

(Translation)

Annual General Meeting of Shareholders of 2023

Sunsweet Public Company Limited (“**Company**”) convened the Annual General Meeting of Shareholders of 2023 on April 20, 2023, at 13.00 hrs. in the form of a hybrid meeting at Sunsweet Public Company Limited, No. 9 Moo 1, Toongsatok Sub-District, Sanpatong District, Chiang Mai Province.

Mr. Akeera Kijthanasopha, acted as the Moderator of the Meeting, welcomed shareholders and attendees of the Meeting and introduced the Directors, Executive Officers, Legal Advisors and Auditors as follows:

Attendees who attended the Meeting in person

Directors

1. Mr. Krairit	Boonyakiat	Chairman/ Independent Director
2. Mr. Pichai	Kojamitr	Vice Chairman / Chairman of the Audit Committee/ Member of the Nomination and Remuneration Committee/ Member of the Risk Management Committee/ Independent Director
3. Ms. Morakot	Kittikhunchai	Vice Chairman/ Vice Chairman of the Executive Committee
4. Mr. Warapong	Nandabhiwat	Director/ Chairman of the Nomination and Remuneration Committee/ Member of the Audit Committee/ Independent Director
5. Mr. Ongart	Kittikhunchai	Director/ Chairman of the Executive Committee/ Member of the Nomination and Remuneration Committee/ Chief Executive Officer
6. Mrs. Jiraporn	Kittikhunchai	Director / Member of the Executive Committee / Member of the Risk Management Committee
7. Mrs. Suraporn	Prasatngamloet	Director/ Member of the Executive Committee
8. Mr. Chaiyot	Suntivong	Director/ Chairman of the Risk Management Committee
9. Ms. Udomrat	Akkarachinores	Director/ Member of the Audit Committee / Independent Director

Management

1. Mr. Vira	Nopwattanakorn	Chief Financial Officer
2. Mrs. Amphan	Suriyang	Chief Production Officer
3. Mr. Adisai	Samniang	Chief Marketing Officer
4. Mr. Rattasak	Nookong	Chief Technology Officer

Legal Advisors

1. Mr. Chatiporn	Baramee	Legal Advisory Council Limited
2. Ms. Sisira	Jitjingjai	Legal Advisory Council Limited

Attendees who attended the Meeting via electronic media

Auditors

1. Mr. Vichien	Khingmontri	PricewaterhouseCoopers ABAS Ltd.
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There were 9 directors attending the Meeting, equivalent to 100 percent of the Board of Directors.

Mr. Akeera Kijthanasopha, informed the Meeting that the Company had sent notification and information of the Meeting to the shareholders, using 3 channels, by sending invitations to shareholders via post, advertisement in the newspaper and publication of details of the Meeting on the Company's website.

Thereafter, Mr. Akeera Kijthanasopha introduced Ms. Sisira Jitjingjai, a legal advisor from Legal Advisory Council Limited and Mrs. Supavadee Luangkaew, a shareholder who volunteered to be the witnesses in the counting of the votes for transparency throughout the Meeting. In addition, the Moderator informed the Meeting of the procedures for voting and counting of the votes as follows:

Procedures for Voting and Counting of Votes

1. According to Article 40 of the Company's Articles of Association, for voting in the Meeting, a shareholder would have the number of votes equivalent to the number of shares he/she held in the Company, whereby one share was equivalent to one vote.
2. For voting on each agenda item, a shareholder who disapproved or abstained from voting would be asked to mark his/her vote in the ballot and raise his/her hand so that the Company's staff could collect the ballots in order to deduct disapprovals and abstentions from all of the votes. The remaining votes would be deemed as approvals. Shareholders who approved the agenda items would be required to keep such ballots and return them to the Company's staff after the Meeting had been adjourned.
3. In a case that a shareholder appointed a proxy to attend and vote on his/her behalf, pursuant to the intention to vote as marked in the proxy form, the Company would not hand over the ballots to the proxy because the Company had already recorded such votes as specified by the shareholder in advance.
4. The total number of shareholders and proxies and the votes on each agenda item may not be consistent, as there could be additional shareholders and proxies entering the meeting room after the Meeting had started.
5. Approval of each agenda item would be passed by a majority of votes of the shareholders who attended the Meeting and cast their votes, except for agenda item 8, where approval would be made by two-thirds of the total votes of shareholders who attended the Meeting, and agenda item 9, where approval would be made by three-fourths of the total votes of shareholders who attended the Meeting and were eligible to vote.
6. In a case shareholders wished to make an inquiry, such shareholders were asked to do so by raising their hand. After the Chairman approved such inquiry, the shareholders would be asked to state their complete name and declare whether they attended the Meeting in person or as a proxy before making the inquiry. Shareholders and proxies attending the Meeting via electronic media could make inquiries during the Meeting by submitting such inquiry with the complete name of the shareholder via live chat or via audio chat by pressing the raised hand button and turning on the microphone on their devices.

Furthermore, the Moderator informed the Meeting that to comply with the principles of good governance and equality of shareholders, the Company had announced the Annual General Meeting through the Stock Exchange of Thailand and in the Company's website, from November 8, 2022 to December 31, 2022, allowing shareholders to nominate candidates to be elected as directors and to propose the agenda items of the Annual General Meeting of Shareholders of 2023. In this regard, there was no proposal made from the shareholders. Therefore, the Company deemed appropriate to propose to the Meeting to consider agenda items as shown in the invitation to the Meeting.

Mr. Akeera Kijthanasopha informed the Meeting that there was a total of 45 shareholders who attended the Meeting in person, representing 444,829,858 shares, and 2 proxies, representing 1,150 shares. Thus, 47 shareholders were present at the Meeting in person and by proxy, representing a total of 444,831,008 shares, equivalent to 68.9663 percent of the total amount of the allotted shares of the Company, i.e. 644,997,425 shares. Therefore, the quorum was attained as required by Clause 37 of the Company's Articles of Association. In this regard, for flexibility in this meeting, Mr. Krairit Boonyakiat, Chairman of

the Board of Directors, assigned Mr. Akeera Kijthanasopha to explain the details of each agenda item and summarize the vote. The Meeting proceeded according to the agenda items as follows:

Agenda Item 1 Matters to be reported by the Chairman

The Chairman, reported to the Meeting as follows:

For the performance of the Company over the past year, the Company adjusted and managed the organization efficiently and enabled business growth by focusing on building long-term relationships with business partners and continuously developing quality of product and service. This increased consumers' confidence in food products for their good quality, standard, and safety. Moreover, the Company managed the organization to comply with the principles of good corporate governance by taking into account all stakeholders, and operated the business with responsibility on transparency basis.

As a result, in 2022, the Company was, for the first time, awarded 100 points or "Excellent" level for evaluation of quality of Annual General Shareholders Meeting (AGM) by the Thai Investors Association, and rated 5 stars (Excellent) by the CGR Scoring Project of the Association of Thai Institute of Directors (IOD) for the second consecutive year.

On behalf of the Board of Directors of Sunsweet Public Company Limited, the Chairman thanked the shareholders, customers, business partners, financial institutions' management and staff including all stakeholders who had supported and trusted in the Company. The Company was committed to conducting business with responsibility under the management of good governance and was still determined to operate its business to progress with continued sustainability.

Mr. Akeera Kijthanasopha informed the Meeting that this agenda item was for acknowledgment only. Thus, voting was not required.

Agenda Item 2 To adopt the Minutes of the Annual General Meeting of Shareholders of 2022

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha reported to the Meeting that the Company held the Annual General Meeting of Shareholders of 2022 on April 20, 2022. The Company had delivered copies of minutes of the said meeting to the shareholders along with the invitations to this Meeting. Details of the minutes of meeting were as shown on page 14-29.

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting. As there were no questions or comments, it was proposed that the Meeting vote to adopt the Minutes of the Annual General Meeting of Shareholders of 2022. In this regard, this agenda item required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution: The Meeting adopted the Minutes of the Annual General Meeting of Shareholders of 2022 with the votes as follows:

Approved	445,062,958	votes,	equivalent to	100.00 %
Disapproved	0	votes,	equivalent to	0.00 %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Remark: For this agenda item, there were 5 additional shareholders attending the Meeting. The total number of shareholders attending the Meeting was 52 persons, representing 445,062,958 shares.

Agenda Item 3 To acknowledge the Company's operating performance for 2022

The Chairman assigned Mr. Ongart Kittikhunchai, the Chief Executive Officer, to report on this agenda item.

Mr. Ongart Kittikhunchai, Chief Executive Officer, informed the Meeting that the year 2022 was full of challenges due to various factors including changes in social activities and consumer behaviors towards a new way of life (New Normal). However, the Company was able to obtain a satisfying turnover due to both internal and external factors. The economy had recovered from the relaxation of COVID-19 epidemic situation, resulted in the increase in demand for food. Therefore, the Company was able to expand commercial markets, especially the domestic market from Ready to Eat products (RTE). In 2022, the Company had diversified RTE products by adding new products, such as butter baked potatoes, pumpkin soup, and dried banana stick. This enabled the Company to connect with community enterprises in processing agricultural products and developing products to meet the needs of healthy customers. For export of products, the Company had expanded new customer bases in Asia and Europe with canned sweet corn and frozen sweet corn products, which customers from foreign countries trusted as good standard products and continuous product delivery. The Company and its subsidiaries' operating performance of 2022 were as follows:

- Total revenue was 2,949 million Baht,
- Sales revenue was 2,940 million Baht.
- Profit was 125 million Baht.

In addition, the Company operated its business according to the strategic plan by focusing on the development of an image of safety quality of food products and cooperated with other private and academic agencies in research and development of new innovations to increase the capacity of the business.

The Company undertook various projects as follows:

1. Production Efficiency Improvement, Capacity Expansion and Installation of Machinery Project, such as Automatic High Temperature, the Hydrolock Sterilizers, X-Ray Contamination Inspection Machine, and Biomass Steam Generator with capacity of 15 tons per hour, which were modern innovations that improved product quality and enabled the effectiveness of cost management. Moreover, the innovations reduced energy consumption and were environmentally friendly.

2. Rai Tawan Wan Farming Project (SUN Valley) was a project where the Company developed innovation, technology, and knowledge in agriculture by emphasizing agricultural cooperation, smart farming, including the development of agricultural products and tourism. On September 9, 2022, the Company hosted a Rai Tawan Wan Open House Activity for those who were interested in integrated agricultural learning by providing information beginning with the process of planting through to harvesting and demonstrating the use of technology and innovation for cultivation such as drone for agriculture, IoT Sensor technology and various agricultural applications that increase productivity and quality of agricultural products. As a result, the Company was able to cooperate with various public and private agencies in technology and innovation including the creation of learning resources in agriculture, nature and environment that benefit the community and farmers as well as to strengthen the economy of the community.

3. Solar Rooftop Project (Phase 3): the Company emphasized the sustainable and eco-friendly business operation, which was in line with Sustainable Development Goals (SDGs) of the UN, an important obligation of every country around the world. Meanwhile, the Company set a long-term goal for sustainable economy, namely, the origin of the energy saving project by installing the Solar Rooftop Phase 3 project in the area behind the mini factory building with a capacity of 186 kWp to reduce the use of electricity in production, which was another energy and environmental measure that would promote sustainable business growth.

Furthermore, the Company emphasized the anti-corruption policy. The Company had set guidelines for directors, management, and staff to not request/accept money, or favor or anything which was beyond the norm accepted for similar business. Similarly, the aforesaid people shall not give or offer to give money or benefits or gift to related person or company, or relevant government agencies either directly or indirectly except when appropriate for traditional practice or festive occasions.

The Company believed that conducting business based on ethics, responsibly throughout the supply chain, was an important factor in achieving sustainable success. As the trading partners were the key chains of this success, the Company had expanded the scope of operations through communicating expectations to customers by making a code of conduct and ethical guidelines available to the business partners for them to conduct business in the same way with the Company's operations. Thus, the business partners were requested to comply with the aforesaid code of conduct and ethical guidelines to ensure sustainable and continuing growth in business cooperation between the Company and its business partners.

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item. As there were no questions or comments, Mr. Akeera Kijthanasopha informed the Meeting that this agenda item was for acknowledgment only. Thus, voting was not required.

Agenda Item 4 To approve the audited financial statements of the fiscal year 2022 ended December 31, 2022 which were audited by the external auditor

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha informed the Meeting that the financial statements for the fiscal year ended December 31, 2022 were audited and certified by the external auditor, details of which appear in the Annual Report of 2022 as shown on page 170-246 enclosed with the invitation to the Meeting. The said financial statements had been reviewed by the Audit Committee and the Board of Directors.

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting.

Mr. Kittiphan Torapicharttrakul, a proxy from a shareholder and Volunteer Advocacy shareholders from Thai Investors Association, made the following inquiries:

1. Concerning 3 sections of the audited financial statements as follows:

- 1) In the fourth quarter of the 2022 financial statements, the gross profit decreased while the cost increased from the third quarter of the 2022 financial statements and the fourth quarter of the 2021 financial statements,
- 2) Expenses in the management in the fourth quarter of the 2022 financial statements were higher than those in the third quarter of the 2022 financial statements and the fourth quarter of the 2021 financial statements,

- 3) Profit and Loss from the currency exchange in the past financial statements significantly affected the financial statements of the Company;

What is the cause of the increase in the cost and expenses in the management; What is the risk management policy for the currency exchange risk; What is the proportion of forward currency exchange that could mitigate the risk occurring from the currency exchange?

Mr. Vira Nopwattanakorn, Chief Financial Officer, provided information that according to the performance of the Company in fourth quarter of the 2022 financial statement, the Company's gross profit was quite low due to the higher cost of sweet corn and packaging. Further, the Company's raw material intake was less than the production plan during the fourth quarter of 2022. This resulted in the higher overall cost and lower profit than the previous year. For the increase in expenses, due to the relaxation of COVID-19 epidemic situation in 2022, the travel expenses for sale promotion, meeting customers, as well as employees' remuneration for the year 2022 were increased, while other expenses were in normal level. For the hedging policy for currency exchange risk, the Company had always notified through Opportunity Day's activity that the Company had a risk management policy for selling of products to foreign countries and hedging currency risk by executing currency forward contracts at the rate of 50-70% by considering the situation and trends of the currency exchange rate in each period. For the year 2022, the Company had a loss from exchange rates because the direction of the exchange rate had depreciated continuously. As a result, there was a loss in the part that the Company had hedged, which was the recognition of profit (loss) according to the new accounting standards.

Mr. Pichai Kojamitr, Chairman of the Audit Committee, further provided information that in the past 3 to 5 years, the interest rate of US Dollar kept increasing. The current interest rate of the US Dollar was at 4.75 to 5.00 percent, while the interest rate of Thai Baht was at 1.75 percent. This resulted in the substantial difference in the interest rates of these 2 currencies. Based on the Company's executed forward contract, a three-months forward would result in a loss of Baht 0.30 per USD 1, while a six-months forward would result in the loss of Baht 0.60 per USD 1. Therefore, for every listed or non-listed company, the Mark to Market would result in a massive loss.

2. When does the Company sell forward? Is it before the receipt of purchase order, after the receipt of purchase order, or after the delivery of goods to customer?

Mr. Vira Nopwattanakorn, Chief Financial Officer, provided information that the Company's policy for selling forward was only after the execution of sale agreement with customer. The Company would not sell forward unless the purchase order was received.

Mr. Kittiphan Torapicharttrakul, a proxy from a shareholder and Volunteer Advocacy shareholders from Thai Investors Association, further advised as follows:

The currency exchange risk was unpredictable; thus, the Company could not expect profit from that. However, due to most of the sales of the Company coming from export of goods, the Company was affected quite a lot from the currency exchange rates. Moreover, the Company was well aware that there would be selling of forward. Therefore, once the currency exchange rate was favorable to the Company, the Company should buy forward before the receipt of purchase order because buying forward would cover purchase orders that would be earned in the future and would be an opportunity to reduce risk of loss.

As there were no other questions or comments, it was proposed that the Meeting vote to approve the audited financial statements for the fiscal year 2022 ended December 31, 2022. In this regard, this agenda item required a majority vote of the shareholders who attended the Meeting and cast their votes.



Resolution: The Meeting approved the audited financial statements of the fiscal year 2022 ended December 31, 2022, which were audited by the external auditor with the votes as follows:

Approved	445,319,308	votes,	equivalent to	100.00 %
Disapproved	0	votes,	equivalent to	0.00 %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Remark: For this agenda item, there was 1 additional shareholder attending the Meeting. The total number of shareholders attending the Meeting and eligible to vote, before the voting of this agenda item, was 53 persons, representing 445,319,308 shares.

Agenda Item 5 To approve the dividend payments for the Company's operating performance of 2022

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535 Section 116 and Article 51 of the Company's Articles of Association, the Company was required to allocate not less than five (5) percent of the annual net profit as the legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reached the amount not less than ten (10) percent of the registered capital. In addition, in compliance with the Public Companies Limited Act B.E. 2535, Section 115 and Article 49 of the Company's Articles of Association, the dividends shall not be paid otherwise than out of profits, and in the case where the Company had incurred accumulated loss, no dividends shall be paid. In this regard, the Company had a dividend policy to pay dividends at the rate of not less than 50 percent of the net profits after deduction of income tax and appropriation of all legal reserves as specified in the Articles of Association of the Company and required by law, unless in case of necessity, and the payment of such dividends did not significantly affect the performance of the Company.

From the operation performance of 2022, the Company gained a net profit, in accordance with the Company's separate financial statements, in the amount of 125.84 million Baht. Moreover, the Company had a dividend policy to pay dividends at the rate of not less than 50 percent of the net profits after deduction of income tax and appropriation of all legal reserves as required by law. The Company deemed appropriate to pay a dividend from the Company's operating performance from the separate financial statements for the fiscal year ended December 31, 2022 at the rate of Baht 0.15 per share, totaling Baht 96,749,613.75, equivalent to 76.88 percent of the net profit after deducting legal reserve from the separate financial statements, which was in accordance with the Company's dividend payment policy.

The Company paid the interim dividend from its operating performance from January 1, 2022 to September 30, 2022 at the rate of Baht 0.05 per share, totaling Baht 32,249,871.25 on December 9, 2022.

The dividend proposed this time at the rate of Baht 0.10 per share, totaling Baht 64,499,742.50 was derived from the profit which was subject to corporate income tax of 20%. A natural person shareholder would be entitled to a tax credit equaling the product of dividend times 20/80. The date of determination of the list of shareholders entitled to dividends, the record date, would be April 28, 2023, and the dividend payment would be made on May 19, 2023. In this regard, the Company's legal reserve fully met the requirements under applicable laws and the Company's Articles of Association, thus, the Company was not required to appropriate its 2022 net profit as a legal reserve.



Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting.

As there were no questions or comments, it was proposed that the Meeting vote to approve the dividend payments for the Company's operating performance of 2022. In this regard, this agenda item required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution: The Meeting approved the dividend payments for the Company's operating performance of 2022 with the votes as follows:

Approved	445,319,308	votes,	equivalent to	100.00 %
Disapproved	0	votes,	equivalent to	0.00 %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Agenda Item 6 To approve the appointment of the external auditor and determination of the audit fee for 2023

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha reported to the Meeting that in compliance with the Public Companies Limited Act B.E. 2535 and Article 57 of the Company's Articles of Association, the Annual General Meeting of Shareholders was required to appoint the Company's external auditors and determine the audit fee every fiscal year.

The Audit Committee deemed appropriate to propose to the Meeting to appoint the external auditors from PricewaterhouseCoopers ABAS Ltd. for the year 2023, due to their esteemed auditing works in accordance with the general auditing standard, including their contributions in terms of the auditor's opinion regarding internal control, as well as their independent auditing performance as the Company's auditor. The Board of Directors agreed with the proposal of the Audit Committee, and deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the appointment of the external auditors for 2023 from PricewaterhouseCoopers ABAS Ltd. as follows:

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|-----------------------------------|---|
| 1) Ms. Sukhumaporn Wong-ariyaporn | Certified Public Accountant No. 4843 or |
| 2) Ms. Varaporn Vorathitikul | Certified Public Accountant No. 4474 or |
| 3) Mr. Chaisiri Ruangritchai | Certified Public Accountant No. 4526 |

The 3 external auditors were not previously engaged as the Company's external auditors.

In this regard, the Board of Directors proposed to the Annual General Meeting of Shareholders to approve the audit fee for 2023 in the amount of Baht 2,600,000, which was the same rate applied in the previous year, and to acknowledge the audit fee of the Company's subsidiary in the amount of Baht 200,000. The aforesaid auditors from PricewaterhouseCoopers ABAS Ltd. did not have related interests with the Company, its subsidiaries, management, the major shareholders or any person related thereto.

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting. As there was no inquiry from the shareholders, it was proposed to the Meeting to vote to approve the appointment of the external auditors for 2023 and determination of the audit fee for 2023. In this regard, this agenda item required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution: The Meeting approved the appointment of the external auditor and determination of the audit fee for 2023, with the votes as follows:

Approved	445,319,308	votes,	equivalent to	100.00 %
Disapproved	0	votes,	equivalent to	0.00 %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Agenda Item 7 To appoint directors to replace those due to complete their terms

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535 and Article 18 of the Company's Articles of Association, at least one-third (1/3) of the total members of the directors had to retire by rotation and could be re-elected for another term. At the Annual General Meeting of Shareholders of 2023, 3 directors who were due to complete their terms were as follows:

- | | | |
|----|--------------------------|--|
| 1) | Mr. Krairit Boonyakiat | Chairman of Board of Directors/ Independent Director |
| 2) | Mr. Pichai Kojamitr | Director / Chairman of the Audit Committee/
Member of the Risk Management Committee /
Member of the Nomination and Remuneration Committee / Independent Director |
| 3) | Mr. Warapong Nandabhiwat | Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director |

The Company had invited shareholders to nominate candidates to be elected as the Company's directors in advance via the Company's website, www.sunsweetthai.com, during November 8, 2022 to December 31, 2022. However, upon the due date, no shareholders nominated any qualified persons for election as directors.

For a purpose of transparency and corporate governance, Mr. Akeera Kijthanasopha invited the 3 directors, who were due to retire by rotation, to leave the Meeting to allow the shareholders to discuss and vote freely.

The Moderator further informed the Meeting that the Nomination and Remuneration Committee undertook the nomination process by duly considering the composition of the Board (Board Skill Matrix) to ensure that qualification, knowledge, experience, and expertise of the directors were appropriate for the utmost benefit of the Company's business operations. The Nomination and Remuneration Committee (excluding directors with related interests) proposed to approve re-election of the 3 directors due to complete their terms in 2023 to retain their office for another term as follows:

- | | | |
|----|------------------------|--|
| 1) | Mr. Krairit Boonyakiat | Chairman of Board of Directors/ Independent Director |
| 2) | Mr. Pichai Kojamitr | Director / Chairman of the Audit Committee/
Member of the Risk Management Committee /
Member of the Nomination and Remuneration Committee / Independent Director |

- 3) Mr. Warapong Nandabhiwat Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director

The details of work experience, shareholding ratio and other personal information of the aforesaid directors, were as shown in the Invitation to the Meeting on page 31-33. The Board of Directors (exclusive of the directors with interests on this matter) had considered that the nominated persons had passed the scrutiny process of the Nomination and Remuneration Committee that they were qualified for the Company's business operations. Therefore, it was appropriate to approve the appointment of 3 directors who would retire by rotation to be re-elected as directors and other positions for another term.

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting. As there were no further questions or comments, it was proposed that the Meeting vote to appoint directors to replace those due to complete their terms. In this regard, this agenda item required a majority vote of the shareholders who attended the Meeting and cast their votes. The appointment would be made individually.

Resolution: The Meeting approved the appointment of 3 retiring directors in 2023 to be re-elected as directors and other positions for another term, namely, 1) Mr. Krairit Boonyakiat 2) Mr. Pichai Kojamitr, and 3) Mr. Warapong Nandabhiwat, with the votes as follows:

7.1 Mr. Krairit Boonyakiat

Approved	445,062,958	votes,	equivalent to	100.00 %
Disapproved	0	votes,	equivalent to	0.00 %
Abstained	256,350	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

7.2 Mr. Pichai Kojamitr

Approved	445,319,308	votes,	equivalent to	100.00 %
Disapproved	0	votes,	equivalent to	0.00 %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

7.3 Mr. Warapong Nandabhiwat

Approved	442,719,308	votes,	equivalent to	100.00 %
Disapproved	0	votes,	equivalent to	0.00 %
Abstained	2,600,000	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Mr. Akeera Kijthanasopha then invited the 3 Directors to come back to the meeting room after the voting on this agenda item was completed.

Agenda Item 8 To approve the remuneration of the directors for 2023

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535 and Article 32 of the Company's Articles of Association, the Company's directors were eligible to receive remuneration from the Company in the form of reward, meeting allowance, allowance, bonus or in other forms of benefits as determined by Articles of Association or the shareholders' meeting.

The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee, considering the propriety of the remuneration of the directors and subcommittee by taking into account the duties and responsibilities of the directors and comparing them with the same industry and with similar size of business, and deemed appropriate to propose to the Annual General Meeting to approve the remuneration of the directors and subcommittees for 2023 as shown in the Invitation to the Meeting on page 6-7 as follows:

1. Directors Meeting Allowance

Position	Meeting Allowance (Baht/Person/Time)		
	2021	2022	2023
Board of Directors			
- Chairman of the Board	65,000	65,000	65,000
- Director	30,000	30,000	30,000
Audit Committee			
- Chairman of the Audit Committee	20,000	20,000	20,000
- Member of the Audit Committee	15,000	15,000	15,000
Nomination and Remuneration Committee			
- Chairman of the Nomination and Remuneration Committee	20,000	20,000	20,000
- Member of the Nomination and Remuneration Committee	15,000	15,000	15,000
Risk Management Committee			
- Chairman of the Risk Management Committee	20,000	20,000	20,000
- Member of the Risk Management Committee	15,000	15,000	15,000
Executive Committee			
- Chairman of the Executive Committee	20,000	20,000	20,000
- Member of the Executive Committee	15,000	15,000	15,000

2. Bonus

Directors were entitled to a bonus at the following rate, computed based on the net profit after the deduction of the legal reserve. The Nomination and Remuneration Committee would determine the appropriate amount for each round of bonus payment and propose such to the Board of Directors for approval.

Rate of Bonus Computed based on Net Profit after Legal Reserve Deduction		
2021	2022	2023
not exceeding 2%	not exceeding 2%	not exceeding 2%

3. Other Benefits

None.

Remark:

- Directors who were involved in the management and operations of the Company and received salaries, shall not be entitled to receive the abovementioned meeting allowance.
- The meeting allowance of the directors for 2023 shall not exceed a total amount of Baht 3,000,000.

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting. As there were no questions or comments, it was proposed that the Meeting vote to approve the remuneration of the directors for 2023. In this regard, this agenda item required not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting.

Resolution: The Meeting approved the remuneration of the directors for 2023 with the votes as follows:

Approved	445,319,308	votes,	equivalent to	100.00	%
Disapproved	0	votes,	equivalent to	0.00	%
Abstained	0	votes,	equivalent to	0.00	%
Voided	-	votes,	excluded from calculation		

Agenda Item 9 To approve an amendment of the Articles of Association to be in line with the amendment of the Public Limited Companies Act (No. 4), B.E. 2565 (2022) and announcements of the Department of Business Development, relating to the amendment of the Act

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha reported to the Meeting that the Board deemed appropriate to propose to the Annual General Meeting of Shareholders to approve amendment and addition of the Articles of Association in a total of 12 items to be in line with the amendment of the Public Limited Companies Act (No. 4), B.E. 2565 (2022) and announcements of the Department of Business Development, Ministry of Commerce, relating to the amendment of the Act as follows:

To amend:

- Section 4, Clause 22, 25, 26, 27, and 28
- Section 5, Clause 34, 35, 36, 38, 48 and 50

To add:

- Section 5, Clause 39

In this regard, details of the amendments are as follows:

Current Articles of Association	Proposed Amendment of Articles of Association
<p>Clause 22. In the case that the whole board of directors vacates office, the retired board of directors shall remain in office as acting directors to conduct the business of the company as necessary until the new board of directors takes office, unless ordered otherwise by the court in a case where the board of directors vacates the office by the court order.</p> <p>The retired board of directors shall call for a shareholders' meeting to elect a new board of directors within one (1) month after the date of retirement, by sending the notice of meeting to shareholders not less than fourteen (14) days prior to the date of the meeting and publish the notice in a newspaper not less than three (3) days prior to the date of the meeting for at least three (3) consecutive days</p>	<p>Clause 22. In the case that the whole board of directors vacates office, the retired board of directors shall remain in office as acting directors to conduct the business of the company as necessary until the new board of directors takes office, unless ordered otherwise by the court in a case where the board of directors vacates the office by the court order.</p> <p>The retired board of directors shall call for a shareholders' meeting to elect a new board of directors within one (1) month after the date of retirement, by sending the notice of meeting to shareholders not less than fourteen (14) days prior to the date of the meeting and publish the notice in a newspaper or electronic media in accordance with the relevant laws and regulations for at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In the case that the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</p>
<p>Clause 25. The meeting of the board of directors shall be held at least three (3) times a month.</p>	<p>Clause 25. The meeting of the board of director shall be held at least <u>once (1) every three (3) months.</u></p>
<p>Clause 26. The meeting of the board of directors shall be held in the locality in which the office of the company is situated or a neighboring province or Bangkok or at another place determined by the chairman of the board or any person authorized by the chairman of the board, or the chairman of the board may determine that the meeting be held by electronic media.</p>	<p>Clause 26. The meeting of the board of directors shall be held in the locality in which the <u>head</u> office of the company is situated or a neighboring province or Bangkok or at another place <u>in the Kingdom of Thailand</u> determined by the chairman of the board or any person authorized by the chairman of the board, <u>or the meeting may be operated by electronic media in accordance with the laws on electronic meetings. In such event, the location of the company's head office shall be deemed as the place of meeting.</u></p>
<p>Clause 27. In summoning a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman of the board or any person authorized by the chairman of the board shall send the notice of meeting to the directors not less than seven (7) days prior to the meeting date. Unless where it is necessary or urgent to</p>	<p>Clause 27. <u>The chairman of the board shall call for the meeting of the board of directors.</u></p> <p>In summoning a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman of the board or any person authorized by the chairman of the board shall send the notice</p>

Current Articles of Association	Proposed Amendment of Articles of Association
<p>preserve the rights or benefits of the company, the meeting may be called by other methods and an earlier meeting date may be chosen. In a case where such meeting will be held by electronic media, the company may send the notice of meeting and supporting documents by electronic mail.</p> <p>In a case that two (2) or more directors request the calling of the meeting of the board of directors, the chairman of the board shall proceed to call for a meeting of the board of directors to be held within fourteen (14) days as from the date of receipt of such request.</p>	<p>of meeting to the directors not less than <u>three (3) days</u> prior to the meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the company, the meeting may be <u>called by electronic means or any other means</u> and an earlier meeting date may be chosen. In a case <u>that the directors requested or gave consent to the delivery of notices or documents by electronic means, the chairman of the board or any person authorized by the chairman of the board may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p> <p><u>In case it is necessary or urgent to preserve the rights or benefits of the company, two (2) or more directors may jointly request the chairman of the board to call for a meeting of the board of directors whereby the subjects and reasons for calling for such meeting shall be stated in such request for the meeting to consider. In this regard, the chairman of the board shall proceed to call for a meeting to be held within fourteen (14) days as from the date of receipt of such request.</u></p> <p><u>In the case that the chairman of the board does not perform according to the third paragraph, the directors who have requested the meeting of the board of directors may jointly call for the meeting of the board of directors, for the consideration of the requested matter, to be held within fourteen (14) days as from the date of completion of the period under the third paragraph.</u></p> <p><u>In the case that there is no chairman of the board for any reasons, the vice-chairman of the board shall call for the meeting of the board of directors. In the case that there is no vice-chairman of the board for any reasons, two (2) or more directors may jointly call for the meeting of the board of directors.</u></p>
<p>Clause 28. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum.</p>	<p>Clause 28. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum. <u>In the case that the meeting is held by electronic media,</u></p>

Current Articles of Association	Proposed Amendment of Articles of Association
	<u>it shall comply with relevant laws and regulations.</u>
<p>Clause 34. The meeting of shareholders shall be held in the locality in which the head office of the company is situated or a neighboring province or Bangkok or at another place determined by the board of directors or any person authorized by the board of directors, or the board of directors may determine that the meeting be held by electronic media.</p>	<p>Clause 34. The meeting of shareholders shall be held in the locality in which the head office of the company is situated or a neighboring province or Bangkok or at another place determined by the board of directors or any person authorized by the board of directors, <u>or the meeting may be held by electronic media in accordance with the laws on electronic meetings. In the case that the meeting is held by electronic media, it shall be deemed that the location of the company's head office is the place of meeting.</u></p>
<p>Clause 35. The board of directors shall convene a general meeting of shareholders within four (4) months as from the date of fiscal year ending of the company.</p> <p>All other general meetings of shareholders shall be called extraordinary meetings.</p> <p>The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty-five (45) days from the completion of the period referred to in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The</p>	<p>Clause 35. The board of directors shall convene a general meeting of shareholders within four (4) months as from the date of fiscal year ending of the company.</p> <p>All other general meetings of shareholders shall be called extraordinary meetings.</p> <p>The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty-five (45) days from the completion of the period referred to in the third paragraph. In this case, it shall be deemed that such shareholder's <u>meeting</u> is the meeting called by the board of directors. The company shall be</p>

Current Articles of Association	Proposed Amendment of Articles of Association
<p>company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.</p> <p>In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by Article 37, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>	<p>responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.</p> <p><u>In the case that the shareholders call for an extraordinary meeting according to the fourth paragraph, the shareholders who call for the meeting may send notice of meeting to shareholders by electronic means provided that the shareholders have already sent their requests or given consent to the company or the board of directors.</u></p> <p>In the case that the quorum of the meeting convened by the shareholders' request according to the fourth paragraph cannot be formed as required by Article 37, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>
<p>Clause 36. In summoning a meeting of shareholders, regardless of attending in person or by electronic means, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting, and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar according to the Public Limited Companies Act not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper for at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In a case where such meeting will be held by electronic media, the company may send notice of meeting and supporting documents by electronic mail.</p>	<p>Clause 36. In summoning a meeting of shareholders, regardless of attending in person or by electronic means, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and, matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar according to the Public Limited Companies Act not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published <u>in a newspaper or an electronic media in accordance with the relevant laws and regulations for at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</u> <u>In a case where the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the company or the board of directors may send notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>

Current Articles of Association	Proposed Amendment of Articles of Association
<p>Clause 38. At a meeting of shareholders, specifically for attending in person, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p> <ol style="list-style-type: none"> (1) Number of shares held by the grantor; (2) Name of the proxy; (3) Meeting reference number that the proxy is granted to attend and vote. 	<p>Clause 38. At a meeting of shareholders, specifically for attending in person, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p> <ol style="list-style-type: none"> (1) Number of shares held by the grantor; (2) Name of the proxy; (3) The number of times that the proxy is granted to attend and vote. <p><u>The appointment of a proxy as mentioned in paragraph one may be made by electronic means in accordance with the relevant laws and regulations, provided that such means are safe and can be proven that the proxy has been appointed by the shareholder itself.</u></p>
	<p>Clause 39. <u>The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to change the order of the agenda by the affirmative votes of the shareholders of not less than two-thirds (2/3) of the shareholders attending the meeting.</u></p> <p><u>After the meeting has considered all agenda items specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.</u></p> <p><u>In the event that the meeting cannot complete consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders in time, and the postponement of the meeting is necessary, the meeting shall determine the place, date, and time of the next meeting and the board of directors shall send the notice of meeting specifying the place,</u></p>

Current Articles of Association	Proposed Amendment of Articles of Association
	<p><u>date, time, and agenda of the meeting to the shareholders at least seven (7) days prior to the date of the meeting. The meeting invitation shall be published in a newspaper or electronic media in accordance with the relevant laws and regulations for at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In the case that the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 48. In a case where the company wishes to reduce the amount of its registered capital, the meeting's resolution to reduce the amount of the registered capital shall be sent to the creditor(s) of the company within fourteen (14) days as from the date of the shareholders' resolution. Creditor(s) have the rights to object to the capital reduction within two (2) months from the date the notification is received. Such meeting's resolution shall be published in a newspaper within fourteen (14) days from the date of the shareholders' resolution for at least three (3) consecutive days.</p>	<p>Clause 49. In a case where the company wishes to reduce the amount of its registered capital, the meeting's resolution to reduce the amount of the registered capital shall be sent to the creditor(s) of the company within fourteen (14) days as from the date of the shareholders' resolution. Creditor(s) have the rights to object to the capital reduction within two (2) months from the date the notification is received. Such meeting's resolution shall be published in a <u>newspaper or electronic media in accordance with the relevant laws and regulations for at least three (3) consecutive days. In the case that the company's creditor(s) have requested or given consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of resolution to reduce the amount of the registered capital by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 50. The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within one (1) month from the date of the meeting of shareholders or the board of directors' votes, as the case maybe. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper for at least three (3) consecutive days.</p>	<p>Clause 51. The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within one (1) month from the date of the meeting of shareholders or the board of directors' votes, as the case maybe. <u>The notice of such dividend payment shall be sent to the shareholders and published in a newspaper or electronic media in accordance with the relevant laws and</u></p>

Current Articles of Association	Proposed Amendment of Articles of Association
	<u>regulations for at least three (3) consecutive days. In the case that the shareholders have requested or given consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of dividend payment by electronic means in accordance with the relevant laws and regulations.</u>

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting. As there was no inquiry from the shareholders, it was proposed to the Meeting to vote to approve an amendment of the Articles of Association to be in line with the amendment of the Public Limited Companies Act (No. 4), B.E. 2565 (2022) and announcements of the Department of Business Development, relating to the amendment of the Act. In this regard, this agenda item required not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting and were eligible to vote.

Resolution: The Meeting approved an amendment of the Articles of Association to be in line with the amendment of the Public Limited Companies Act (No. 4), B.E. 2565 (2022) and announcements of the Department of Business Development, relating to the amendment of the Act, with the votes as follows:

Approved	445,319,308	votes,	equivalent to	100.00 %
Disapproved	0	votes,	equivalent to	0.00 %
Abstained	0	votes,	equivalent to	0.00 %
Voided	-	votes,	excluded from calculation	

Agenda Item 10 Other matters (if any)

In accordance with Section 105, paragraph two, of the Public Limited Company Act, B.E. 2535 (1992), such prescribes that the shareholders holding the aggregate number of shares of not less than one-third (1/3) of the total number of shares sold may request the consideration at the meeting of other business in addition to that specified in the notice summoning the meeting. The Board of Directors deemed it appropriate to include this agenda item to provide opportunities for shareholders to consider other matters apart from those specified by the Board of Directors.

There were no shareholders proposing another agenda item for consideration.

At this Meeting, the Chairman gave an opportunity to shareholders to ask any additional questions. As there was no further inquiry or suggestion from the shareholders, the Chairman hereby expressed appreciation to all shareholders who attended the Meeting and declared the Meeting adjourned.

The Meeting was adjourned at 14.30 hrs.

- Signature -

(Mr. Krairit Boonyakiat)
Chairman of the Meeting