

Minutes of the 2023 Annual General Meeting of Shareholders  
Earth Tech Environment Public Company Limited

Date, time, and venue of Meeting

Earth Tech Environment Public Company Limited ("the Company") held the 2023 Annual General Meeting of Shareholders on 21<sup>st</sup> April 2023 at 14.00 at the meeting room of the Head Office at 88, 88/1 Moo 1, Ban That Subdistrict, Kaeng Khoi District, Saraburi 18110

List of directors attending the meeting

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|----|----------------|---------------|--|
| 1. | Mr. Anusorn    | Nuengpolmak   | Chairman of the Board/Independent Director   |
| 2. | Dr. Pallapa    | Ruangrong     | Vice Chairman of the Board   |
| 3. | Ms. Kanyapan   | Buranarom     | Vice Chairman of the Board/Chairman of the Audit Committee / Independent Director / Member of the Risk Management Committee / Member of the Nomination and Remuneration Committee / Chairman of the Corporate Governance and Corporate Social Responsibility Committee |
| 4. | Mr. Bantoon    | Manpakdee     | Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Member of the Risk Management Committee / Member of the Corporate Governance and Corporate Social Responsibility Committee                              |
| 5. | Mr. Borwornsit | Sornsilp      | Independent Director / Chairman of the Risk Management Committee /Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Member of the Corporate Governance and Corporate Social Responsibility Committee                               |
| 6. | Dr. Ekarin     | Luengviriya   | Director / Managing Director / Risk Management Committee / Member of the Nomination and Remuneration Committee / Member of the Corporate Governance and Corporate Social Responsibility Committee  |
| 7. | Mr. Supawat    | Khunworavinij | Director /Risk Management Committee / / Member of the Corporate Governance and Corporate Social Responsibility Committee   |

- |    |            |                |          |
|----|------------|----------------|----------|
| 8. | Mr. Suwat  | Luengviriya    | Director |
| 9. | Mr. Suthat | Boonyaudomsart | Director |

The Board of Directors has a total of 9 persons. There are 9 directors attending this meeting as mentioned above, representing 100% of the total attendance at the meeting of the directors.

#### Executives attending the meeting

Ms. Wachiraporn	Natejaru	Accounting and Finance Manager
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#### List of observers

Mr. Thongluan	Wichianphala	Law Firm and Lawyer
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#### List of observers via online system

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| 1. | Mrs. Sumana    | Senivongse Na Ayuthaya | Karin Audit Company Limited |
| 2. | Ms. Bongkotrat | Suamsiri               | Karin Audit Company Limited |

This is to ensure fair and equitable treatment of the rights of shareholders. The Company has published the invitation letter for the meeting both Thai and English on the Company's web site and giving shareholders an opportunity to propose matters to be included in the meeting agenda or nominate a person to be considered for election as the Company's director from 1<sup>st</sup> November 2022 – 30<sup>th</sup> November 2022 (no shareholder proposed any matter) In addition, the shareholders who were unable to attend the meeting can appoint allow independent directors to act as proxies. The Company has implemented an electronic registration system used to register for the meeting for convenience, speed, and accuracy in delivering information for this annual general meeting of shareholders.

#### Start of meeting

Ms. Sudarat Phumaiaim the secretary was assigned by the Chairman of the meeting to act as an adviser to the Board of Directors, sub-committees, and related persons, as well as clarifying the registration procedures and voting criteria. Proxies must vote on each agenda item to treat shareholders' rights fairly and equitably to the meeting as follows:

1. Voting at the shareholders' meeting will have votes equal to the number of shares held by him/her by counting one share as one vote which is in accordance with the Company's Articles of Association Article 42
2. Voting in each agenda, shall the shareholders sign their names on the ballots for the transparency voting.
3. Voting for every agenda
  - If no shareholders or proxies disagree or abstain shall be deemed to be shareholders or the proxy agrees according to the number of votes of yours to the proposed resolution. and the meeting unanimously on that agenda.

- For shareholders or proxies who disagree or abstain, Shall the shareholders vote in the ballot provided by the Company, to sign and raise their hands to the Company's officers to collect ballot from you.

4. Counting the voting results according to the agenda set for the 2022 Annual General Meeting of Shareholders divided into 3 types:

- Agenda that shall be approved by a majority vote of the shareholders who attended the meeting and voted which were agenda in 2, 4, 5, 6 and 9 the Company will calculate the vote base by counting only the votes of the shareholders whose vote in agreement and disagree excluding the votes of the shareholders who abstained.
- Agenda that shall be approved by a vote of not less than two-thirds of the total votes of the shareholders attending the meeting which was agenda 7 and 8 base by counting only the votes of the shareholders whose vote in agreement and disagree excluding the votes of the shareholders who abstained.
- Agenda that shall be approved by a vote of not less than three-fourths of the total votes of the shareholders who attended the meeting were including agenda 10 and 11 base by counting only the votes of the shareholders whose vote in agreement and disagree excluding the votes of the shareholders who abstained.

5. Voting in the following manner, such voting will be deemed void.

- 1) Ballots with more than one checkbox
- 2) Ballots with conflicting intent voting
- 3) Strikethrough and unsigned ballot
- 4) Ballots that have voted in excess of existing votes

In the event that the shareholder wishes to amend the vote please cross out the original and sign over every time.

6. In the case of a shareholder who submits a proxy form B to allow others to attend the meeting or assign it to a director or independent director to vote and requiring the proxies to vote according to the wishes of the shareholders or the proxies. The proxies will vote according to the wishes of shareholders or proxies.

7. In the case of foreign shareholders which appoints a custodian in Thailand and the case of a shareholder who has made a proxy form C. As a stock depository and keeper Able to vote separately for agreeing, disapproving or abstaining at the same time in each agenda by separating the votes to be cast equal to the number of shares held.

8. In the event that there are shareholders registering to attend the meeting after the meeting has already start, shareholders have the right to vote for the remaining agenda and the Company will count the votes of the shareholders attending the meeting during the meeting to constitute a quorum since the voting agenda to be recorded in the meeting minutes.

9. For shareholders who wish to leave early or unable to be in the meeting room on any agenda, shareholders can exercise the rights by sending ballot in advance to the Company's staff before leaving the meeting room.

10. The votes of the number of shareholders in each agenda may not be equal due to the gradual entering the meeting room of the shareholders and proxies. As a result, the number of attendees in each agenda may not be the same.

11. For transparency in vote counting this time, the Company was honored by Ms. Matayawee Chaiwongwaragon as a shareholder representative witness the vote counting.

12. Before voting on each agenda, the Chairman will give an opportunity for shareholders or proxies attending the meeting to ask questions on issues related to that agenda as appropriate and please inform the name and surname to the meeting before asking questions or making any comments. Recently, to reduce the risk of spreading COVID-19 disease. The Company asks shareholders or proxies who wish to ask questions by using the method of writing questions instead of asking through the microphone and raising his hand for the Company's staff. In this regard, if the shareholders have questions or opinions other than the agenda currently being considered, please ask questions or give opinions on other agendas at the end of the meeting including please give comments or ask questions in a concise manner to allow other shareholders to exercise their rights as well as to manage the meeting within the specified time.

#### **Agenda 1      Matters that the Chairman informed the meeting**

Mr. Anusorn Nuengpolmak, the Chairman of the meeting, informed the meeting that there were 8 shareholders attending the meeting in person, representing 520,884 shares and 29 proxy holders counted as shares 1,587,421,778 shares, totaling 37 shareholders attending the meeting which represented 1,587,942,662 shares or 70.8903% of the total issued shares. The 2,240,000,000 shares constituted a quorum according to the Articles of Association of the Company, and according to the Company, it has announced its intention to become a member of the Coalition Against Corruption of the Thai Private Sector in 2021. The Company applied for certification from the CAC Board in the second quarter of 2022, and it received membership in the Coalition Against Corruption of the Thai Private Sector (CAC) on 30<sup>th</sup> September 2022. In addition, the Company recognizes the importance of personal data protection. Therefore, we would like to inform you that the Company will collect, use, and disclose personal information. including recording the meeting in the form of video media. According to the Personal Data Protection Act (B.E. 2562), for the legitimate interests and benefits of shareholders, which can be studied in detail in the personal data protection declaration document for the Annual General Meeting of Shareholders for the year 2023 that was sent to the shareholders together with the invitation letter, and inform the shareholders that in the next shareholders' meeting there will be no agenda to consider and certify the minutes of the Annual General Meeting of Shareholders or the last extraordinary general meeting of shareholders. The Company will prepare and publish the minutes of the shareholders' meeting on the Company's website within 14 days from the date of the shareholders' meeting in

accordance with Section 96, paragraph 3, of the Public Limited Companies Act and the regulations of the Stock Exchange of Thailand regarding rules, conditions, and procedures relating to the disclosure of information and any acts of listed companies (B.E.2560). Which then the Chairman proposed the meeting to consider the various agendas in order as follows:

**Agenda 2** To consider and certify the minutes of the 2022 Annual General Meeting of Shareholders of the Company which was held on April 21<sup>st</sup>, 2022

The Chairman assigned Dr. Pallapa Ruangrong, Vice Chairman of the Board to present the Minutes of the 2022 General Meeting of Shareholders held on 21<sup>st</sup> April 2022, totaling 14 pages, which the Company sent to all shareholders together with the invitation letter of this meeting.

The Chairman then allowed the Meeting to share their opinions and ask questions about this agenda item. No shareholders asked any questions or shared any opinions, the Meeting was thus requested to vote on this agenda item.

**Resolution:** The meeting had considered and unanimously resolved to certify the Minutes of the 2022 General Meeting of Shareholders held on 21<sup>st</sup> April 2022 with a majority vote of the shareholders who attended the meeting and had the right to vote. The scores are as follows:

Agree	total	1,587,942,762	votes	or as percentage	100
Disagree	total	-	votes	or as percentage	-
Abstain	total	-	votes		
Voided	total	-	votes	or as percentage	-

**Agenda 3** To consider and acknowledge the Board of Directors' report on the Company's operating results for the year 2022

The Chairman assigned Dr.Ekarin Luengviriya, Managing Director, to present the performance in 2022 to the meeting as follows:

**Economic dimension:** The Company has a registered capital of 1,230 million baht, a paid-up capital of 1,120 million baht, a market capitalization as of December 30<sup>th</sup>, 2022, of 8,780.80 million baht, revenue in 2022 of 872.62 million baht, assets of 4,551.55 million baht, liabilities of 1,652.44 million baht, and shareholders' equity of 2,899.11 million baht.

Currently, the Company has three power plants, which are Earth Tech Environment Public Company Limited, Kaeng Khoi Industrial Estate, Saraburi Province, with a capacity of 9 megawatts. Ava Grand Energy Co., Ltd., Phichit Industrial Estate, Phichit Province, with a capacity of 4 megawatts, and Recovery House Company Limited, Nakhon Luang Industrial Estate, Phra Nakhon Si Ayutthaya Province, with a capacity of 7 megawatts. And other subsidiaries are Earth Engineering and Construction Co., Ltd., Sirilapha Power Co., Ltd., Link88 Power Co., Ltd. and Get Green Power Co., Ltd.

The performance in 2022 of Ava Grand Energy Co., Ltd. has an income of 147.67 million baht and a net profit of 7.74 million baht. Recovery House Co., Ltd. has an income of 287.23 million baht and a net profit of 98.41 million baht.

**Environmental dimension:** The company places importance on responsibility for its impact on the environment. In order to grow together sustainably in the future by

1. designing and installing a complete fuel combustion system with a combustion temperature of 850–1,050 degrees Celsius
2. Adding oxygen to reduce dioxins.
3. There is a modern 3-step air treatment and purification system.
  - Pre Dedusting
  - Bag House Filler
  - Dry Scrubber
4. There is a continuous air quality monitoring system at the end of the stack, or CEMs system, showing results 24 hours a day.

**Social Dimension:** The company has projects that provide opportunities for the community. Society and the environment for sustainable growth in 2022, the company established and implemented the project "Waste and Trees Exchange." The objective is to increase green areas, promote awareness among children, youth, and the public about the value of maintenance and conservation of the environment, and create a process of community participation around the power plant. and reduce the waste burning of people around the power plant. A total of 1,196 kilograms of waste were produced, producing 119.6 watts of electricity. 2,150 seedlings for the community, resulting in a reduction of 25.8 tons of carbon dioxide equivalent.

For the growth opportunities of the company by leaps and bounds from the announcement of the purchase of industrial waste electricity by the National Energy Policy Council (NEPC) in 2022. On 5<sup>th</sup> April 2023, the list of candidates was announced. Submit a very small power generation application that has been selected. The subsidiaries of the company have passed all selections submitted for 10 projects with a total capacity of 80 megawatts.

The Chairman then allowed the Meeting to share their opinions and ask questions about this agenda item. No shareholders asked any questions or shared any opinions, the Meeting was thus requested to vote on this agenda item.

**Resolution:** The Meeting acknowledged the Annual Report of the Board of Directors on the Company's operating results for the year 2022.

**Agenda 4** To consider and approve the Company's Statement of Financial Position and Comprehensive Income Statement for the accounting period which ended 31<sup>st</sup> December 2022

The Chairman assigned Mr.Suthat Boonyaudomsart, the Director, to clarify the financial statements for the year 2022 which have been reviewed by the Audit Committee and have been audited and certified by the Auditor.

**Statement of Financial Position and Statement of Comprehensive Income of the Company and its**

**Subsidiaries**

Total assets	4,551,554,314	baht
Total Liabilities	1,652,444,918	baht
Equity	2,899,109,396	baht
Revenue from sales and services	738,267,483	baht
Other income	44,357,181	baht
Cost of sales and services	(467,524,084)	baht
Administrative expenses	(90,486,277)	baht
Executive compensation	(23,484,168)	baht
Financial cost	(62,778,655)	baht
Profit (loss) attributable to the parent company	131,066,545	baht
Basic earnings per share	0.06	baht : share

**Cash Flow Statement**

Operational activities	112,981,881	baht
Investment activities	(409,432,045)	baht
Financial activities	364,169,388	baht

**Statement of Financial Position and Statement of Comprehensive Income for the Company**

Total assets	3,434,717,699	baht
Total Liabilities	748,371,983	baht
Equity	2,686,345,716	baht
Revenue from sales and services	321,943,942	baht
Other income	27,606,730	baht
Cost of sales and services	(200,964,820)	baht
Administrative expenses	(60,513,857)	baht
Executive compensation	(10,538,341)	baht
Financial cost	(24,974,418)	baht
Profit (loss) attributable to the parent company	50,186,308	baht
Basic earnings per share	0.02	baht : share

## Cash Flow Statement

Operational activities	151,600,906	baht
Investment activities	(524,391,371)	baht
Financial activities	300,994,963	baht

The Chairman then allowed the Meeting to share their opinions and ask questions about this agenda item. No shareholders asked any questions or shared any opinions, the Meeting was thus requested to vote on this agenda item.

**Resolution:** The meeting unanimously resolved to approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the fiscal year which ended on 31<sup>st</sup> December 2022, which was audited and certified by Karin Audit Company Limited. It had also been considered by the Audit Committee with a majority vote of the shareholders who attended the meeting and have the right to vote as follows.

Agree	total	1,587,942,762	votes	or as percentage	100
Disagree	total	-	votes	or as percentage	-
Abstain	total	-	votes		
Voided	total	-	votes	or as percentage	-

**Agenda 5** To consider and approve allocation of net profits as legal reserves and no dividend payment for the Company's operating results for the year 2022.

The Chairman assigned Mr.Borwornsit Sornsilp, Director, Chairman of the Risk Management Committee to inform the meeting that Referring to Section 115 of the Public Limited Companies Act B.E. 2535 (including as amended) and Article 47 of the Articles of Association of the Company, dividends shall not be distributed from other types of money other than dividends from profits. In the event that the Company still has an accumulated loss, no dividends shall be paid. The Board of Directors may from time to time pay interim dividends to the shareholders when it was deemed that the Company has sufficient profit to do so, and when after paying dividends, the said dividend payment shall be reported to the shareholders at the next shareholders' meeting.

In addition, according to Section 116 of the Public Companies Act B.E. 2535 (including the amendment) and Article 48 of the Company's Articles of Association stipulate that the Company is required to allocate a portion of the annual net profit as a reserve of not less than five (5) percent of the annual net profit minus the total amount of carried forward accumulated losses (if any) until this reserve is not less than ten (10) percent of the registered capital. The Company has a policy to pay dividends each year at the rate of not less than 50% of the net profit after deducting corporate income tax and deducting legal reserves and other retained earnings as specified by the company based on the Company's financial statements. Such dividend payment is subject to change depending on the financial status, operating results, investment plans, necessity and other suitability in the future as deemed appropriate by the Board of Directors and / or the Company's shareholders. In this regard, if the Company and the Subsidiaries wants to pay dividends to shareholders, the Company and



the Subsidiaries must pass a successful allocation test for dividend payment that is set in accordance with the loan agreement, namely Debt Service Coverage Ratio (DSCR) and Debt to Equity ratio (D/E).

The Board of Directors agreed to approve of the allocation of net profits as legal reserves with 2,509,315.44 baht, which would be allocated from net profit to legal reserves at 5% of the net profit for the year until legal reserve would be not less than 10% of registered capital and no dividend payment for the Company's operating results for the year 2022 as the Company and its subsidiaries still have to comply with the conditions for reserve funds and the Debt Service Coverage Ratio (DSCR), which is set out in the loan agreement.

The Chairman then allowed the Meeting to share their opinions and ask questions about this agenda item. No shareholders asked any questions or shared any opinions, the Meeting was thus requested to vote on this agenda item.

**Resolution:** The meeting unanimously resolved to approve of the allocation of net profits as legal reserves with 2,509,315.44 baht, and no dividend payment for the Company's operating results for the year 2022, with a majority vote of the shareholders who attended the meeting and voted as follows:

Agree	total	1,587,942,762	votes	or as percentage	100
Disagree	total	-	votes	or as percentage	-
Abstain	total	-	votes		
Voided	total	-	votes	or as percentage	-

**Agenda 6** To consider and approve the appointment of directors to replace those who retire by rotation.

The Chairman assigned Dr.Pallapa Ruangrong, Vice Chairman of the Board to inform the meeting that Referring According to Section 71 of the Public Limited Companies Act B.E.2535 (including as amended) and Article 17 of the Articles of Association of the Company, "At every annual general meeting of shareholders, a certain number of directors are required to vacate their office: one-third (1/3) of the total number of directors at that time, if the number of directors cannot be divided into three parts, the number closest to one-third (1/3) shall retire. Directors who have to retire in the first and second years after the registration of the conversion of the Company shall be drawn by drawing lots to determine who will leave the office. For the following years, the director who has been in office the longest retires."

In the Annual General Meeting of Shareholders for the year 2022, there are 3 directors who have to retire by rotation, whose names are as follows:

1. Mr. Anusorn Nuengpolmak Chairman of the Board/Independent Director
2. Mr. Bantoon Manpakdee Audit committee / Independent Director
3. Mr. Supawat Khunworavinij Director

In the selection of directors, the Company has announced the right to shareholders to nominate persons who are deemed qualified as directors of the Company at the 2023 Annual General Meeting of Shareholders 1<sup>st</sup> November 2022 – 30<sup>th</sup> November 2022, published through the Company's website, and the

news system of the Stock Exchange of Thailand, which appears that no shareholder nominated any person to the Company.

The Nomination and Compensation Committee of the Company has therefore implemented the nomination process in accordance with the criteria for the nomination of directors of the Company by considering the suitability of qualifications, characteristics, experience, skills and professional expertise, overall components of all directors of the Company, as well as their efficiency and performance as directors in the past, and that all 3 directors it is of the opinion that all 3 directors meet all the qualifications under the Public Limited Companies Act and do not have the prohibited characteristics to be appointed as the Company's directors in accordance with the rules of the Securities and Exchange Commission, including having qualifications, experience and expertise suitable for conducting business of the Company. In the past, all directors performed their duties as directors of the Company very well and with great efficiency, including expressing comments and recommendations that are highly beneficial to the Company's business operations.

In addition, the Board of Directors has considered the criteria and determined that Mr. Anusorn Nuengpolmak and Mr. Bantoon Manpakdee who have been nominated as independent directors, can give their opinions independently and in accordance with the relevant criteria. The Company is not a conflict of interest or a stakeholder to the Company and has the experience and expertise appropriate to the Company's business operations, as well as being able to express opinions and provide recommendations regarding the Company's operations independently and in accordance with the relevant rules and laws, as well as being of great benefit to the Company, and therefore it is appropriate to maintain the qualified directors and continue to serve as independent directors in accordance with the proposals of the Nomination and Remuneration committee to propose to the Shareholders' Meeting to appoint Mr. Anusorn Nuengpolmak and Mr. Bantoon Manpakdee

In the best interest of the Company, the Nomination and Remuneration Committee, excluding the directors nominated, has voted on an individual basis and it is deemed appropriate to propose to the Board of Directors to propose to the shareholders' meeting for the appointment of Mr. Anusorn Nuengpolmak, Mr. Bantoon Manpakdee and Mr. Supawat Khunworavinij, who will retire from the position according to the expiration of the term will be re-elected as Director of the Company for another term.

The Meeting Conductor then allowed the Meeting to share their opinions and ask questions about this agenda item. No shareholders asked any questions or shared any opinions, the Meeting was thus requested to vote for each director.

**Resolution:** The meeting unanimously resolved to approve the re-election of directors who retired by rotation to serve for another term as proposed by the Nomination and Remuneration Committee, with a majority vote of the shareholders who attended the meeting and voted as follows:

**1. Mr. Anusorn Nuengpolmak** Chairman of the Board/Independent Director

Agree	total	1,587,942,762	votes	or as percentage	100
Disagree	total	-	votes	or as percentage	-
Abstain	total	-	votes		
Voided	total	-	votes	or as percentage	-

**2. Mr. Bantoon Manpakdee** Audit committee / Audit Committee

Agree	total	1,587,942,762	votes	or as percentage	100
Disagree	total	-	votes	or as percentage	-
Abstain	total	-	votes		
Voided	total	-	votes	or as percentage	-

**3. Mr. Supawat Khunworavinij** Director

Agree	total	1,587,942,762	votes	or as percentage	100
Disagree	total	-	votes	or as percentage	-
Abstain	total	-	votes		
Voided	total	-	votes	or as percentage	-

**Agenda 7** To consider and approve the determination of the directors' remuneration for the year 2023

The Chairman assigned Mr. Bantoon Manpakdee, director and Chairman of the Nomination and Remuneration Committee, to inform the meeting that according to section 90 of the Public Limited Companies Act B.E. 2535 (including as amended) and Article 22 of the Articles of Association of the Company, "Directors are entitled to receive directors' remuneration from the Company in the form of awards, meeting allowances, gratuity, bonus, or other types of benefits, as the shareholders' meeting consider and vote, with vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. Directors' remunerations may be fixed or set as specific criteria and may be specified from time to time or to be effective until the shareholders' meeting resolves to change otherwise. In addition, the Company's directors are entitled to allowances and welfare in accordance with the regulations of the Company's regulations. The Nominating and Compensation Committee has carefully considered the appropriateness of the determined remuneration for the Company's directors based on the Company's operating results, the Company's business size, duties and responsibilities of the each of the directors. The amount was also considered with comparison with the remuneration for the directors of other listed companies that are similar in size and in the same industry as the Company.

Therefore, it was deemed appropriate to propose the meeting to consider the remuneration of the Company's directors for the year 2023 to be in the form of meeting allowance for directors in an amount not exceeding 2,000,000 baht (two million baht only) with details as follows:

Chairman of the Board	20,000	baht/meeting
Director	10,000	baht/meeting/individual
Chairman of the Audit Committee	20,000	baht/meeting
Audit Committee	10,000	baht/meeting/individual

The directors of the Company will not receive any other remuneration and benefits other than remuneration (meeting allowance)

The Chairman then allowed the Meeting to share their opinions and ask questions about this agenda item. No shareholders asked any questions or shared any opinions, the Meeting was thus requested to vote on this agenda item.

**Resolution:** The meeting unanimously resolved to approve the directors' remuneration which is meeting allowance and other expenses for the year 2023 by a vote of not less than two-thirds of the total number of votes of the shareholders who attended the meeting.as follows:

Agree	total	1,587,942,762	votes	or as percentage	100
Disagree	total	-	votes	or as percentage	-
Abstain	total	-	votes	or as percentage	-
Voided	total	-	votes	or as percentage	-

**Agenda 8** To consider and approve the omission of bonus payments for directors for the year 2022

The Chairman assigned Ms.Kanyapan Buranarom, Director and Chairman of the Audit Committee, to inform the meeting that Refer to Section 90 of the Public Limited Companies Act B.E. 2535 (including as amended) and Article 22 of the Articles of Association of the Company, "Directors are entitled to receive directors' remuneration from the Company in the form of awards, meeting allowances, gratuity, bonus, or other types of benefits, as the shareholders' meeting consider and vote, with vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. Directors' remunerations may be fixed or set as specific criteria and may be specified from time to time or to be effective until the shareholders' meeting resolves to change otherwise. In addition, the Company's directors are entitled to allowances and welfare in accordance with the regulations of the Company's regulations.

The Nomination and Remuneration Committee is responsible for considering the bonus payment for the Board of Directors for the year 2022, based on the size of the business duties and responsibilities of the board are diverse. Business turnover to reflect the performance of the Board of Directors. When considering the performance of the company for the year 2022, because the Company and its subsidiaries still have to comply with the provisioning conditions for various expenses and maintain the Debt Service Coverage Ratio (DSCR) as

stipulated in the loan agreement. The Nomination and Remuneration Committee therefore it is approval on the suspension of bonus payments the Board of Directors for the year 2022.

The Chairman then allowed the Meeting to share their opinions and ask questions about this agenda item. No shareholders asked any questions or shared any opinions, the Meeting was thus requested to vote on this agenda item.

**Resolution:** The meeting unanimously resolved to approve the directors' remuneration which is meeting to approve the abolition of bonus payment for the Board of Directors for the year 2022 by a vote of not less than two-thirds of the total number of votes of the shareholders who attended the meeting as follows:

Agree	total	1,587,942,762	votes	or as percentage	100
Disagree	total	-	votes	or as percentage	-
Abstain	total	-	votes	or as percentage	-
Voided	total	-	votes	or as percentage	-

**Agenda 9** To consider and approve the appointment of the Company's auditors and the audit fee for the year 2023

The Chairman of the Meeting assigned Ms. Kanyapan Buranarom, Director and Chairman of the Audit Committee, to inform the meeting that for the annual general meeting of shareholders, the appointment of an auditor was required and the audit fee to be determined. Therefore, it was proposed for consideration and approval of the appointment of an auditor from Karin Audit Company Limited to be the auditor of the Company for the year 2023 with the names as follows

**The auditor of the Company**

1. Mr. Komin Linpharachaya Certified Public Accountant Registration number 3675 and/or
2. Mr. Jedsada Hungsapruet Certified Public Accountant Registration number 3759 and/or
3. Mr. Supoj Mahantachaisakul Certified Public Accountant Registration number 12794 and/or
4. Ms. Kanwarat Saksiborworn Certified Public Accountant Registration number 13273 and/or
5. Ms. Kannika Wiphanurat Certified Public Accountant Registration number 7305 and/or
6. Mr. Jirote Sirirorote Certified Public Accountant Registration number 5113 and/or
7. Ms. Nonglak Pattanabandith Certified Public Accountant Registration number 4713 and/or
8. Mrs. Sumana Senivongse Na Ayuthaya Certified Public Accountant Registration number 5897 and/or
9. Mr. Worapol Wiriyakulapong Certified Public Accountant Registration number 11181 and/or
10. Mr. Pote Asawasantichai Certified Public Accountant Registration number 4891 and/or
11. Mr. Wichian Proongpanish Certified Public Accountant Registration number 5851 and/or
12. Ms. Kojchamon Soonhuan Certified Public Accountant Registration number 11536 and/or
13. Ms. Bongkotrat Suamsiri Certified Public Accountant Registration number 13512 and/or
14. Mr. Thanathit Raksathianraphap Certified Public Accountant Registration number 13646

Any one of the auditors above of Karin Audit Company Limited shall be assigned the auditor of the Company and express opinion on the financial statements and consider the audit fee of the Company. The totaling amount is 780,000 baht (seven hundred and eighty thousand baht only) In this regard, the auditors listed on the list are qualified and have no relationship or interest with the Company / subsidiaries/executives / major shareholders or related persons in any way, so they are independent in doing audit and express opinion on the financial statements of the Company and its subsidiaries. Including the auditors mentioned above, none of the auditors has performed audit for the Company's accounts for more than 7 consecutive fiscal years.

The Chairman then allowed the Meeting to share their opinions and ask questions about this agenda item. No shareholders asked any questions or shared any opinions, the Meeting was thus requested to vote on this agenda item.

**Resolution:** The meeting considered and unanimously resolved to approve the appointment of the auditors of the Company, together with the determination of the audit fee for the year 2023, totaling 780,000 baht (seven hundred and eighty thousand baht only) with the majority of votes of the shareholders who attended the meeting and have the right to vote as follows:

Agree	total	1,587,942,762	votes	or as percentage	100
Disagree	total	-	votes	or as percentage	-
Abstain	total	-	votes		
Voided	total	-	votes	or as percentage	-

**Agenda 10** To consider and approve the extension of the issue and offer the capital increase by General Mandate.

The chairman has assigned Dr. Ekarin Luengviriya, Director and Managing Director proposed to the meeting that According to the resolution of the Annual General Meeting of Shareholders for the year 2022 has approved the increase of the Company's registered capital. As the General mandate to raise funds for future business expansion. By being a business venture or strategic business partners. In the 2022 the Company did not the issuance and offering of newly issued ordinary shares because there is no need to raise funds. Thus the management intends to propose of the ordinary shares the extension of the issuance and offering of increased capital common shares of the company under the General Mandate extend the period by 1 year (extended for the 2nd time) of not more than 220,000,000 shares, with a par value of 0.50 baht per share, total value of 110,000,000 baht, to be offered to individuals or private placement under the conditions has been approved by the General Meeting of Shareholders 2021 in all respects

The Chairman then allowed the Meeting to share their opinions and ask questions about this agenda item. No shareholders asked any questions or shared any opinions, the Meeting was thus requested to vote on this agenda item.

**Resolution :** The meeting consider and approve the extension of the issuance and offering of the newly issued ordinary shares of the Company according to the General Mandate extend the period by 1 year (extended for

the 2<sup>nd</sup> time) with conditions for allocation and authorization as the company has been approved by the General Meeting of Shareholders 2021) With a vote of not less than three-fourths of the total number of votes of shareholders who attended the meeting and had the right to vote as follows:

Agree	total	1,587,942,662	votes	or as percentage	99.99999
Disagree	total	100	votes	or as percentage	0.00001
Abstain	total	-	votes	or as percentage	-
Voided	total	-	votes	or as percentage	-

**Agenda 11** To consideration and approval to request to increase the issuance and offering of the company debentures.

The chairman has assigned Dr. Ekarin Luengviriya, Director and Managing Director proposed to the meeting that to support the continuously growing business trend of the Company, and to increase the Company's fund-raising alternative. Considered appropriate to propose to the AGM 2023 for consideration and approval to request to increase the Issuance of the company debentures in an amount not exceeding 2,500 million baht to the new total and outstanding value of the debentures of the Company's credit amount of not exceeding 7,500 million baht or the other equivalent currency at any point of time. with the following details:

Type	: Debentures, all types/types which may be debenture or non-privileged The initial or refund type is at the time of maturity. Guaranteed or unsecured No representative or long-term debenture holders, depending on the appropriateness of market conditions at the time of issue and offering each debenture and other related factors.
Total Amount	: increase the Issuance of the company debentures in an amount not exceeding 2,500 million baht to the value of the debentures of the company (at the par value) which have not yet been redeemed in all types not exceeding 7,500 million baht or in other currencies.
Par value	: 1,000 baht per unit.
Interest rate	: Based on market conditions at the time of issuance and offering of debentures.
Age	: For short-term debentures less than 1 year and for long-term debentures exceeding It depends the market conditions at the time of issue and offer the debentures and other related factors.
The Offering	: Offering to the general public and/or offering the limited and/or offering to investors, institutional and/or all major investors, which may be divided into one or several times. This is an individual or project type. Under the regulations of the Securities and Exchange Commission or the Securities and Exchange Commission. Define or modify the changes in the future.



Early redemption	: The company may withdraw the debenture before maturity. It depends on market conditions at the time of issue and offer the debentures and other related factors.
Other conditions	: Other limitations and conditions of debenture, such as type or type of debenture, are issued each time. Par value of the offering price per unit interest rate representative The debenture holders how to issue and offer The method of allocation of the offer of age, redemption before the registration of any secondary market (if any), and so on, in the power of the Board of Directors and/or the board. Executive Director and/or Managing Director and/or person assigned by the Board of Directors and/or the Executive Committee and/or managing Director to consider.

The Chairman then allowed the Meeting to share their opinions and ask questions about this agenda item. No shareholders asked any questions or shared any opinions, the Meeting was thus requested to vote on this agenda item.

**Resolution :** The meeting considered and approved to increase the issuance and offering of the Company's debt securities in the existing credit amount of not exceeding 2,500 million baht to the new total and outstanding value of the debentures of the Company's credit amount of not exceeding 7,500 million baht or the other equivalent currency at any point of time. And The Board proposes that the Meeting approve the authorization to the Board of Directors and / or Executive Committee. And / or the President and /or the person authorized by the Board of Directors and / or Executive Committee and / or Managing Director. To set or to change terms and details related to the issuance of bonds for each category / type at a time including the authority to take any action necessary and relevant to the issuance and offering of debentures, each time successfully and according to the law. And includes the power to appoint the underwriters and underwriting. The signing of the agreement and the underwriters and underwriting and / or other agreements related to the preparation and signing of the documents filed with the SEC and the SET. Government and related entities and / or any other person involved and to propose to the General Meeting of Shareholders for consideration and approval. The resolution was passed by unanimous resolution of total number of votes of the shareholders present at the meeting and eligible to vote as follows:

Agree	total	1,587,942,762	votes	or as percentage	100
Disagree	total	-	votes	or as percentage	-
Abstain	total	-	votes	or as percentage	-
Voided	total	-	votes	or as percentage	-



Agenda 12 To consider other matters (if any)

No individual proposed any other matter to the meeting for consideration. The Chairman then closed the meeting.

Meeting closing time: 03.14 p.m.

(sign).....

(Mr. Anusorn Nuengpolmak)

Chairman of the Board

(sign).....

(Dr. Ekarin Luengviriya)

Managing Director

(sign).....

(Mrs. Ananya Netjaru)

Company Secretary