

**Minutes of the 2023 Annual General Meeting of Shareholders
of
JD Food Public Company Limited**

Date, time, and venue:

The meeting was held on Thursday, April 20, 2023, at 10:00 a.m., at the meeting room, 3rd floor, the Company's head office building (hereinafter referred to as the "Company"), No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn, 74000, Thailand.

The Meeting commenced:

Miss Juthamas Siangpongpan, the Company Secretary, informed the meeting that the company has determined the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders as of March 13, 2023 (Record Date). The Company has the paid registration of THB 300,000,000 divided into ordinary shares of 600,000,000 shares. At the commencement of the meeting, there were 49 shareholders attending in person, representing the total number of 336,659,450 shares, and 3 shareholders attending by proxy, representing the total number of 112,622,100 shares, attending the meeting, totally of 52 shareholders representing the total number of 449,281,550 shares, equivalent to 74.8803 percent of the total number of shares of the Company, constituted as a quorum according to the Company's regulations and continue to be registered

For the meeting documents, the Company has been published it in the Company's website and notified to the Stock Exchange of Thailand since March 31, 2023 for shareholders to study the information in advance of the meeting and promotion of good corporate governance, the Company has invited shareholders to propose any matters that they consider important to be included in the agendas of the 2023 Annual General Meeting of Shareholders and nominate qualified candidates in accordance with the Company's criteria to be elected as directors from October 1, 2022 to December 31, 2022. As a result, there were no shareholders proposing agenda items and names of qualified persons according to the specified criteria.

For this meeting, the Company will collect, use, and disclose the personal information data of the attendees for any actions related to this meeting of shareholders. according to the framework specified by law.

Then the Company Secretary introduced the Board of Directors, Executive Directors, Auditors and Legal Advisors who attended the meeting were as follows:

The Board of Directors, there were 9 directors (accounted for 100 percent of the directors attending the meeting)

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|----------------------------------|--|
| 1. Prof. Dr. Surapon Nitikraipot | Chairman of the Board of Directors / Independent Director |
| 2. Mr. Sorasit Soontornkes | Independent Director / Chairman of the Audit Committee
/ Member of the Risk Management Committee |
| 3. Mr. Danai Watanachariya | Independent Director / Chairman of the Nomination and
Remuneration Committee / Member of the Audit
Committee |
| 4. Mr. Pisit Serewiwattana | Independent Director / Chairman of the Risk Management
Committee |
| 5. Mr. Jirawat Liwprasert | Independent Director / Member of the Audit Committee |

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|-----------------------------|--|
| 6. Dr. Tanai Charinsarn | Independent Director / Member of the Nomination and Remuneration Committee |
| 7. Ms. Ratana Eaiprasertsak | Director / Chairman of the Executive Committee / Chief Executive Officer and Managing Director |
| 8. Mr. Dhirabul Hosajakul | Director / Member of the Executive Committee / Member of the Nomination and Remuneration Committee |
| 9. Mr. Pawin Hosajakul | Director / Member of the Executive Committee / Member of the Risk Management Committee |

Executive Directors, 7 persons

- | | |
|---------------------------------|--|
| 1. Ms. Theerada Hosajakul | Deputy Managing Director |
| 2. Ms. Wallee Chansuksurachode | Chief Operating Officer |
| 3. Ms. Phensiri Na Nakornphanom | Chief Marketing Officer |
| 4. Ms. Bunthiya Seepung | Senior Supply Chain Manager |
| 5. Ms. Suthita Mueang-Ngern | Senior Research and Development Manager |
| 6. Mr. Wasu Thiptham | Senior Engineering and Maintenance Manager |
| 7. Ms. Nichchada Kaewnate | Account and Finance Manager |

Auditors, EY Office Co., Ltd., 2 persons

1. Ms. Kamontip Lertwitworatep
2. Mr. Chayanut Metkunakorn

Legal Advisors

Ms. Nilubol Lertnuwat

Professor Dr. Surapon Nitikraipot, Chairman of the Board of Directors (the “Chairman”), stated the opening speech to welcome the shareholders and proxies attending the 2023 Annual General Meeting of Shareholders. Prior to starting to consider the agendas, the Chairman assign the Company Secretary to inform the shareholders regarding the voting method, vote counting, and how to ask questions or express opinions. for the meeting as follows

1. In voting at the Meeting, one share was equivalent to one vote.
 - The agenda items 1, 3, 4, 5, 6 and 8 would be passed by a majority vote of the shareholders who attend the Meeting and cast their votes.
 - The agenda item 2 was an agenda item for acknowledgement. It did not require a vote.
 - The agenda item 7, to consider and approve the directors’ remuneration, must be passed by a vote of not less than two-thirds of the shareholders who attend the Meeting.
 - The agenda item 9, to consider and approve the amendment of the Company’s Articles of Association, must be passed by a vote of not less than three-fourths of the votes of the shareholders present and eligible to vote.
2. In voting for each agenda, the Chairman will ask whether any shareholder disagrees or abstains. Ask the shareholders who disagree or abstain to show his/her hands. The officer of the Company would collect such ballots. The Company will take the votes against and abstention. Including the votes according to the void ballot (if any) to be deducted from the total number of votes of the meeting. The results obtained will be approved votes for that agenda. For the agenda regarding the appointment of the Directors, the officer of the Company would collect the ballots with a vote

of approval, disapproval or abstention for individual vote counting for appointment of Directors in line with the quality assessment guidelines for good meeting arrangements.

For the vote counting in this Meeting, the Company has applied a program for holding the shareholders' meeting which was a barcode system, and appointed Ms. Nilubol Lertnuwat as Legal Advisor, who shall act as inspector to ensure that the vote counting was carried out transparently, legally and in line with the Company's regulations.

3. The company has already collected the votes of the shareholders who gave proxies and voted. Proxies who attend the meeting do not have to vote again.
4. The shareholders or proxies attending the meeting late would be entitled to vote only on the agenda items which were being considered at the time of their arrival and thereafter only.
5. After the meeting, please return the ballots to an officer for each agenda item before leaving the meeting.
6. Any shareholder has any questions or would like the Board of Directors or the Executives to clarify on any issues. Please declare his/her name and surname, including whether his/her is a shareholder or a proxy to record in the minutes of the meeting. The shareholders may ask questions at the end of the presentation of each agenda item. The shareholders were asked to use the microphone provided by the company for clarity of questions. Please inquire only on issues related to that agenda so as not to affect the meeting time. Questions and suggestions irrelevant to the agenda under consideration Shareholders can ask questions or give opinions on other agenda items. In addition, the Company will summarize clarifications attached to the minutes of the shareholders' meeting and publish them through the information system of the Stock Exchange of Thailand and the Company's website within 14 days after the meeting.

When the shareholders acknowledged and had no other opinions on voting methods, vote counting and methods of asking questions or expressing opinions as proposed above, the Chairman proceeded with the meeting according to the agenda as follows:

Agenda 1 To adopt the minutes of the 2022 Annual General Meeting of Shareholders held on April 1, 2022

The Chairman assigned the Company Secretary to present the details of this agenda to the meeting.

The Company Secretary informed the meeting that the Company held the 2022 Annual General Meeting of Shareholders on April 1, 2022, in which the Company had already sent the minutes of the meeting to the shareholders together with the invitation letter. The Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders to certify the Minutes of the Annual General Meeting of Shareholders for the year 2022 held on April 1, 2022.

The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and adopt the minutes of the 2022 Annual General Meeting of Shareholders held on April 1, 2022. This agenda required a majority vote of the shareholders who attended and voted at the meeting.

Resolution: The Meeting resolved to endorse the Minutes of the 2022 Annual General Meeting of Shareholders, held on April 1, 2022, with the majority vote of the Shareholders who attended the

meeting and were cast their votes as follows:

Approved	450,182,250	Votes	equal to	100.0000
Disapproved	0	Votes	equal to	0.0000
Abstained	0	Votes	equal to	0.0000
Voided Ballot	0	Votes		

Remark: In this agenda item, there were additional 4 shareholders attending the meeting representing the number of 900,700 shares, totally 56 shareholders representing the number of 450,182,250 shares.

Agenda 2 To acknowledge the Company's Annual Report for the year 2022

The Chairman assigned Ms. Ratana Eaiprasertsak Chief Executive Officer and Managing Director to present the details of this agenda to the meeting.

The Chief Executive Officer and Managing Director invites shareholders to watch a video about the company (approximately 5 minutes), then reports summarizing the Company's operating results and significant changes that occurred in the year 2022 with details. Appearing in the 2022 Annual Report for shareholders to acknowledge. can be summarized as follows:

Overview of the company's performance in 2022 compared to 2021.

- The Company has sales revenue of 573.18 million baht, a decrease from 2021 in the amount of 3.74 million baht or 0.65 percent due to a decrease in foreign sales. This was caused by lockdown measures to prevent the spread of the disease in China, causing sales to halt. And some customers decide to discontinue products.

- The company has a gross profit of 153.63 million baht, a decrease from 2021 in the amount of 16.48 million baht or 9.69% due to the war. which makes raw materials imported from abroad have higher prices Including depreciation and raising the minimum wage according to government policy.

- Selling and administrative expenses increased from 2021 in the amount of 22.28 million baht, with the increased expenses including brand building expenses to create awareness of the Company's products. Expenses for exhibition booths both domestically and internationally including expenses related to becoming a listed company on the stock exchange.

- The Company's operating profit before interest, tax, depreciation, and amortization. and amortization (EBITDA) of 72.99 million baht, a decrease of 44.70 million baht from 2021.

- Net profit in 2022 of 11.88 million baht, a decrease of 33.51 million baht from the year 2021 due to the reasons mentioned above.

Sales revenue structure in 2022, the Company had sales revenue of 573.18 million baht divided by customer groups as follows:

- Export of 89.36 million baht or 16%
- Domestic of 483.82 million baht or 84%

Comparison of sales revenue structure from sales in 2022 and 2021, the Company has revenue from sales divided by business group can be classified as follows:

- OEM of 443.66 million baht, an increase of 34.85 million baht from 2021
- Own Brand of 40.16 million baht, an increase of 8.06 million baht from 2021
- Export of 89.36 million baht, a decrease of 46.85 million baht from the year 2021, which the

problem of transportation costs that have increased 4 to 5 times, customers are unable to accept this part of the cost, so they considered to reduce the inventory or discontinued products. And including the effects of the economic recession in Europe and the United States.

In addition, the Chief Executive Officer and Managing Director explained to the meeting about the utilization of increased capital from initial public offering (IPO) as of December 31, 2022, which can be summarized as follows:

- The loan has been fully repaid to the financial institution and used as working capital.
- Used to research and development of new product line with strong growth potential of 12.69 million baht, remaining 27.31 million baht.
- Used to expand the market in the CLMV countries, especially Vietnam of 0.72 million baht, remaining 29.28 million baht.
- Used to improve the manufacturing process and purchase of semi-automated machinery for a new production line of 14.72 million baht, remaining 10.28 million baht.
- Used to install a Solar Rooftop system instead of purchasing an Electronic Data Interchange (EDI) because the existing system can still support the work efficiently and the cost of electricity is likely to increase. The Company has already changed the purpose of using the proceeds in the amount of 15 million baht, remaining 17 million baht, which allocates this money as working capital.

The Chairman allowed shareholders to submit the questions or express opinions.

Mrs. Sureerat Simla, a shareholder present in person, inquired in 2023, does the Company plan to release any additional products for the company to growth and increase sales.

The Chief Executive Officer and Managing Director explained in 2025, the Company has set a sales target of 1,000 million baht, with a proportion of 20% of the Company's branded products, which is currently 7% to reach the target. In 2023, the Company plans to launch new products under the brand "Kindee" and "Good Eats". On April 2, 2023, the Company launched a new product which is a protein snack with 3 flavors: original, truffles and grilled seaweed flavor by selling through online channels. In addition, due to the relatively high amount of depreciation about 30% of the production capacity has been used. Therefore, plans to expand and increase production capacity to utilize the machines to full capacity and efficiency. The Company plans to expand its customers in the HORECA market, comprising hotels, restaurants, cafes, and catering, and will participate in THAIFEX - Anuga Asia 2023 in May at Meeting and exhibition at Muang Thong Thani to showcase the Company's various products.

There was no further question or opinion, therefore, the Chairman requested to consider and acknowledge the report of the Company's 2022 operational performance as proposed.

This agenda for acknowledgement, voting was not required.

Resolution: The meeting acknowledges the report of the Company's 2022 operational performance.

Agenda 3 To consider and approve the Financial Statements for the year ending December 31, 2022

The Chairman assigned Ms. Nichchada Kaewnate, Account and Finance Manager to present the details of this agenda to the meeting.

The Accounting and Finance Manager informed the meeting that the financial statements and the statement of comprehensive income for the year ended December 31, 2022, which were approved and signed by the auditors who certified auditor of the company. The Audit Committee and the Board of Directors deem it appropriate to propose the Annual General Meeting of Shareholders to consider and approve the

financial statements and the statement of comprehensive income for the year ended December 31, 2022, which is included in Form 56-1 One Report, which can be summarized as follows:

Item	Year 2022	Year 2021	Increase / (Decrease)
<u>Financial Statements</u>			
Total Assets (Baht)	884,750,226	862,124,914	22,625,312
Total Liabilities (Baht)	215,947,918	586,688,218	(370,740,300)
Total Shareholders' Equity (Baht)	668,802,308	275,436,696	393,365,612
<u>Profit and Loss Statements</u>			
Revenue from sales (Baht)	573,178,015	576,923,581	(3,745,566)
Total revenue (Baht)	579,525,811	585,704,894	(6,179,083)
Profit for the year (Baht)	11,881,674	45,389,111	(33,507,437)
Earnings per share (Baht/Share)	0.02	0.12	(0.10)

The Chairman allowed shareholders to submit the questions or express opinions.

Mr. Nara Sripetch, a proxy, asked that due to the decrease in profit from the problem of rising raw material prices. How does the company manage it and what are the guidelines for risk management. And if in the future wages are raised again, how is the company prepared and has a plan to deal with it.

The Chief Executive Officer and Managing Director explained that the Company's main raw materials are agricultural products and processed food raw materials. The Company has closely monitored the situation and entered a price guarantee contract with raw material suppliers in advance. The term of the contract depends on the type and type of raw materials. In addition, the Company plans to import raw materials for the Company's use and to sell out, which increases business opportunities. As for plans to deal with future wage increases. The Company has a plan to cope by using semi-automatic technology machines to replace human labor and increase work efficiency.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the financial statements for the year ending December 31, 2022. This agenda required a majority vote of the shareholders who attended and voted at the meeting.

Resolution: The Meeting resolved to approve the financial statements for the year ending December 31, 2022 with the majority vote of the Shareholders who attended the meeting and were cast their votes as follows:

Approved	450,182,250	Votes	equal to	100.0000
Disapproved	0	Votes	equal to	0.0000
Abstained	0	Votes	equal to	0.0000
Voided Ballot	0	Votes		

Agenda 4 To consider and approve the dividend payment and allocation of net profits for the operating results of 2023 as legal reserve.

The Chairman assigned Ms. Nichchada Kaewnate, Account and Finance Manager to present the details of this agenda to the meeting.

The Accounting and Finance Manager informed the meeting that the Company has a policy to distribute dividends at the rate of not less than 50% of the net profit from the separate financial statements

after deduction of corporate income tax and deduction of reserves as required by law and the Company's Articles of Association, depending on various factors. In addition, the Company's shall allocate not less than 5% of its annual profit less the accumulated losses brought to a reserve fund unit this fund attains an amount not less than 10% of the registered capital, Also The company must allocate profits as a legal reserve.

Based on the overall operating performance and financial positions, the Company has net profits for the year 2022 in the amount of 11,881,674 Baht. The Board of Directors has taken into account several factors such as the Company's operating results, liquidity, working cash flow, Company's financial status Future operating plans and investment needs and other factors, it is deemed appropriate to propose that the Annual General Meeting of Shareholders approve the dividend payment for the year 2023 at the rate of 0.02 baht per weighted average share or equivalent to a value of 12,000,000 Baht or equivalent to the dividend payment of approximately 101% of the net profit. Such a dividend payment ratio is in accordance with the Company's dividend payment policy. All cash dividends are subject to withholding tax at the rate as stipulated by the laws. The Company has set the date for determination of list of shareholders who shall be entitled to receive dividends in the forms of stock dividends and cash to be on April 28, 2023 (Record Date) and the dividend will be paid within May 18, 2023.

In addition, the Board of Directors appropriate to propose to the Annual General Meeting of Shareholders to approve the appropriation of profits as a legal reserve in the amount of 760,000 baht, representing not less than 5% of its annual profit less the accumulated losses brought to a reserve fund. The Company has allocated legal reserves in the amount of 23,260,000 Baht.

The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the dividend payment and allocation of net profits for the operating results of 2023 as legal reserve as proposed. This agenda required a majority vote of the shareholders who attended and voted at the meeting.

Resolution: The Meeting resolved to approve the dividend payment and allocation of net profits for the operating results of 2023 as legal reserve with the majority vote of the Shareholders who attended the meeting and were cast their votes as follows:

Approved	450,182,250	Votes	equal to	100.0000
Disapproved	0	Votes	equal to	0.0000
Abstained	0	Votes	equal to	0.0000
Voided Ballot	0	Votes		

Agenda 5 To consider and approve the reduction of the member of Board of Directors

The Chairman assigned Mr. Danai Watanachariya, Chairman of the Nomination and Remuneration Committee to present the details of this agenda to the meeting.

The Chairman of the Nomination and Remuneration Committee informed the meeting that the present, the structure of the Board of Directors of the Company consists of 11 directors and during the past period the Company's 3 directors are Mr. Predee Daochai, Mr. Nipon Jaisin and Miss Teerada Horsatchakul resigned due to health problems and other missions which is not resigning at the same time. The company has not yet appointed directors to replace 2 resigned directors. The Nomination and Remuneration Committee has carefully considered the structure of the Board of Directors and the overall management of the Company and is of the view that the remaining 9 directors are appropriate and sufficient for effective business management under the circumstances. Current management Therefore, The Board of Directors has carefully

considered and agrees to propose to the shareholders' meeting to consider and approve the reduction of the member of directors of the Company from 11 persons to 9 persons as proposed by the Nomination and Remuneration Committee.

The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the reduction of the member of board of directors as proposed. This agenda required a majority vote of the shareholders who attended and voted at the meeting.

Resolution: The Meeting resolved to approve the reduction of the member of Board of Directors with the majority vote of the Shareholders who attended the meeting and were cast their votes as follows:

Approved	450,182,250	Votes	equal to	100.0000
Disapproved	0	Votes	equal to	0.0000
Abstained	0	Votes	equal to	0.0000
Voided Ballot	0	Votes		

Agenda 6 To consider and approve the appointment of the directors to substitute the directors who are retired by rotation.

The Chairman announced to the meeting that to comply with the principles of good corporate governance and to allow independent voting, the Chairman asked the directors who had interest in this agenda to leave the meeting room until the consideration of this agenda was completed. and assigned Mr.Dhirabul Hosajakul, Member of the Nomination and Remuneration Committee to present the details of this agenda to the meeting.

The Member of the Nomination and Remuneration Committee informed the meeting that the Company's Articles of Association stipulate that at every annual general meeting One-third or the number closest to one-third of the directors shall retire from office. And the retiring director may be re-elected for another term. At the 2023 Annual General Meeting of Shareholders, there are 3 directors who will be retired by rotation, namely:

- (1) Mr. Sorasit Soontornked Independent Director / Chairman of the Audit Committee / Risk Management Committee
- (2) Mr. Danai Watanajariya Independent Director / Chairman of the Nomination and Remuneration Committee / Audit Committee
- (3) Dr. Thanai Charinsarn Independent Director / Member of the Nomination and Remuneration Committee

From October 1 to December 31, 2022, the Company provided as opportunity to its shareholders to propose agenda for the meeting and list of qualified candidates for the directorship. There was not any proposal from shareholders.

The Nomination and Remuneration Committee, excluding the directors to be retired by rotation has, has considered the qualified candidates for directorship in replacement of those to be retired by rotation and considering qualifications according to relevant laws and do not have any prohibited characteristics under the law and related notices and not holding a position as a director or executive in other businesses that may cause conflicts of interest or is in business competition with the Company as well as considering individual qualifications It also considers the diversity of the board structure. along with the qualifications, knowledge, and expertise comparable to the Board Skill Matrix which will be the most beneficial to the Company's operating

strategies. The Nomination and Remuneration Committee, excluding those who retire by rotation deems it appropriate to propose to the shareholders' meeting to consider and approve the appointment of directors to replace those who retire by rotation as 3 directors who will be retired by rotation, namely:

- (1) Mr. Sorasit Soontornked Independent Director
- (2) Mr. Danai Wattanajariya Independent Director
- (3) Dr. Thanai Charinsarn Independent Director

The Board of Directors, excluding those who retire by rotation, has carefully and carefully considered and found that the person nominated is fully qualified. knowledgeable work experience Take part in supporting the work of the Board of Directors which is beneficial to the Company. as well as reviewing the independent qualifications of persons who will hold the position of independent directors to ensure that they are in accordance with the laws applicable to independent directors. The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the appointment of directors to replace those who retire by rotation.

The Company has enclosed a profile of the nominated candidates along with the meeting invitation letter.

The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the election of directors individually to replace those who retired by rotation. This agenda required a majority vote of the shareholders who attended and voted at the meeting.

Resolution: The Meeting resolved to approve the election of (1) Mr. Sorasit Soonthornkes, (2) Mr. Danai Wattanajariya, and (3) Dr. Tanai Charinsarn as the directors of the Company for another term with the majority vote of the Shareholders who attended the meeting and were cast their votes as follows:

(1) Mr. Sorasit Soonthornkes

Approved	450,182,250	Votes	equal to	100.0000
Disapproved	0	Votes	equal to	0.0000
Abstained	0	Votes	equal to	0.0000
Voided Ballot	0	Votes		

(2) Mr. Danai Wattanajariya

Approved	449,837,050	Votes	equal to	99.9233
Disapproved	0	Votes	equal to	0.0000
Abstained	345,200	Votes	equal to	0.0767
Voided Ballot	0	Votes		

(3) Dr. Tanai Charinsarn

Approved	450,182,250	Votes	equal to	100.0000
Disapproved	0	Votes	equal to	0.0000
Abstained	0	Votes	equal to	0.0000
Voided Ballot	0	Votes		

Agenda 7 To consider and approve the 2023 remuneration of Board of Directors and Sub-Committees of the Company

The Chairman assigned the Chairman of the Nomination and Remuneration Committee to present the details of this agenda to the meeting.

The Chairman of the Nomination and Remuneration Committee informed the meeting that the Company's Articles of Association prescribe that Company Directors shall receive remuneration in the form of meeting allowances, gratuities, or other benefits in the amount specified by the shareholders' meeting. The Nomination and Remuneration Committee has carefully considered the appropriateness of the remuneration that is in line with the duties and responsibilities of the directors, as well as the performance and benefits that the Company expects to receive. which is comparable to the listed companies in the Stock Exchange of Thailand which are in the same industry group and have a similar size as well as being appropriate enough to motivate the directors to achieve the Company's goals and efficiency. It was deemed appropriate to maintain the remuneration for all items at the same rate. There are details of remuneration for the Board of Directors and sub-committees for the year 2023, which is the same rate as the year 2022 as follows:

Compensation Details	Comparison	
	Year 2023 (offered year)	Year 2021
1. Board meeting allowance Chairman of the Board Director Board Director	50,000 Baht/ Person/ Time 30,000 Baht/ Person/ Time	50,000 Baht/ Person/ Time 30,000 Baht/ Person/ Time
2. Sub-committee meeting allowance (Audit Committee/ Nomination and Remuneration Committee/ Risk Management Committee/ Executive Committee) Chairman of the Sub-committee Sub-committee	30,000 Baht/ Person/ Time/ Meeting Committee 20,000 Baht/ Person/ Time/ Meeting Committee	30,000 Baht/ Person/ Time/ Meeting Committee 20,000 Baht/ Person/ Time/ Meeting Committee
3. Annual Compensation Chairman of the Board Independent Director Chairman of the Audit Committee	700,000 Baht/ Person/ Year 300,000 Baht/ Person/ Year 100,000 Baht/ Person/ Year	700,000 Baht/ Person/ Year 300,000 Baht/ Person/ Year 100,000 Baht/ Person/ Year
4. Monthly Compensation Board of Directors Executive Chairman Executive Director	- 65,000 Baht/ Person/ Month 65,000 Baht/ Person/ Month	- 65,000 Baht/ Person/ Month 65,000 Baht/ Person/ Month
5. Compensation Rewards Incentives Board of Directors	Not more than 2% from dividends paid to	Not more than 2% from dividends paid to

Compensation Details	Comparison	
	Year 2023 (offered year)	Year 2021
	shareholders	shareholders

In addition to the above the Company Directors do not receive any other benefits. In this regard, the Company's directors and/or sub-committees who are executives or employees of the Company will not receive the above remuneration.

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the remuneration for the Company's directors and sub-committees for the year 2023 as the Nomination and Remuneration Committee has carefully considered the appropriateness of the remuneration.

The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the 2023 remuneration of Board of Directors and Sub-Committees of the Company. This agenda required to receive a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Resolution: The Meeting resolved to approve the 2023 remuneration of Board of Directors and Sub-Committees of the Company with the vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting as follows:

Approved	450,182,250	Votes	equal to	100.0000
Disapproved	0	Votes	equal to	0.0000
Abstained	0	Votes	equal to	0.0000
Voided Ballot	0	Votes		

Agenda 8 To consider and approve the appointment of auditors and the determination of the audit fee for the year 2023.

The Chairman assigned Mr. Sorasit Soontornked Chairman of the Audit Committee to present the details of this agenda to the meeting.

The Chairman of the Audit Committee informed the meeting that the according to the laws and the Company's regulations require that the Annual General Meeting of Shareholders appoint an auditor and determine the amount of audit fee of the Company every year. The same auditor may be elected.

The Audit Committee has considered the qualifications and work experiences of the auditors and is of the view that EY Office Limited as an audit firm due to the availability of both quality criteria and audit fees along with having an understanding of the company's business can provide advice and present insights gained from the audit Including continually providing knowledge on new matters that are beneficial to the Company, the Audit Committee therefore deemed it appropriate to propose to the shareholders' meeting for approve an auditor from EY Company Limited to be the Company's auditor for the accounting period ended December 31, 2023 and approved the audit fee The details are as follows.

1. Ms. Kamontip Lertwitworatep Certified Public Account No. 4377 or
2. Ms. Satida Ratanurak Certified Public Account No. 4753 or
3. Ms. Siriwan Nitdamrong Certified Public Account No. 5906

All 3 auditors from EY Office Limited are qualified according to relevant regulations. He also has no relationship or conflict of interest with the company, executives, major shareholders. or persons related to such persons and have sufficient independence in auditing and expressing opinions on the Company's financial statements.

In addition, propose to approve the auditor's remuneration for the year 2023 in the amount of 2,420,000 Baht, which is the same rate from the previous year, In this regard, this auditing fees do not include the auditor's fees for auditing projects that have received investment promotion in which the company wishes to apply for corporate income tax exemption privileges. If the company has a profit of 150,000 Baht per project in the amount not exceeding 450,000 Baht and other service fees (Non-Audit Fee) such as travel expenses, document preparation expenses, etc.

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors from EY Office Limited to be the Company's auditors for the fiscal year ended December 31, 2023, as the Audit Committee. approval exam and determine the auditor's remuneration according to the details that the Audit Committee has considered and reviewed appropriately.

The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the appointment of auditors and the determination of the audit fee for the year 2023 as proposed. This agenda required a majority vote of the shareholders who attended and voted at the meeting.

Resolution: The Meeting resolved to approve the appointment of Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377 or Ms. Satida Ratanurak, Certified Public Accountant No. 4753 or Ms. Siriwan Nitdamrong, Certified Public Accountant No. 5906 from EY Office Limited as the Company's auditor for the year 2023 and the determination of the audit fee in the amount of 2,420,000 Baht, In this regard, this auditing fees do not include the auditor's fees for auditing projects that have received investment promotion in which the company wishes to apply for corporate income tax exemption privileges. If the company has a profit of 150,000 Baht per project in the amount not exceeding 450,000 Baht and other service fees (Non-Audit Fee) with the majority vote of the Shareholders who attended the meeting and were cast their votes as follows:

Approved	450,182,250	Votes	equal to	100.0000
Disapproved	0	Votes	equal to	0.0000
Abstained	0	Votes	equal to	0.0000
Voided Ballot	0	Votes		

Agenda 9 To consider and approve the amendment of the Company's regulations.

The Chairman assigned the Company Secretary to present the details of this agenda to the meeting.

The Company Secretary informed the meeting that the Amendments of the Public Limited Companies Act B.E. 2535 allow public limited companies to use electronic means to convene the Board of Directors' and Shareholders' meetings, deliver notice or documents and appoint a proxy at the Shareholders' meeting. The Board of Directors considered and propose to the shareholders' meeting to consider and approve the amendment of Articles 26, 27, 36, 38 and 46 of the Company's regulations to be in line with the amended

law. and for the benefit of organizing the meeting of the Board of Directors and shareholders in line with the current situation by canceling the old message and using a new message Including approval of the assignment to the person authorized to delegate. Has the power to register, amend and amend of the Company's regulations, including amending and/or changing the contents to comply with the registrar's order as necessary and appropriate. to complete the amendment of the Company's regulations. There are additional amendment details as follows.

Current Regulations	Proposed Amendments
<p><u>Category 3</u></p> <p><u>Directors and Directors' Authority</u></p>	
<p>Clause 26. The meeting of the Board of Directors of the Company shall be held at the locality where the Company's head office is located. or nearby provinces or at any other places as the Chairman of the Board of Directors or the person assigned by the chairman to determine, or the Chairman may prescribe the meeting to be held via electronic means.</p>	<p>Clause 26. The meeting of the Board of Directors of the Company shall be held at the locality where the Company's head office is located or nearby provinces or at any other places <u>as determined by the Board or the Board may prescribe</u> that the meeting be held via electronic means.</p>
<p>Clause 27. In calling for a meeting of the Board of Directors, either in person or via electronic conferencing from the chairman or the person assigned, sending the meeting notice to the directors no less than seven (7) days prior to the meeting date. Except in case of urgent necessity to protect the rights or benefits of the Company will notify the meeting by other means and set the date of the meeting earlier than that However, if the meeting at that time is a meeting via electronic media, the Company can send the meeting invitation letter by electronic mail. In case two or more directors request a meeting of the Board of Directors the Chairman of the Board shall schedule the date of the meeting within fourteen (14) days from the date of receipt of such request.</p>	<p>Clause 27. In calling for a meeting of the Board of Directors, either in person or via electronic conferencing. The chairman of the board shall call the meeting. And the notice of the meeting shall be delivered to the directors <u>at least three (3) days</u> prior to the meeting date. Except in case of urgent necessity to protect the rights or benefits of the Company will notify the meeting by electronic means or other methods and set the date of the meeting earlier than that</p> <p><u>Delivery of meeting notices can be made by electronic means. according to the criteria set by the Public Company Registrar. In the absence of the Chairman The vice chairman shall call the meeting of the board of directors. In the absence of the Vice Chairman for any reason Two (2) or more directors may jointly call a meeting of the Board of Directors.</u></p>

Current Regulations	Proposed Amendments
	<p><u>When there is a reasonable cause or to protect the interests of the company Two (2) or more directors may request a meeting of the Board of Directors. The chairman shall call and schedule the meeting within fourteen (14) days from the date of receiving such a request. If the chairman does not act , the requested directors may jointly call and schedule a meeting of the Board of Directors to consider the requested matter within fourteen (14) days from the expiration of the above period.</u></p>
<p>Category 4 Shareholder Meeting</p>	
<p>Clause 36. In calling the shareholders' meeting, whether in person or through electronic means, The Board of Directors shall prepare a meeting notice specifying the place, date, time, and agenda of the meeting. and matters to be proposed to the meeting with appropriate details. It clearly states that it is proposed for acknowledgment, approval, or consideration, together with the opinions of the Board of Directors on such matters and delivered to the shareholders and the public company registrar for acknowledgment at least seven (7) days prior to the meeting date. And the notice of the meeting shall also be advertised in a newspaper at least three (3) days prior to the meeting date. which must be advertised for a period of three (3) consecutive days. The company can send the meeting invitation by electronic mail instead. Which must be delivered and advertised in newspapers within the period specified above.</p>	<p>Clause 36. In calling the shareholders' meeting, whether in person or through electronic means, The Board of Directors shall prepare a meeting notice specifying the place, date, time, and agenda of the meeting. and matters to be proposed to the meeting with appropriate details. It clearly states that it is proposed for acknowledgment, approval, or consideration. together with the opinions of the Board of Directors on such matters and delivered to the shareholders and the public company registrar for acknowledgment at least seven (7) days prior to the meeting date. The notice of the meeting shall also be advertised in a newspaper at least three (3) days prior to the meeting date. The advertisement must be advertised for a period of three (3) consecutive days. <u>The advertisement in newspapers may be advertised via electronic media instead according to the rules prescribed by the Public Company Registrar. If the shareholder wishes or gives consent The Board of Directors can send</u></p>

Current Regulations	Proposed Amendments
	<p><u>meeting invitations by electronic means.</u></p> <p><u>The actions of the Board of Directors shall be in accordance with the rules prescribed by the Public Companies Registrar.</u></p>
<p>Clause 38. In the shareholders' meeting, Shareholders may appoint proxies to others to attend the meeting. and may vote on their behalf. The proxy must be made in writing with the signature of the grantor. Following the form prescribed by the Public Company Registrar by giving it to the Chairman of the Board or a person designated by the Chairman of the Board of Directors at the meeting venue before the proxy attends the meeting and at least have the following items.</p> <p>(1) The number of shares held by the grantor.</p> <p>(2) Proxy's name.</p> <p>(3) Number of the meeting where the proxy was given to attend the meeting and vote.</p>	<p>Clause 38. In the shareholders' meeting, Shareholders may appoint proxies to others to attend the meeting. and may vote on their behalf. The proxy must be made in writing with the signature of the grantor. Following the form prescribed by the Public Company Registrar by giving it to the Chairman of the Board or a person designated by the Chairman of the Board of Directors at the meeting venue before the proxy attends the meeting and at least have the following items.</p> <p>(1) The number of shares held_by the grantor.</p> <p>(2) Proxy's name.</p> <p>(3) Number of the meeting where the proxy was given to attend the meeting and vote.</p> <p><u>However, the proxy may be made by electronic means instead. It must use a method that is safe and reliable that the proxy is made by the shareholder. according to the criteria set by the Public Company Registrar</u></p>
<p>Clause 46. When the company wishes to reduce its capital, there must be a letter notifying the resolution of the capital reduction to the company's creditors within fourteen (14) days from the date of the resolution of the shareholders' meeting. The objection must be submitted within two (2) months from the date of receipt of the notice of the resolution. Advertise the said resolution in a newspaper within a</p>	<p>Clause 46. When the company wishes to reduce its capital, there must be a letter notifying the resolution of the capital reduction to the company's creditors within fourteen (14) days from the date of the resolution of the shareholders' meeting. The objection must be submitted within two (2) months from the date of receipt of the notice of the resolution. Advertise the said resolution in a newspaper within a</p>

Current Regulations	Proposed Amendments
<p>period of fourteen (14) days as well if it shall be advertised for a period of three (3) consecutive days.</p>	<p>period of fourteen (14) days as well if it shall be advertised for a period of three (3) consecutive days.</p> <p><u>However, advertisements in newspapers may be advertised through electronic media instead according to the rules prescribed by the Public Company Registrar.</u></p> <p><u>If the creditor requests or gives consent The company can send a letter of resolution by electronic means. The Company's operations shall be in accordance with the rules prescribed by the Public Companies Registrar.</u></p>

The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the amendment of the Company's regulations. This agenda required to receive a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting.

Resolution: The Meeting resolved to approve the amendment of the Company's regulations with the vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting as follows:

Approved	450,182,250	Votes	equal to	100.0000
Disapproved	0	Votes	equal to	0.0000
Abstained	0	Votes	equal to	0.0000
Voided Ballot	0	Votes		

Agenda 10 To consider other matters (If any)

The Company Secretary informed the meeting that when the meeting has completely considered the agenda specified in the meeting invitation letter. Shareholders holding shares in aggregate of not less than one-thirds of the total number of shares sold may request the meeting to consider matters other than those specified in the meeting invitation letter.

The Chairman asked the meeting whether any shareholders wished to propose other agenda items for the meeting to consider. There was no further other agenda for the meeting to consider, Therefore, the Chairman then asked the meeting if there were any additional questions or comments. There was no further question or opinion.

The Chairman concluded that the meeting had completed all agenda items. The Board of Directors and Executive of the Company would like to thank all shareholders and proxies for taking the time to attend the meeting and expressing their opinions. and closed the meeting.

Meeting Adjourned: 12:00 a.m.

Sign..... **- Signature -**Chairman of the meeting.
(Professor Dr. Surapon Nitikraipot)

Sign..... **- Signature -**Minutes Recorder.
(Miss Juthamas Siangpongpan)
Company Secretary