitation letter by electronic mail if the meeting is held via electronic channels.

Article 25. To call shareholders' meetings, whether in person or via electronic channels, the board of directors shall prepare a meeting notice specifying the place, date, time, agenda of the meeting, and matters to be proposed in the meeting with reasonable details. Each agenda shall state as for acknowledgment, for approval, or for consideration and include the opinions of the board of directors on such matters. The notice shall be delivered to the shareholders and the registrar no less than 7 days prior to the meeting date. The meeting notice must also be advertised in a newspaper for 3 consecutive days, no less than 3 days prior to the meeting date. Or it may advertised via electronic media instead in accordance with the regulations specified by the registrar. The Company may send the meeting invitation letter by electronic mail if the meeting is held via electronic channels. The location of the Company's head office shall be deemed as the meeting place.

Article 26. Shareholders may grant proxies to individuals to attend and cast votes on their behalf during the shareholders' meeting. A letter of proxy must be written with the date and the shareholder's signature, complying with conditions set by the registrar.

The letter of proxy shall be given to the chairman of the board or individuals assigned by the chairman at the meeting place before the proxy holder's attendance.

Article 26. Shareholders may grant proxies to individuals to attend and cast votes on their behalf during the shareholders' meeting. A letter of proxy must be written with the date and the shareholder's signature. The proxy may be made by electronic means by using a method secure and reliable that the proxy is made by the shareholder, complying with conditions set by the registrar.

The letter of proxy shall be given to the chairman of the board or individuals assigned by the chairman at the meeting place before the proxy holder's attendance.

In addition, it was deemed appropriate to propose to the shareholders' meeting to consider and approve the authorization of the chief executive officers or the persons assigned by the chief executive officers to register the amendments of the articles of association to the Department of Business Development, Ministry of Commerce, to have the authority to sign various related documents as well as amending wording, providing information, and taking any action as necessary in order to comply with the order of the registrar.

The Chairman then opened the floor to shareholders to inquire and express opinions on the agenda. It appeared that none of the shareholders inquired or expressed their opinion.

The Secretary informed that the consideration of this agenda must be approved by with no less than 3/4 of shareholders attending and eligible to vote, and then proposed to the meeting to consider and vote on the amendments of the Company's Article of Association to be in accordance with the Public Limited Company Act (No. 4) B.E. 2565.

#### The Meeting Resolution

The agenda was concluded by a unanimous vote of all shareholders attending and authorized to vote to approve the amendment of the Company's Articles of Association to be in accordance with the Public Limited Companies Act (No. 4) B.E. 2565, as proposed with votes as follows:

Shareholders	Number of votes	Percentage (%)
Approve	214,736,200	100.0000
Disapprove	0	0.0000
Abstained	0	0.0000
Invalid ballot	0	0.0000
Total	214,736,200	100.0000

#### Agenda 10 Other (if any)

The Chairman then opened the floor to shareholders to inquire and express opinions on the agenda. It appeared that none of the shareholders inquired or expressed their opinion. The Chairman therefore concluded that the 2023 Annual General Meeting of Shareholders has completed all agendas. I, as Chairman of the meeting and Chairman of the Board of Directors, would like to say thank you on behalf of the Board of Directors who have been trusted by shareholders, financial institutions, business partners, customers, as well as executives and employees who have worked together with dedication, selflessness, patience and honesty, which was so supportive the Company managed. The Board of Directors will supervise the Company to operate under the good governance principle, by considering all stakeholders, as well as being responsible for the environment and the society so that the Company can continue to grow sustainably eventually.

The Meeting adjourned at 3.35 p.m.

(Prof. Dr. Pornchai Chunhachinda)

Chairman of the Board of Directors

The Meeting Recorder

(Mrs.Kullanit Seeliamngam)

Company Secretary