

Minutes of the 2023 Annual General Meeting of Shareholders No. 44
Conducted Through Electronic Means (E-AGM)
Univentures Public Company Limited
held on Tuesday, 17 January 2023, at 14.00 hrs.,
Through Live Broadcasting from the Meeting 2 Room, ThaiBev City Office,
20th floor, Park Ventures Ecoplex,
57, Wireless Road, Lumpini, Patumwan, Bangkok 10330

The Meeting started at 14.00 hrs.

Miss Potjaneer Thanavaranit, the Chairman of the Board of the Directors, presided as the Chairman of the Meeting (the "Chairman").

The Chairman welcomed and expressed her appreciation to all shareholders and proxies of shareholders who were attending the 2023 Annual General Meeting of Shareholders No. 44 conducted through electronic means (the "Meeting") and announced that the 2023 Annual General Meeting of Shareholders No. 44 was called in accordance with the resolution of the Board of Directors' Meeting No. 1/2022-23 of the Company, which was convened on 18 November 2022. The Company had scheduled the date to record the names of the shareholders who were entitled to attend the 2023 Annual General Meeting of Shareholders and had the right to receive the dividend payment to be on Friday, 9 December 2022 (Record Date). The Board of Directors of the Company was concerned about the health and safety of its shareholders and other stakeholders, and considered that conducting an annual general meeting of shareholders through electronics means was suitable and safe for shareholders. For this reason, the Board of Directors of the Company resolved to arrange the 2023 Annual General Meeting of Shareholders No. 44 through an electronic media platform under the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws.

The Chairman informed the Meeting that the Company's registered paid-up capital was 1,911,926,537 Baht, representing 1,911,926,537 shares with rights to attend the Meeting which there were held by 10,155 shareholders who entitled to attend the meeting. In this Meeting, there were 6 shareholders, holding a total of 12,439,500 shares, attending the Meeting in person through electronic means and 34 shareholders, holding 1,310,307,515 shares, attending the Meeting by proxy. In total, there were 40 shareholders attending the Meeting in person and by proxy, holding an aggregate number of 1,322,747,015 shares, equivalent to 69.1840% of the total number of the shares sold. In this regard, the number of shareholders attending the Meeting exceeded 25 shareholders and the number of shares held by them was more than one-third of the total number of shares sold. A quorum was thus constituted in accordance with the Company's Articles of Association.

The Chairman declared the 2023 Annual General Meeting of Shareholders No. 44 duly convened. Before the Meeting started, the Chairman introduced the directors, executives, auditors and legal advisors attending the Meeting, as follows:

Directors in attendance in the meeting room:

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| 1. Miss Potjaneer | Thanavaranit | Chairman of the Board of the Directors, Independent Director, Member of the Audit Committee and Chairman of the Remuneration and Nomination Committee |
| 2. Mr. Nararat | Limnarat | Vice Chairman of the Board of the Directors, Member of the Executive Committee and Member of the Remuneration and Nomination Committee |
| 3. Mr. Suwit | Chindasanguan | Independent Director, Chairman of the Audit Committee and Member of the Corporate Governance Committee |
| 4. Assoc Prof. Thitiphan | Chuerboonchai | Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance Committee |

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| 5. | Mr. Khumpol Poonsonee | Director, President, Member of the Executive Committee and Chairman of the Sustainability and Risk Management Committee |
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Directors in attendance through electronic means:

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| 1. | Mr. Panote Sirivadhanabhakdi | Vice Chairman of the Board of the Directors, Vice Chairman of the Executive Committee, Member of the Remuneration and Nomination Committee and Member of the Corporate Governance Committee |
| 2. | Mr. Sithichai Chaikriangkrai | Director and Member of the Executive Committee |
| 3. | Mr. Worawat Srisa-an | Director, Member of the Executive Committee and Member of the Corporate Governance Committee |

Director who did not attend the Meeting: (Due to an important business abroad)

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| 1. | Mr. Thapana Sirivadhanabhakdi | Vice Chairman of the Board of the Directors, Chairman of the Executive Committee and Member of the Remuneration and Nomination Committee |
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There were 8 directors attending this Meeting from a total of 9 directors, equivalent to 88.89% of the total number of directors.

Executives in attendance at the meeting room:

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| 1. | Mr. Bundit Muangsonkeaw | Senior Executive Vice President of Budget, Finance and Accounting |
| 2. | Mr. Korntawat Kingngoen | Executive Vice President of Industrial Business |
| 3. | Mr. Pornchai Katejinakul | Company Secretary |

Auditors in attendance through electronic means and in the meeting room:

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| 1. | Miss Nittaya Chetchotiros | Auditor from KPMG Phoomchai Audit Ltd., in attendance through electronic means |
| 2. | Miss Kanokon Phooriphanyawanit | Auditor from KPMG Phoomchai Audit Ltd., in attendance in the meeting room |

Legal Advisors in attendance at the meeting room:

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| 1. | Miss Pratumporn Somboonpoonpol | Legal Advisor and Lawyer from Weerawong, Chinnavat & Partners Ltd. |
| 2. | Miss Thanapan Pachimsawat | Legal Advisor and Lawyer from Weerawong, Chinnavat & Partners Ltd., acting as the inspector who supervised and monitored proceedings to ensure that the Meeting and vote counting was conducted transparently in accordance with the laws and the Company's Articles of Association pursuant to principles of good corporate governance of listed companies. |

The Chairman then delegated **Mr. Pornchai Katejinakul, the Company Secretary**, to clarify the voting procedures, vote counting, and rights of shareholder in the Meeting to shareholders.

Mr. Pornchai Katejinakul shared the VDO presentation to clarify the voting procedures, vote counting, and rights of shareholder in the Meeting to the shareholders as follows:

1. For this Meeting, which was conducted through electronic means, the Company has used the electronic meeting platform system provided by Quidlab Co., Ltd. (the "**Service Provider**") whose electronic meeting control system has been certified by the Electronic Transaction Data Agency or ETDA. The shareholders can attend the meeting via computers, laptops, tablets or mobile phones. In addition, the Company has arranged for the service provider to take audio and audiovisual recordings of the meeting in video format throughout the live broadcast period of the Meeting and also retain electronic traffic data of attendees as legal evidence.

2. The Company has sent an e-mail informing the username and password, weblink along with the procedures for attending the meeting via electronic media and manual of using the electronic conferencing system to the shareholders who have already registered to attend the meeting. In this regard, the shareholders shall not disclose their username and password to other persons or login with another device at the same time. This will cause previous logins to be automatically removed from the system if the logins were made in from a second device.

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3. Regarding the voting in the Meeting, each shareholder shall have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share was equivalent to one vote.

4. In counting the votes, it will count as per each agenda item. The Company shall count the votes of the shareholders and proxies attending the Meeting via electronic means order to combine them with the votes cast by shareholders as specified in proxy forms that are sent to the Company in advance prior to the Meeting. The Company shall deduct the votes against or abstentions from the total number of votes which came from the sum of the votes attending the Meeting and the votes from the proxy, whereby the remaining number shall be treated as votes of approval for that agenda item.

With respect to the vote counting, there are 3 types, as follows:

- Agenda items which shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes were Agenda Items 1, 3, 4, 5, and 7. The votes shall be calculated by only counting the votes of shareholders, who have the right to vote, to approve or disapprove the agenda items and shall not count the votes of abstention.
- The agenda item which shall be passed by the votes of no less than two-third of the shareholders attending the Meeting was Agenda Item 6. The votes shall be calculated by counting the votes of the shareholders, who attended the Meeting, to approve, disapprove, and abstain.
- The agenda item which shall be passed by the votes of no less than three-fourths of the shareholders attending the Meeting and eligible to vote was Agenda Item 8. The votes shall be calculated by counting the votes of the shareholders, who attended the Meeting, to approve, disapprove, and abstain.

In this regard, there shall be no casting of votes on Agenda Item 2 which is to acknowledge the Company's performance. For Agenda Item 5, which was to consider and approve the election of directors who are due to resign by rotation, it is requested that the Meeting to consider the election of the directors on an individual basis by applying the aforementioned voting procedures.

The Company requires that each agenda item has an allocated voting time of not less than 1 minute and will notify the Meeting in advance prior to the end of voting period.

5. For the voting procedures via the electronic conference system, the shareholders and proxies are able to cast their votes on each agenda item by selecting the icon to vote in the system and then selecting approve, or disapprove, or abstain and then clicking on the icon to submit. In this regard, during the period for vote casting of each agenda, if the shareholders or proxies do not select the relevant icon to cast their votes and press the icon to submit, it will be considered that the shareholders have resolve to approve such agenda item.

6. Any vote cast in the proxy form sent in advance to the Company in the following manner shall be considered voided:
- Proxy form with a vote casting that is more than one type of votes for the same agenda item, except the casting of votes by proxy of foreign investors who have appointed a custodian in Thailand to hold shares for safekeeping.
 - Proxy form with a vote casting that is amended or crossed out without signature of the shareholder.
 - Proxy form with a vote casting that casted votes exceeding the number of voting rights to which the shareholders are entitled.

7. Shareholders and proxies who arrived at the Meeting after the Meeting has started shall still be entitled to attend the Meeting and cast their votes, but only for the agenda items that have not yet been closed for voting.

8. In order to prevent the Meeting from waiting for the voting result of the agenda during the voting count process, the Company shall continue discussing the subsequent agenda items, and then the Company will inform the Meeting of the voting result of the preceding agenda item. When the voting result of each agenda item has been announced, it will be considered that the voting result of such agenda item has been finalized.

9. The method to ask questions and express opinions related to the agenda item. Prior to the voting on each agenda item, the Chairman in the Meeting shall give the shareholders and proxies an opportunity to ask questions and express their opinions concerning such agenda item not less than 1 minute. Shareholders and proxies in attendance can ask questions in two ways as follows:

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- Asking questions over text whereby the attendees can ask questions by select on the icon for typing questions in an inbox and then press the icon to submit into the system.
- Asking questions by using the microphone on the attendees' computers, laptops, tablets or mobile phones whereby the attendees can select the raised hand icon to express their wishes to ask questions. Once the request is granted, the attendees will be able to turn on their cameras and microphones to ask questions.

In this regard, in order for the Meeting to be concise and appropriate, the Company will consider answering questions related to the agenda item or directly related to the Company. The Company will record all questions and answers for the shareholder to acknowledge in the Minutes of the Meeting which will be published on the Company's website within 14 days from the date of the Meeting.

However, the Company has not received questions in advance from shareholders through various channels provided, including e-mail, QR Code, postal mail and fax, which the Company has informed the shareholders of the channels for submitting questions in advance in the invitation letter.

Mr. Pornchai Katejinakul further informed on how to ask questions via voice channels. When a shareholder selects the raised hand icon to express the wish to ask a question, the shareholders will be able to select the camera and microphone icons at the bottom of the screen to ask questions only when the officer has informed the Meeting of the names of shareholders entitled to ask questions. Once the shareholder have finished asking their questions, the officer will turn off camera and microphone of the shareholder in order for the directors or executives to turn on the microphones to answer questions. If a shareholder has additional questions, please select the raised hand icon in the system again.

The Chairman informed the Meeting that, in order to promote good corporate governance principles and provide equal treatments for all shareholders, before this Annual General Meeting of Shareholders, the Company had given all shareholders the opportunity to propose agenda items to be discussed in the Annual General Meeting in accordance with the criteria specified by the Company via the Company's website during the period from 1 July 2022 to 30 September 2022. However, no shareholder has proposed any agenda item to the Company.

The Chairman then conducted the Meeting in accordance with the agenda items as follows:

Agenda 1 To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders No. 43, which was convened on Friday, 14 January 2022

The Chairman proposed that Meeting consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders No. 43 which was held on Friday, 14 January 2022 and the Company had submitted the minutes thereof to the Stock Exchange of Thailand (the "SET") within the period as specified by law, as well as published the same on the Company's website: www.univentures.co.th. The details thereof were set out in Enclosure 1, Page No. 11-23 in the invitation letter. In this regard, the Board of Directors was of the view that the Minutes of the 2022 Annual General Meeting of Shareholders No. 43 had been recorded accurately, thus deemed it appropriate to propose that the Meeting certify the minutes.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of not less than 1 minute.

Once the officer of the Company notified the end of 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

In this regard, the Chairman informed the Meeting that the resolution on this agenda item shall be certified by a majority vote of the shareholders attending the Meeting and casting their votes, which the Company set the period for voting via the meeting control system through electronic means (the "E-AGM System") of not less than 1 minute. Mr. Pornchai Katejinakul would remind the Meeting 15 seconds in advance prior to the end of voting period.

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After due consideration, the Meeting resolved to certify the Minutes of the 2022 Annual General Meeting of Shareholders No. 43, which was held on Friday, 14 January 2022, by a unanimous vote of the shareholders who attended the Meeting and voted, as follows:

Approved	Number	1,322,775,016	Votes	Equivalent to	100.0000%
Disapproved	Number	-	Vote	Equivalent to	-
Abstained	Number	1	Vote		
Voided ballots	Number	-	Vote		

Remark: On this agenda, there were 4 additional shareholders attending the Meeting, representing 28,002 shares, resulting in the total number of shareholders attending the Meeting being 44 persons, representing a total of 1,322,775,017 shares, equivalent to 69.1855% of the total number of issued shares of the Company.

Agenda 2 To acknowledge the Company's performance for the fiscal year ended 30 September 2022

The Chairman proposed that the Meeting acknowledge the Company's performance for the fiscal year ended 30 September 2022. The Chairman delegated **Mr. Khumpol Poonsonee, the President, and Mr. Bundit Muangsornkeaw, Senior Executive Vice President of Budget, Finance and Accounting**, to report on the performance of the Company to the Meeting.

Mr. Bundit Muangsornkeaw, reported on the Company's performance for the fiscal year ended 30 September 2022 to the Meeting summarized as follows:

- According to the performance for the fiscal year ended 30 September 2022, the Company's total revenue was 15,270 million Baht, an increase of 11,842 million Baht or 346%. It is a revenue derived from business investment consisting of power plant business and commercial refrigerator business, totaling 9,481 million Baht; income from real estate development and related businesses, totaling 3,970 million Baht, an increase of 112%; and revenue from industrial business amounting to 1,812 million Baht, an increase of 29%. Total costs were 13,038 million Baht, an increase of 10,310 million Baht; and the net profit attributable to the Company was 168 million, an increase of 456%. This figure, however, comprised an unrealized foreign exchange loss of 333.5 million Baht and one-time investment expenses of 74.4 million Baht, as detailed in the section titled "Management Discussion and Analysis" on Page No. 107-109 of Form 56-1 One Report Year 2022.

- The Company's financial position as of 30 September 2022, the total assets were valued at 39,633 million Baht, an increase of 22,682 million Baht. The Company's current assets amounting to 17,439 million Baht, most of them were real estate projects developed for sale totaling 9,670 million Baht, a decrease of 1,143 million Baht from the transfer of real estate to recognize revenue from ANIL Sathorn, DENIM Chatuchak, CIELA Charan 13 Station, De LAPIS Charan 81, and other projects and deposits at financial institutions totaling 2,223 million Baht in accordance with the loan agreement conditions. As for the non-current assets totaled 22,194 million Baht, an increase of 20,139 million Baht, with the majority of them being land, buildings, and equipment from the investment of power plants and Patana Intercool Co., Ltd., a manufacturer of commercial refrigerators, worth 12,830 million Baht in total.

- The Company has total liabilities of 26,133 million Baht, divided into current liabilities of 11,133 million Baht. The majority of these liabilities are project loans from the power plant business, although some of them are accounted for as long-term liabilities; debentures due in June 2023. For the Company's non-current liabilities of 14,999 million Baht are loans from the power plant business and shareholders' equity of 13,499 million Baht, resulting in a debt-to-equity ratio of 1.94 times and an interest-bearing debt to equity ratio of 1.57 times for the Company. However, the Company is proceeding with financial restructuring.

Mr. Khumpol Poonsonee, the President, presented the business guidelines based on the Company's investment strategy in the fiscal year 2022, as well as a business plan to create continuous growth for the Company in 2023 to shareholders for acknowledgment, summarized as follows:

- In the fiscal year 2022, the Company operated its business with regard to the principles of good corporate governance. The Company received a full score of 100 in the 2022 Quality Assessment Project of the Annual General Meeting of Shareholders from the Thai Investors Association and obtained 2022 Corporate Governance Survey results of

Thai Listed Companies by the Thai Institution of Directors at excellent level of 5 stars for 7 years consecutively. The Company was also given a corporate credit rating by TRIS Rating Company Limited at the BBB+ level (Stable Outlook), stable from the previous year.

In addition, the Company conducts the assessment for Business, Environmental, and Corruption risks by supervising internal audits according to the work plan, requiring departments and subsidiaries to assess risks regularly to prevent fraud and corruption in the business process. This includes promoting the various activities to raise awareness of personnel and to understand and be able to apply the anti-corruption guidelines in their works properly, such as organizing training for new employees, organization of knowledge review and annual tests, and dissemination of knowledge media. In this regard, the Board of Directors Meeting No. 6 which was held in September 2022 approved the addition of rules on conflicts of interest and protection of employees who reject corruption to the anti-corruption policy in order to improve the efficiency of the Company group's anti-corruption procedures. The Company is currently preparing to renew its participation in the Thai Private Sector Collective Action Coalition Against Corruption, which is expected to be completed by March 2023.

○ With regard to the product development of the Company in 2022, Grand Unity Development Company Limited, a subsidiary which developed the ANIL Sathorn Condominium, has received WELL Certified at the GOLD level from the International WELL Building Institute, which is Thailand's first international standard certification for residential projects that provide well-being for both residents and society.

Regarding investment strategy, the Company aims to balance revenue from the businesses in which it has invested over the past year. This is a diversification strategy by increasing diversification and maintaining a balance in the Company's investment structure (Balance Investment Portfolio) in order to generate income from the development and sale of real estate projects as well as recurring income from other businesses in which the Company has invested. Furthermore, the Company has adopted a transformation strategy or organizational reform to align with business changes by focusing on creating a corporate culture of High Value People to develop the potential of the personnel that the Company invests in and develops business with strategic partners with the objective of continuously creating returns and sustainable.

○ The Company's business structure after investment restructuring over the past year can be divided into two main parts:

(1) **Investment Business**, consisting of:

● Stonehenge Inter Public Company Limited ("STI"), a company listed in the SET which operates construction control consultant. This includes the projects in the private sector operated by STI and projects in the public sector operated by the Asian Engineering Consultants Co., Ltd., a subsidiary of STI. At present, the Company holds 26.12% of STI's shares. STI's total income in the first 9 months of 2022 was approximately 1,247 million Baht;

● Univentures BGP Company Limited ("UVBGP"), in which the Company and B.Grimm Power Public Company Limited hold 55% and 45% of shares respectively to jointly operate energy and power plant business, invested in Eastern Cogeneration Co., Ltd. in December 2021. As a result, UVBGP acquired shares in PPTC Company Limited and SSUT Company Limited, both of which operate Cogeneration power plants in Lat Krabang Industrial Estate, Bangkok, and Bangpoo Industrial Estate, Samut Prakan Province, respectively. In 2022, the power plants generated a total revenue of around 8,400 million Baht. Furthermore, UVBGP plans to expand into other energy businesses such as energy solution business, renewable electricity business, or business concerning electric automobile; and

● Patana Intercool Co., Ltd. ("PIC"), the country's leading integrated commercial refrigerator manufacturer and distributor under the PIC trademark. PIC also provides services including OEM (Original Equipment Manufacturer) and designing and manufacturing refrigerators and kitchen equipment used in stores for business operators at all sizes of business. In 2022, the total revenue of PIC was approximately 1,010 million Baht. At present, the Company holds 60% of PIC shares.

(2) **Operating Business**, consisting of:

● Real estate business operated by Grand Unity Development Company Limited, a developer of condominiums under various brands. At present, there are nine condominiums which are opening and ready to be

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transferred to the customers, with a total project value of 5,282 million Baht. In 2023, there will be two condominiums which will be constructed and ready to be transferred to the customers, namely Blue Sukhumvit 105 and Blue Paholyothin 35, with a total project value of 1,630 million Baht, along with a new launch of one condominium namely Blue Sukhumvit 89 with project value of 940 million Baht; and

- Real estate-related business, namely:

- Lertrattakarn Property Development Co., Ltd., the developer of TPLACE office building project, which is a 12-floor office building with approximately 13,690 square meters, with an investment value of 1,430 million baht. The building is located on a shopping mall of Central Group in Soi Thonglor 4, which the development is now completed and available for tenants to decorate the premises in February 2023.

- Senses Property Management Company Limited, is the developer which manages residential and commercial real estate projects, including condominiums, apartments, and office buildings. Currently, there are 25 projects under the management; and

- Forward System Company Limited and Ahead All Company Limited, both of which are distributors and service providers of automatics building control system, security system, and access control system;

- Industrial Business, namely Thai-Lysath Company Limited, which produces Zinc Oxide powder with the biggest market share in Thailand at approximately 36% (according to revenue in 2021 compared with other competitors).

- Revenue structure of the Company Group in the fiscal year 2022 was 15,270 million Baht; 62.00% derived from investment businesses, 26.00% from the real estate and real estate-related businesses, and 12.00% from the industrial businesses. The Company, expects that the revenue in the fiscal year 2023 will be increased; 69.00% derived from the investment businesses, 20.00% derived from the real estate and real estate-related businesses, and 11.00% derived from the industrial businesses.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of not less than 1 minute.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

The Chairman then informed the Meeting that, as this agenda was only for acknowledgement, no voting was required.

Agenda 3 To consider and approve the audited financial statements for the fiscal year ended 30 September 2022

The Chairman delegated **Mr. Bundit Muangsornkeaw, Senior Executive Vice President of Budget, Finance and Accounting** to present the details of this agenda item to the Meeting.

Mr. Bundit Muangsornkeaw informed the Meeting that, to be in compliance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) and Article 38 of the Company's Articles of Association, the Board of Directors is required to prepare the statements of financial position and the profit and loss statements as at the last day of the fiscal year of the Company and to propose to the Annual General Meeting of shareholders for approval of the statements of financial position and the profit and loss statements for the year ended 30 September 2022, which the certified public accountant of the Company had reviewed and certified and the Audit Committee and the Board of Directors deemed that they had been prepared accurately and adequately in accordance with generally accepted accounting principles. The financial statements for the fiscal year ended 30 September 2022 of the Company can be downloaded via QR Code, Enclosure 2 in the invitation letter.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of not less than 1 minute.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.



The Chairman informed the Meeting that the resolution on this agenda item shall be approved by a majority vote of the shareholders attending the meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul will inform the Meeting 15 seconds in advance prior to the end of the voting period.

After due consideration, the Meeting resolved to approve the statements of financial position and the profit and loss statements for the fiscal year ended 30 September 2022, which have been audited and certified by the certified public accountant of the Company and approved by the Audit Committee and the Board of Directors, by a unanimous vote of the shareholders who attended the Meeting and voted, as follows:

Approved	Number	1,322,048,716	Votes	Equivalent to	100.0000%
Disapproved	Number	-	Vote	Equivalent to	-
Abstained	Number	726,301	Vote		
Voided ballots	Number	-	Vote		

Agenda 4 To consider and approve the dividend payment from the profits of the operational results for the fiscal year ended 30 September 2022

The Chairman delegated Mr. Budit Muangsornkeaw, Senior Executive Vice President of Budget, Finance, and Accounting to present the details on this agenda item to the Meeting.

Mr. Budit Muangsornkeaw, informed the Meeting that the Company had the policy to distribute the dividends at a rate of not less than 50% of the net profits of the consolidated financial statements after tax deduction and allocation of reserve funds. The dividend payment will depend on the investment plan's condition, the necessity and other appropriateness in the future. When the Board of Directors approve the annual dividend payment, the Board of Directors shall propose the same to the shareholders for approval, except for the interim dividend payment for which the Board of Directors has the authority to approve the payment and report to the next shareholders' meeting for acknowledgement.

According to the operational result of the Company for the year ended 30 September 2022, the Company incurred a net profit of 167,852,650 Baht with no accumulated loss and the Company's cash flow is sufficient for the dividend payment. The Company has allocated profits as legal reserves in full in accordance with the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto). The Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the dividend payment for the operational results for the year ended 30 September 2022 at the rate of 0.045 Baht per share, totaling 86,036,694 Baht, representing 51.26% of the net profits. A full amount of dividends will be paid from a profit arising from the subsidiaries' income that is exempt from tax without calculated as income to pay corporate income tax. Therefore, those who receive dividends will not receive any tax credit.

Mr. Budit Muangsornkeaw, then, presented the details of the Company's dividend payment from 2019 to present as follows:

Year of Dividend Payment	Amount Paid	Dividend Payout
2019	1,911.93 million Baht*, equal to 1.00 Baht per share	129.26%
2020	38.24 million Baht, equal to 0.020 Baht per share	61.21%
2021	30.59 million Baht, equal to 0.016 Baht per share	101.40%
2022	86.04 million Baht, equal to 0.045 Baht per share	51.26%

Remark: * Including profit received from the sale of shares of Golden Land Property Development Public Company Limited after related expenses, taxes, and legal reserves have been deducted.

In this regard, the Company will pay the dividends to the shareholders whose names appear in the share register book on Friday, 9 December 2022 (Record Date), and the dividends are scheduled to be paid on Tuesday, 7 February 2023.

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The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of not less than 1 minute.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

The Chairman informed the Meeting that the resolution on this agenda item shall be approved by a majority vote of the shareholders attending the meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of voting period.

After due consideration, the Meeting resolved to approve dividend payment from the profits of the operational results for the fiscal year ended 30 September 2022 at the rate of 0.045 Baht per share, totaling 86,036,694 Baht as proposed. The Company will pay the dividends to the shareholders whose names appear in the share register book on Friday, 9 December 2022 (Record Date) and the dividends are scheduled to be paid on Tuesday, 7 February 2023, by majority vote of the shareholders who attended the Meeting and voted, as follows:

Approved	Number	1,322,775,016	Votes	Equivalent to	100.0000%
Disapproved	Number	1	Vote	Equivalent to	-
Abstained	Number	-	Vote		
Voided ballots	Number	-	Vote		

Agenda 5 To consider and approve the election of the directors in replacement of the directors whose term will expire by rotation

The Chairman clarified to the Meeting that, the Board of Directors had taken into account the importance of the principles of corporate governance and thus granted the shareholders the opportunity to propose the names of persons deemed qualified to be elected as directors of the Company in accordance with the regulations of the Company's website from 1 July 2022 to 30 September 2022. It appeared that no shareholders had nominated any person to be considered as a director of the Company. In this regard, there are three directors who were due to retire by rotation namely Miss Potjaneer Thanavaranit, Mr. Panote Sirivadhanabhakdi, and Mr. Khumpol Poonsonee.

In order to be in compliance with the principles of good corporate governance and for the shareholders to cast their votes independently, the Chairman (Miss Potjaneer Thanavaranit), Mr. Panote Sirivadhanabhakdi, and Mr. Khumpol Poonsonee voluntarily left the Meeting prior to the consideration of this agenda item. **Mr. Nararat Limnarat, Vice Chairman of the Board of the Directors** was assigned by the Chairman to act as the chairman of the Meeting for these agenda item 5.1 – 5.3 instead.

Mr. Nararat Limnarat designated **Mr. Pornchai Katejinakul, the Company Secretary**, to inform the Meeting of the details of the agenda item 5.

Mr. Pornchai Katejinakul informed the Meeting that the Board of Directors, excluding the interested directors, had independently considered and resolved with an opinion that the 3 directors who were due to retire by rotation at this time has passed the process as determined by the Company and found that their qualifications were in accordance with the relevant regulations and they were suitably qualified to operate the business of the Company. The Remuneration and Nomination Committee and the Board of Directors of the Company had carefully considered and found that they were suitably qualified to operate the business of the Company, because their qualifications were in accordance with Section 68 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto), with no prohibited characteristics to be elected as directors under the regulations of the Office of the Securities and Exchange Commission (the "SEC"), and they are possessing knowledge, capability, and experience which are beneficial for the Company Group's business operation, and advantageous for the Company. Furthermore, in their previous term of office, the three directors duly performed their duties as directors of the Company and members of the sub-committees.

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In the case of Miss Potjaneer Thanavaranit, a director who have been independent director of the Company for a period of 15 years 2 months since taking office, and in the event that the 2023 Annual General Meeting of Shareholders No. 44 approved the re-election of her to hold office as directors of the Company and member of the sub-committees for another term of 3 years and if she holds the position until the said term expires, her total term of office is 18 years 2 months. The Board of Directors has considered that Miss Potjaneer Thanavaranit who has been nominated for re-election has qualifications as an independent director and an audit committee in accordance with the regulations of the SEC and the SET, and is able to perform duties and provide opinions independently and in accordance with relevant criteria. In addition, she is also being a knowledgeable person, having expertise and experience in accounting, finance, management and legal relating to business operations of the Company's Group which is beneficial for reviewing the financial reports of the Company's Group. Furthermore, she understands and is aware of development and changes that occur in the Company Group's business operation continually, which is beneficial for monitoring various business operation results of the Company Group efficiently.

In this regard, the Board of Directors resolved to approve as proposed by the Remuneration and Nomination Committee to propose that the Annual General Meeting of Shareholders to consider and approve the re-election of all three directors who retired by rotation to serve as directors and sub-committees for another term as follows:

- (1) Miss Potjaneer Thanavaranit, Chairman of the Board of Directors, Independent Director, Member of the Audit Committee and Chairman of the Remuneration and Nomination Committee;
- (2) Mr. Panote Sirivadhanabhakdi, Vice Chairman of the Board of Directors, Vice Chairman of the Executive Committee, Member of the Remuneration and Nomination Committee, and Member of the Corporate Governance Committee; and
- (3) Mr. Khumpol Poonsonee, Director, Member of the Executive Committee and Chairman of the Sustainability and Risk Management Committee.

The profiles and relevant information of three directors who were due to retire by rotation, as well as the definitions of independent director are set out in Enclosure 3, Page No. 25-33 in the invitation letter.

Then, Mr. Pornchai Katejinakul designated Mr. Nararat Limnarat, Vice Chairman of the Board of the Directors to continue the Meeting.

Mr. Nararat Limnarat informed the Meeting that the three directors who are due to retire by rotation are regarded as important persons of the Company; Miss Potjaneer Thanavaranit, who holds the position of an Independent Director and the Chairman of the Board of Directors; Mr. Panote Sirivadhanabhakdi, who is a representative of major shareholder; and Mr. Khumpol Poonsonee, who is the Company's President. In this regard, in order to be in compliance with the principles of good corporate governance, the Company then gave the opportunity to shareholders to inquire and vote on this Agenda 5 to consider and approve the election of the directors individually to replace those who were due to retire by rotation.

Agenda 5.1 To consider and approve the re-election of Miss Potjaneer Thanavaranit to hold office as a director of the Company and member of sub-committees for another term

Mr. Nararat Limnarat gave the shareholders an opportunity to express their opinions or raise questions with respect to Miss Potjaneer Thanavaranit for a period of not less than 1 minute.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

Mr. Nararat Limnarat, then, informed the Meeting that the resolution on this agenda item shall be approved by a majority vote of the shareholders attending the meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of the voting period.

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Agenda 5.2 To consider and approve the re-election of Mr. Panote Sirivadhanabhakdi to hold office as a director of the Company and member of sub-committees for another term

Mr. Nararat Limnarat gave the shareholders an opportunity to express their opinions or raise questions with respect to Mr. Panote Sirivadhanabhakdi for a period of not less than 1 minute.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

Mr. Nararat Limnarat, then, informed the Meeting that the resolution on this agenda item shall be approved by a majority vote of the shareholders attending the meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of the voting period.

Agenda 5.3 To consider and approve the re-election of Mr. Khumpol Poonsonee to hold office as a director of the Company and member of sub-committees for another term

Mr. Nararat Limnarat gave the shareholders an opportunity to express their opinions or raise questions with respect to Mr. Khumpol Poonsonee for a period of not less than 1 minute.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

Mr. Nararat Limnarat, then, informed the Meeting that the resolution on this agenda item shall be approved by a majority vote of the shareholders attending the meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of the voting period.

After due consideration, the Meeting resolved to approve the re-election of those three directors, (1) Miss Potjane Thanavaranit, (2) Mr. Panote Sirivadhanabhakdi, and (3) Mr. Khumpol Poonsonee, who were due to retire by rotation to hold office as directors of the Company and members of the sub-committee for another term, by majority vote of the shareholders who attended the Meeting and voted, as follows:

1. Miss Potjane Thanavaranit, Chairman of the Board of Directors, Independent Director, Member of the Audit Committee and Chairman of the Remuneration and Nomination Committee

Approved	Number	1,322,456,606	Votes	Equivalent to	99.9759%
Disapproved	Number	318,410	Votes	Equivalent to	0.0241%
Abstained	Number	1	Vote		
Voided ballots	Number	-	Vote		

2. Mr. Panote Sirivadhanabhakdi, Vice Chairman of the Board of Directors, Vice Chairman of the Executive Committee, Member of the Remuneration and Nomination Committee, and Member of the Corporate Governance Committee

Approved	Number	1,322,239,816	Votes	Equivalent to	99.9595%
Disapproved	Number	535,200	Votes	Equivalent to	0.0405%
Abstained	Number	1	Vote		
Voided ballots	Number	-	Vote		

3. Mr. Khumpol Poonsonee, Director, Member of the Executive Committee and Chairman of the Sustainability and Risk Management Committee.

Approved	Number	1,322,710,416	Votes	Equivalent to	99.9951%
Disapproved	Number	64,600	Votes	Equivalent to	0.0049%
Abstained	Number	1	Vote		
Voided ballots	Number	-	Vote		

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Mr. Nararat Limnararat thanked the shareholders for their votes to re-elect Miss Potjaneer Thanavaranit, Mr. Panote Sirivadhanabhakdi, and Mr. Khumpol Poonsonee to be the Company's directors and members of sub-committees for another term. Mr. Nararat Limnararat, then, invited the three directors to return to the meeting and invited the Chairman, Miss Potjaneer Thanavaranit, to proceed with the next agenda.

Agenda 6 To consider and approve the directors' remuneration for the fiscal year 2023

The Chairman assigned Mr. Khumpol Poonsonee, the President, to present the details to the Meeting.

Mr. Khumpol Poonsonee, informed the Meeting that the Company has in place a clear and transparent remuneration policy for the Board of Directors and the sub-committee members. The remuneration is set at appropriate rate comparable to those of the same industry in the same size of business and is suitable for the duties and responsibilities of each director. The directors assigned to perform the duties in the sub-committees are entitled to receive additional remuneration as a result of the increased responsibilities. The Remuneration and Nomination Committee will consider preliminary remuneration and propose such information to the Board of Directors Meeting for consideration before proposing the same to the Annual General Meeting of Shareholders for approval.

The Board of Directors has considered and resolved to approve as per the Remuneration and Nomination Committee's recommendation and agree to propose to the Annual General Meeting of Shareholders to consider and approve that the remuneration for the Board of Directors and sub-committees for the fiscal year 2023, when calculated together with the extra remuneration (if any), shall not exceed 12,000,000 Baht, which the total amount is equal to that of the fiscal year 2022. For the extra remuneration, the Remuneration and Nomination Committee shall appropriately allocate by considering the obligation, responsibilities and benefits received for their performance by directors.

The remuneration rates for the Board of Directors and the sub-committee members for the fiscal year 2023 compared to that of the fiscal year 2022 are as follows:

Remuneration for	Fiscal Year 2022 (Previous year) (1 October 2021 – 30 September 2022)		Fiscal Year 2023 (Proposed year) (1 October 2022 – 30 September 2023)	
	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)
1. Board of Directors				
- Chairman	35,000	25,000	35,000	25,000
- Director (per person)	25,000	20,000	25,000	20,000
2. Audit Committee				
- Chairman	40,000	-	40,000	-
- Director (per person)	30,000	-	30,000	-
3. Executive Committee*				
- Chairman	25,000	-	25,000	-
- Director (per person)	20,000	-	20,000	-
4. Remuneration and Nomination Committee				
- Chairman	-	22,000	-	22,000
- Director (per person)	-	18,000	-	18,000
5. Corporate Governance Committee				
- Chairman	-	22,000	-	22,000
- Director (per person)	-	18,000	-	18,000
Total remuneration (including extra remuneration)	Not exceeding 12,000,000 Baht		Not exceeding 12,000,000 Baht	
6. Other benefits	None		None	

Remarks: *The Executive Committee who is executive of the Company shall not be entitled to the remuneration.

The remuneration for the Board of Directors and the sub-committee that was paid in the fiscal year 2022 comprised a total of 11,000,000 Baht which did not exceed the limit being approved by the 2022 Annual General Meeting of Shareholders, whereby Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi declared their intentions not to receive the extra remuneration for the fiscal year 2022 payable to the Company's directors. The details of the directors' remuneration on an individual basis for the fiscal year 2022 are set out on Page No. 151 of Form 56-1 One Report Year 2022.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of not less than 1 minute.

Once the officer informed the end of the 1 minute period, it appeared that shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

The Chairman informed the Meeting that the resolution on this agenda item shall be approved by a vote of not less than two-thirds of the shareholders attending the meeting which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of voting period.

After due consideration, the Meeting resolved to approve the determination of the remuneration of the directors and the sub-committee members for the fiscal year 2023, when calculated together with the extra remuneration (if any), shall not exceed 12,000,000 Baht, by a vote of no less than two-third of the total votes of shareholders who attended the Meeting, as follows:

Approved	Number	1,322,456,616	Votes	Equivalent to	99.9759%
Disapproved	Number	318,401	Vote	Equivalent to	0.0241%
Abstained	Number	-	Vote	Equivalent to	-
Voided ballots	Number	-	Vote		

Agenda 7 To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2023

The Chairman delegated **Mr. Suwit Chindasanguan, Chairman of the Audit Committee**, to present the details to the Meeting.

Mr. Suwit Chindasanguan informed the Meeting that, in order to be in compliance with Section 120 of Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) and Article 35 of the Articles of Association of the Company which provided that an annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the auditor of the company every year. In this regard, The Board of Directors, as proposed by the Audit Committee, deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of the auditors from KPMG Phoomchai Audit Ltd. ("KPMG") to be the auditor of the Company for the fiscal year 2023. Since in the previous year, the auditors from KPMG had performed their duties with responsibility and were able to complete the review and audit of the financial statements in a timely manner and showed independence in auditing and giving opinions on the Company's financial statements. Furthermore, this audit firm is also domestically and internationally recognized, and having a team possessing the necessary standards and experience in auditing financial statements. In this regard, one of the following auditors shall be assigned to audit and give opinions on the Company's financial statements for the fiscal year 2023.

- | | | | |
|-----|---------------|-------------------|--|
| (1) | Miss Nittaya | Chetchotiros | Certified Public Accountant No. 4439 and/or |
| (2) | Mr. Eakasit | Chuthamasathit | Certified Public Accountant No. 4195 and/or |
| (3) | Miss Kanokon | Phooriphanyawanit | Certified Public Accountant No. 10512 and/or |
| (4) | Miss Nadsasin | Wattanapaisal | Certified Public Accountant No. 10767 |

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In case the auditors abovementioned are unable to perform their duties, KPMG shall provide its other certified public accountants to audit, review and express opinion on the Company's financial statement. In this regard, KPMG and the auditors in the above list neither have any relationship with nor interests in the Company, its subsidiaries, executives, major shareholders, or anyone related person thereto. Therefore, they possess independence in auditing and giving opinions on the Company's financial statements. In this regard, no auditors have signed the auditor's report for a period of over the period specified under the criteria of the relevant notifications. The backgrounds, experiences and qualifications of the 4 auditors are shown in Enclosure 5, Page No. 35-39, which the Company had already delivered to the shareholders together with the invitation letter.

The Audit Committee approved the determination of the audit fee for the fiscal year 2023 in the amount of 900,000 Baht, increased from the audit fees for the fiscal year 2022 of 50,000 Baht. Such audit fee excludes non-audit fees which, if any, will be paid on an actual basis by the Company.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of not less than 1 minute.

Once the officer informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

The Chairman informed the Meeting that the resolution on this agenda item shall be approved by a majority vote of the shareholders attending the meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of the voting period.

After due consideration, the Meeting resolved to approve the appointment of the auditors and the determination of the audit fee for the fiscal year 2023, as follows:

1. Approved the appointment of Miss Nittaya Chetchotiros, Certified Public Accountant No. 4439 and/or Mr. Eakasit Chuthammasathit, Certified Public Accountant No. 4195 and/or Miss Kanokon Phooriphanyawanit, Certified Public Accountant No. 10512 and/or Miss Nadsasin Wattanapaisal, Certified Public Accountant No. 10767 of KPMG Phoomchai Audit Ltd., to act as the auditors of the Company for the fiscal year 2023. In this regard, one of the aforementioned auditors will audit, review and give opinions on the Company's financial statements for the fiscal year 2023 and if the auditors abovementioned are unable to perform their duties, KPMG shall provide its other certified public accountants to audit, review and express opinions on the Company's financial statements; and

2. Approved the determination of the audit fee for the fiscal year 2023, in the total amount of 900,000 Baht.

The Meeting considered and resolved by majority vote of the shareholders who attended the Meeting and voted, as follows:

Approved	Number	1,322,775,016	Votes	Equivalent to	100.0000%
Disapproved	Number	1	Vote	Equivalent to	-
Abstained	Number	-	Vote		
Voided ballots	Number	-	Vote		

Agenda 8 To consider and approve the additional amount for the issuance and offering of debentures not exceeding 9,000 million Baht, combining the original amount of debentures which approved by the shareholder meeting not exceeding 14,000 million Baht

The Chairman designated Mr. Bundit Muangsonkeaw, Senior Executive Vice President of Budget, Finance and Accounting to present the details on this agenda item to the Meeting.

Mr. Bundit Muangsonkeaw informed the Meeting that the purpose for the issuance and offering of additional debentures in the amount not exceeding 9,000 million Baht is increasing funding sources with fixed financial costs of the Company Group for loan repayment, financial restructuring and investment expansion of the Company and its subsidiaries in accordance with the financial restructuring strategy and investment expansion plan.

Blk.

In this regard, the Board of Directors has considered that the issuance and offering of such additional debentures is appropriate and beneficial to the Company as it is an alternative form of fund raising that helps reduce financial costs of the Company Group and will mitigate the impact of interest rate increases in the future. This will help the Company Group to have a source of funds with fixed financial costs to support financial structuring and business expansion and the investments of the Company and its subsidiaries as planned. The Board of Directors therefore deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve as the following;

(1) the issuance and offering of additional debentures in the amount not exceeding 9,000 million Baht. When combined with the original amount approved at the 2019 Annual General Meeting of Shareholders in an amount not exceeding 5,000 million Baht, the total amount of debentures shall be not exceeding 14,000 million Baht; and

(2) the appointment of the Board of Directors and/or Executive Committees and/or the person(s) appointed by the Board of Directors with full power and authority to perform any acts relating to and/or in connection with the issuance and offering of the debentures. The details of the additional amount for the issuance and offering of debentures and the authorization related to the debentures are as follows:

The details of the additional amount for the issuance and offering of debentures

Type of Debentures	All types of debentures, specified or unspecified, secured and/or unsecured, with or without representative of debenture holders, subordinated or unsubordinated, depending on market condition at the time of each issuance and offering and other related factors.
Amount of Additional Debentures	In the amount of not exceeding 9,000 million Baht. When combined with the original amount of debentures approved by 2019 Annual General Meeting of Shareholders, the amount shall be of not exceeding 5,000 million Baht, whereby the total principal amount will be of not exceeding 14,000 million Baht. Debentures where be offered in whole or in part and/or as a program, and the Company is entitled to issue the debenture to replace the previous debentures, which will be redeemed (revolving) on the same day. The total amount of all outstanding debentures which are issued by the Company but have not been redeemed, at any time, shall not exceed the said principal amount.
Currency	Thai Baht and/or its equivalent amount in other currencies subject to the exchange rate at each period of debenture issuance and offering.
Interest Rate	Depending on market conditions at the time of offering.
Debenture maturity	Not over 10 years from the date of each debenture issuance. This shall also be subject to notifications of the Capital Market Supervisory Board and/or the SEC and/or other announcements or regulations applicable at the time of issuance and offering of each debenture.
Early Redemption	Debenture holders and/or the Company may or may not have the right to redeem debentures prior to their respective maturity date, subject to the terms and conditions of each issuance.
Offering	Debentures may be issued and offered in one or several tranches, by way of public offering and/or a private placement and/or institution invertors and/or high-net worth investors and/or any persons(s) and investor(s) in accordance with definition of the relevant regulations of the SEC. Such offerings may be made domestically and/or internationally in accordance with the notifications of the SEC and/or the Capital Market Supervisory Board and/or according to announcements, ministerial regulations, rules, and other laws applicable at the time of issuance and offering of the debentures.

The details of the authorization related to the debentures

The Company requested the Meeting to authorize the Board of Directors and/or Executive Committees and/or the person(s) appointed by the Board of Directors with full power and authority to perform any acts relating to and/or in connection with the issuance and offering of the debentures, including, but not limited to, the following acts:

(1) To fix or amend any details in connection with the issuance and offering of the debentures, including, but not limited to, name, type, security (if any), issuance currency, offering amount at each issuance, maturity of the debentures, par value, selling price, interest rate, right or early redemption, allocation method, offering period, principal repayment method, offering methods, and terms and conditions etc. depending on the occasion or period that the authorized person deems it appropriate. The offering might be done in several forms, in one or several occasions.

Stc.

- (2) To perform any necessary or appropriate action for the issuance of the debentures and to appoint debenture holders' representative, and/or registrar, and/or financial advisors, and/or underwriters, and/or credit rating agencies, and/or asset appraiser, and/or legal advisor and/or any other persons in connection with the issuance and the offering of the debentures, as well as arrange for the registration of such debentures with the Thai Bond Market Association or any other secondary market.
- (3) To contact, provide information, negotiate, enter into, execute, certify, and amend documents and agreements in connection with the issuance and offering of the debentures, including, but not limited to, application for obtaining approval, prospectus, filing documents, and other documents or evidence required to be submitted to the SEC and/or any other authorities in connection with the issuance and offering of the debentures, as well as to contact, coordinate, and submit all aforementioned documentation to the office of the SEC or any other relevant authorities or persons.
- (4) To take any necessary or appropriate actions for the completion of the issuance and offering of the debentures.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for not less than 1 minute.

Mr. Pan Chudasring, a shareholder attending the meeting in person, asked the following questions by typing questions in the question box:

- (1) Please clarify the proportion of issuance of debentures for repayment of existing debentures and the Company's new investments.
- (2) Please clarify the Company's investment plan for this year and whether or not the Company has a plan to purchase additional power plants.

The Chairman assigned Mr. Bundit Muangsonkeaw to answer the question (1) and Mr. Khumpol Poonsonee to answer the question (2).


Mr. Bundit Muangsonkeaw informed the Meeting that the debentures which the redemption is due in June 2023 are worth approximately 995 million Baht. The debentures which the Company will request for approval and additional offering in the amount of not exceeding 9,000 million Bath will be used as source of funds to support the financial restructuring of the power plant business that the Company invested in the fiscal year 2022.

Mr. Khumpol Poonsonee informed the Meeting that the Company still has a policy to invest businesses or companies which have a growth potential and trends which would create sustainability for the Company. Recently the Company has studied the feasibility of investing in many projects. As for the two power plants that the Company has invested in, the Company is currently in the process of improving their efficiency along with further finding new customers to increase revenue. For the investment in new power plants, upon receiving appropriate offers, the Company is ready to study and make additional investments that are beneficial the Company in the long term.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of 1 minute.

Once the officer informed the end of 1 minute period, it appeared that no shareholders expressed any additional opinions and/or raised any questions with respect to this agenda item.

The Chairman informed the Meeting that the resolution on this agenda item shall be approved by a vote of not less than three-fourths of the shareholders attending the meeting and eligible to vote, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of voting period.

After due consideration, the Meeting resolved to approve the additional amount for the issuance and offering of debentures not exceeding 9,000 million Baht, combined with the original amount of debentures which approved by the shareholder meeting, whereby the total amount will be of not exceeding 14,000 million Baht, including the appointment of the Board of Directors and/or Executive Committees and/or the person(s) appointed by the Board of Directors with full power and authority to perform any acts relating to and/or in connection with the issuance and offering of the debentures, by a vote of no less than three-fourths of the total votes of shareholders attended the Meeting and eligible to vote, as follows: 

Approved	Number	1,322,778,016	Votes	Equivalent to	100.0000%
Disapproved	Number	1	Vote	Equivalent to	-
Abstained	Number	-	Vote	Equivalent to	
Voided ballots	Number	-	Vote		

Remark: On this agenda, there were 1 additional shareholder attending the Meeting, representing 3,000 shares, resulting in the total number of shareholders attending the Meeting being 45 persons, representing a total of 1,322,778,017 shares, equivalent to 69.1856% of the total number of issued shares of the Company.

Agenda 9 To consider other matters (if any)

The Chairman informed the Meeting that the Board of Directors gave an opportunity to the shareholders who wished to propose any other matter apart from the agenda items specified in the invitation letter, whereby the proposal of any matter shall be in accordance with the criteria and procedures as required by law and the Chairman asked the Meeting whether or not the shareholders wished to propose any other matter apart from the agenda items, or had any opinions or questions regarding the business of the Company Group.

Once the officer informed the Meeting of the end of 1 minute period, it appeared that there were no shareholders proposing any additional agenda to the Meeting for consideration.

Since there were no shareholders who proposed any other agenda item or asked any further questions, the Chairman, therefore, thanked the shareholders who dedicated their time to attend the Meeting and proposed beneficial suggestions, and then declared the Meeting duly adjourned.

The Meeting was adjourned at 15.45 hrs.

Signed Miss Potjanee Thanavaranit Chairman of the Board of the Directors/
(Miss Potjanee Thanavaranit) Chairman of the Meeting

Signed Mr. Pornchai Katejinakul Corporate Secretary/
(Mr. Pornchai Katejinakul) Minutes Taker

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