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Enclosure 1
WOW FACTOR PUBLIC COMPANY LIMITED
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Minutes of the 2022 Annual General Meeting of Shareholders
of
Wow Factor Public Company Limited

Date, time and venue of the Meeting

The 2022 Annual General Meeting of Shareholders of Wow Factor Public Company Limited (the “Company”) was held on Monday, 25th April 2022 at 10.00 a.m. In the form of electronic meeting (e-AGM) according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws, at SOMERSET RAMA 9 Bangkok Hotel, 22 Ratchadaphisek Road, Huai Khwang District, Bangkok 10320, as a location to control the meeting.

Directors attending the Meeting

- | | | |
|----|----------------------------|--|
| 1. | Ms. Yaowarote Klinboon | Chairman of the Board of Directors / Member of the Nomination and Remuneration Committee / Member of the Audit Committee / Director / Independent Director |
| 2. | Mr. Sirutt Ratanapaitoon | Director / Chief Executive Officer / (Acting) Corporate Secretary |
| 3. | Mr. Kusol Sangkananta | Director |
| 4. | Ms. Vimol Hanpanishkitkarn | Director / Chief Financial Officer |
| 5. | Mr. Sithipong Netiphat | Director |
| 6. | Mr. Jenvit Jivakulchainan | Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Director / Independent Director |
| 7. | Mr. Boonlerd lewpornchai | Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Director / Independent Director |

Legal Advisor

- | | | |
|----|-------------------------|---|
| 1. | Mr. Methas Techachukiat | Hunton Andrews Kurth (Thailand) Limited |
|----|-------------------------|---|

Auditor from Grant Thornton Company Limited

- | | |
|----|------------------------------|
| 1. | Ms. Saranya Akharamahaphanit |
| 2. | Ms. Kesanee Srathongphool |
| 3. | Mr. Kasem Chanweratham |
| 4. | Ms. Sirigarn Thanomsin |
| 5. | Ms. Wipaporn Suebsing |

Commencement of the Meeting

Mrs. Nopparat Suttikul acted as a moderator (the “**Moderator**”) of the 2022 Annual General Meeting of Shareholders (the “**Meeting**”) and informed of details about attendees of the Meeting that there were 2 shareholders attending the Meeting in person, representing 901 shares, and 35 shareholders, attending the Meeting by proxy, representing 446,505,015 shares. The total number of shareholders attending the Meeting were 37 persons, representing 446,505,916 shares and equivalent to 54.8591 percent of the total number of 813,913,390 sold shares, which constituted a quorum pursuant to Section 103 of the Public Company Limited Act B.E. 2535 (1992) and Article 32 of the Company's Articles of Association. There were directors of the Company, legal advisors, and auditors from Grant Thornton Company Limited who attended this meeting.

The Moderator informed the Meeting that due to a current situation with respect to the outbreak of Coronavirus disease (COVID-19) and a concern about the healthcare of all of the shareholders, the Company deemed appropriate to convene the shareholders' meeting in the form of electronic meeting (e-AGM) according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws. The electronic meeting system for this Meeting is belonged to OJ International Company Limited, which is a service provider for conference controlling system certified by the Electronic Transactions Development Agency.

In order to transparently and correctly cast the votes in every agenda of the Company, the Company engaged OJ International Company Limited, a service provider for conference controlling system certified by the Electronic Transactions Development Agency, to gather, collect and process the number of votes for this Meeting. Besides, in order to conduct the Meeting in accordance with the principles of good corporate governance concerning an operation of the Meeting, the Moderator informed the Meeting of practice for counting the quorum, conducting the Meeting, casting the votes, counting the votes and the submission of questions or suggestions as follows:

Quorum: According to the Article 103 of Public Limited Companies Act B.E. 2535 (1992) (including the amendments thereof) (the “**PLC Act**”) and the Article 32 of the Company's Articles of Association prescribed the rule in relation to the quorum that at least 25 shareholders and proxies attending the Meeting or not less than half of total number of shareholders who aggregately held shares in the number of not less than one-third (1/3) of the total number of sold shares in the Company shall constitute the quorum.

Conducting the Meeting: According to Section 104 of the PLC Act prescribed the rule in relation to the chairman of the Board of Directors shall be the chairman of the Meeting. If the chairman of the Board of Directors was not present at the Meeting or was unable to perform duty, the vice chairman of the Board of Directors shall be the chairman of the Meeting. If there was no vice chairman of the Board of Directors, the chairman of the Meeting shall be any of shareholders elected by the shareholders attending the Meeting.

Methods of vote casting:

1. Every shareholder shall have the number of votes equal to the number of shares held. One share was equal to one vote.
2. Vote casting in each agenda may be different. In each agenda, the Chairman or a person designated by the Chairman shall inform the Meeting before the vote casting.
3. For a convenience to count the votes, if there were no shareholders pressing “Disapproval” button or “Abstention” button and confirmation within the specified time, it shall be deemed that the Meeting resolved to approve the matter as proposed by the Chairman.

In case of shareholders casting the votes for disapproval or abstention, please press “Disapproval” button or “Abstention” button and after casting the vote please press the “Confirmation” button in order to the Company shall record the votes into the system. In this regard, the shareholders are required to cast the vote and confirm the vote within the specified time and when the voting and confirmation time is over, the staffs of OJ International Company Limited shall close the voting system for such agenda item.

After casting the votes, the shareholders were requested to return to e-meeting window in order to watch and listen to the Meeting.

In order to count all votes, the Company shall deduct the votes for disapproval or abstention or voided ballot from the total number of votes, and the remaining number of votes shall be deemed as the votes for approval.

According to Agenda 4 which was an agenda to consider approving the appointment of the directors in replacement of the directors who retire by rotation, the Company shall propose to consider the appointment of the directors on an individual basis.

4. If the shareholders granted a proxy with comments or votes in advance, the Company would count the votes based upon the shareholders’ intention to vote as granted in all respects.
5. For the proxies attending the Meeting, please examine the appointer’s instruction and cast the votes in accordance with the votes specified by the appointer.
6. The shareholders or proxies which registered for the Meeting and participated in electronic shareholders’ meeting system (e-AGM) but had not taken the votes and were not able to participate until the end of the Meeting, may press voting button and submit the votes in advance in the agendas which the Company have not proposed to the Meeting. The

Company will count those votes when it is considered in the agenda item that the shareholders have voted.

In this regard, in order to comply to the good corporate governance principle in respect of the shareholders' rights as well as to create the transparency in relation to the count of votes of this Meeting, the Company had invited Mr. Methas Techachukait, legal advisor from Hunton Andrews Kurth (Thailand) Limited to be a witness in the counting vote.

Submission of questions or suggestions

The Chairman or a person designated by the Chairman will open the opportunity to shareholders or proxies able to ask the questions related to the agenda that is considering after the moderator has informed the details of each agenda. The questions must be done by speaking only. In this regard, the shareholders and proxies who would like to submit questions or suggestion must stay on e-meeting window and press "Raise Hand" button in the Participant menu and later the staffs shall turn on the microphone for the shareholders or proxies to ask questions or give any suggestions. After the shareholders or proxies has done asking questions or giving suggestions, please press on "Lower Hand" button. In this regard the shareholders or proxies must inform name, surname and the status of being the shareholders or proxies before asking or giving suggestion.

For the questions or suggestions that the Company received in advance, the Company shall respond to questions or suggestions when the Meeting was conducted to the agenda in relation to such questions.

The moderator requested Ms. Yaowarote Klinboon, Chairman of the Board of Directors (the "Chairman") to address the opening speech.

The Chairman therefore welcomed all shareholders attending the 2022 Annual General Meeting of Shareholders of the Company in the form of electronic meeting (e-AGM). And informed that there was a quorum of shareholders attending the meeting according to the Company's Articles of Association, and opened the meeting to consider various matters according to the agenda.

Agenda 1 To acknowledge the report on the annual operational results for the fiscal year ended 31 December 2021

The Chairman informed the Meeting that the Company had summarized the past operational results together with the significant changes that had occurred during the year 2021 in the report on the annual operational results for the year 2021, for the fiscal year ended 31 December 2021, as detailed in the Annual Registration Statement / Annual Report for the Year 2021 (Form 56-1 One Report) according to Enclosure 1 of the invitation letter.

The Chairman asked Mr. Sirutt Ratanapaitoon, the Chief Executive Officer, to clarify and summary of the operational results of Company and its subsidiaries for the year 2021 and work plan in 2022 to the Meeting.

Mr. Sirutt Ratanapaitoon informed the Meeting that in 2021, Although the COVID-19 epidemic continues to have a significant impact on food businesses since 2019, the government has issued measures to control the epidemic, such as closing shops, resulting in the use of distribution channels such as delivery. However, a result of adjusting the business strategy to be in line with the New Normal era and focusing on the marketing strategies to further strengthen the brand, revenues from the Company's food businesses were 412 million baht in 2021 which increased by 203 million baht from 2020, representing a 97 percent increase over the previous year. Sales increased across all brands, including Kagonoya, Le Boeuf, BAKE Works, and DOMINO'S PIZZA. And the recognition of full-year revenues of the DOMINO'S Pizza brand for the year 2021, whereas revenues were only recognized for three months in 2020. Despite the fact that the Company has already sold its business of manufacturing and distributing electronic spare parts in October 2020, the Company's total revenue in 2021 remains the same as the total revenue in 2020.

In 2021, the company reported a loss for the year amounted to 276 million baht, owing primarily to the performance of DOMINO'S PIZZA, which has yet to reach break-even point. According to the Company's information disclosure related to the information about the acquisition of assets, there will be an initial loss and an estimated payback period of at least 3 years. Furthermore, the company's adaptation to the situation of the COVID-19 virus epidemic has resulted in high costs and expenses.

In 2022, the company will concentrate on increasing sales and controlling expenses in order to reach break-even point and has a positive cash flow from operations. The factor that will generate sales of the company to grow continuously in this year 2022 is marketing through Data Analysis, that is, using in-depth data to determine marketing guidelines and strategic planning, such as conducting market research or analyzing customer behavior to determine prices and releasing new products to meet customer needs. As a result, the company strives to build trust for customers in tangible ways, such as by providing special benefits if customers do not receive standard services, etc. And when the COVID-19 epidemic situation has improved which resulting in a positive impact, revenue growth for the company will be more obvious.

In 2022, the company has a business expansion plan to build on the previous business, such as investing in a fully integrated hotel restaurant, i.e. serving breakfast, lunch, dinner, catering, and room dining. The target customers will be both hotel guests and outsiders. The Company will continue to expand business that is currently popular, such as providing fine dining, serving food that emphasizes the freshness of farm-to-table ingredients, and expanding branches of various brands in potential locations.

Investing in the hotel restaurant business is a great opportunity, and Crepes & Co. Development Company Limited has signed a Memorandum of Understanding for business cooperation with ONEINDRIYA Company Limited, which is managed by Chef DK or Deepanker Khosla, an international and award-winning chef with over ten years of experience working in hotels and restaurants. As a result of this joint investment,

the Company will be able to broaden its business scope to include food and beverage distribution in hotels and get benefit from Chef DK's experience and culinary expertise.

Regarding the assets of the Company, as of 31 December 2021, the Company reported total assets of 1,321 million baht, an increase of 40 million baht or equivalent to 3% from the previous year's end. The increase was primarily due to the expansion of new restaurant branches. As a result, trade accounts receivable, accounts receivable, and inventories increased, including a 25 million baht increase in right-of-use assets as a result of the Company recording the lease contract with a contract term of more than one year as a list of right-of-use assets. The increase was due to new lease agreements and lease renewals during the year.

Regarding the liabilities, as of 31 December 2021, the Company reported total liabilities of 647 million Baht, an increase of 315 million Baht or equivalent to 95% from 31 December 2020. This was due to 1) an increase in short-term loans of 235 million Baht, which were loans used to improve liquidity during the outbreak of COVID-19 and expansion of subsidiaries branches 2) an increase in account payables and other payables of 49 million Baht due to an increase in credits from trading partners 3) an increase in liabilities under lease agreements by 28 million Baht which arises from the Company recording new lease agreements and lease renewals during the year.

In this regard, the Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to acknowledge the report on the operational results for the year 2021 and the Annual Registration Statement / Annual Report for the Year 2021 (Form 56-1 One Report).

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator assumed that the shareholders' meeting acknowledged the report on the annual operational results for the fiscal year ended 31 December 2021.

Resolution This agenda was for acknowledgment and voting was not required.

Agenda 2 To consider and approve the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2021

The Chairman asked Ms. Vimol Hanpanishkitkarn, the Chief Financial Officer to clarify the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2021.

Ms. Vimol Hanpanishkitkarn informed the Meeting that to comply with Section 112 of the PLC Act and Article 36 of the Articles of Association of the Company which require the Board of Directors to prepare the statement of financial position and the statement of comprehensive income of the Company as of the last day of the fiscal year of the Company in order to propose to the shareholders' meeting to consider and approve in the Annual General Meeting of Shareholders.

The Company had prepared the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2021 which have been audited by the certify public accountant, reviewed by the Audit Committee and approved by the Board of Directors' meeting, as detailed in the financial statements and the consolidated financial statements of the Company for the fiscal year ended 31 December 2021 in the Annual Registration Statement / Annual Report for the Year 2021 (Form 56-1 One Report) according to Enclosure 1 of the invitation letter.

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2021 which had been audited by the certified public accountant, reviewed by the Audit Committee and approved by the Board of Directors' meeting.

In this agenda there were shareholders or proxies submitting questions or suggestions as follows:

Mr. Somsak Wanichwasin : Asked the following questions:

Proxy from Thai Investors Association : Selling and administrative expenses in 2022 will be the same as in 2021, or will they be reduced? What is the cost-cutting strategy?

Mr. Sirutt Ratanapaitoon Chief Executive Officer : Answered the questions from Mr. Somsak Wanichwasin, Proxy from Thai Investors Association as follows:

The Company would like to inform that, in terms of selling and administrative expenses in 2022, the Executive Committee has considered the factors that will allow the company to survive in the face of intense market competition, that is, the size of the company's business. In order for the Company's business to reach a break-even point, expenses such as marketing, rent, and personnel expenses that include not only back-office employees, but also store staff in various branches will be incurred. The company have to invest in brand building by opening more branches, creating various marketing plans to increase customer awareness of the brand's existence. Therefore, as long as the company's business size continues to grow until it reaches the break-even point, such expenses would increase according to the growth rate of the company.

However, the Company has a policy to fully control expenses for other expenses such as Professional Fees or expenses for research development or other expenses which is reducible in 2022. Concerning expenses unrelated to the exchange of the Company's growing revenue, the Company will clearly control expenses by establishing a budget and managing various risks for such expenses.

In this regard, if the company can build a brand and its business to the point where it is confident in its ability to survive in the market and has reached the break-even point, the Company will be able to reduce such expenses. However, such expenses are necessary for the company's operation due to its current growth.

Resolution The Meeting resolved to approve the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2021 which have been audited by the certified public accountant, reviewed by the Audit Committee and approved by the Board of Directors' meeting with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	1	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares.

Agenda 3 To consider and approve the omission of the allocation of profit for legal reserve and omission of the dividend payment for the operational results for the year 2021

The Chairman informed the Meeting that to comply with Section 115 and Section 116 of the PLC Act and Article 38 and Article 39 of the Articles of Association of the Company which required the Company to pay the dividend from the profit of the Company and allocate not less than 5 percent of its annual net profit after the deficit brought forward (if any) to a reserve fund until this reserve fund attained an amount not less than 10 percent of the registered capital, and the Board of Directors was required to

consider the appropriateness of the dividend payment from the operational results and the shareholders' meeting shall be proposed for consideration and approval.

The Company had a policy to pay the dividend not less than 50 percent of the net profit after corporate income tax, excluding unrealized foreign exchange gains and losses, subject to investment plan and other relevant factors. The Board of Directors may from time to time consider reviewing or amend the dividend payment policy in order to comply with the future business growth plan of the Company, requirement of the investment and other factors as deemed appropriate. Such dividend payment shall not exceed an accumulated profit appeared in the financial statements of the Company.

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the omission of legal reserve and omission of dividend payment for the operational results for the year 2021 since the Company had a net loss and deficits.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the omission of the allocation of profit for legal reserve and omission of the dividend payment for the operational results for the year 2021 as details proposed above.

Resolution The Meeting resolved to approve the omission of legal reserve and omission of dividend payment for the operational results for the year 2021 since the Company had a net loss and deficit with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	1	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares.

Agenda 4 To consider and approve the Election of directors in replacement of the directors who retire by rotation

The Moderator informed the Meeting that to comply with Section 71 of PLC Act and Article 18 of the Articles of Association of the Company which required one-third (1/3) of the total number of directors to retire in every Annual General Meeting of Shareholders, and the directors who retired by rotation may

be re-elected. In the 2022 Annual General Meeting of Shareholders, there were directors who retired by rotation as follows:

1. Mr. Jenvit Jivakulchainan Independent Director, Member of Audit Committee,
Member of Nomination and Remuneration Committee
2. Mr. Ruengrit Mcintosh Director
3. Ms. Vimol Hanpanishkitkarn Director

Remark : Ms. Vimol Hanpanishkitkarn was elected to be director in replacement of Mrs. Sangduan Ewbamrung who those elected by the 2020 Annual General Meeting and will be retired by rotation in the year 2022.

The Board of Directors, resolved to propose the following two directors who to retire by rotation to resume their directorship, for another term:

1. Mr. Jenvit Jivakulchainan Independent Director, Member of the Audit
Committee, and Member of Nomination and
Remuneration Committee
2. Ms. Vimol Hanpanishkitkarn Director

The Company has acknowledged the resignation of Mr. Ruengrit Mcintosh from the positions of director of the Company, which the resignation shall be effective from 25 February 2022 onward, since Mr. Ruengrit Mcintosh has a remaining term less than 2 months, it must be proposed to the shareholders' meeting to consider and approve the election of a new director. In this regard, the Nomination and Remuneration Committee Meeting No. 2/2022 held on 25 February 2022 resolved to propose to the Board of Directors to approve and propose to the 2022 Annual General Meeting of the Shareholders to consider and approve the election of a suitable person to be a director of the Company in replace of Mr. Ruengrit Mcintosh by proposing **Ms. Saowanee Khaoubol**, who has knowledge and experience to propose to the shareholders' meeting to consider and approve the election of the Company's directors

In this regard, the Board of Directors has deliberately and carefully screened and considered and, then, viewed that three directors are knowledgeable, experienced and skillful, which will benefit the Company's operations and have full qualifications and do not have any prohibited characteristics under the Public Limited Company Act B.E. 2535 (1992) (including the amendments thereof) (the "PLC Act"), the Securities and Exchange Act, B.E. 2535 (1992) (including the amendments thereof) and other relevant regulations. In addition, a person taking independent director position is also qualified under the qualifications of independent director, pursuant to provisions of the Office of the Securities and Exchange Commission (the "SEC Office") and appropriate to take the director position in the Company including being able to independently provide opinions and in accordance with the relevant regulations.

In this regard, Profile of Directors Nominated for the Election of Director in Replacement of those to be Retired by Rotation and Profile of Nominated Candidate for the Election of Director in

Replacement of those Resigned from the position is detailed in Enclosure 2, Page 19 – 20 of the invitation letter.

Moreover, the Company has provided an opportunity for the shareholders to nominate a person in consideration of appointment of directors for the 2022 Annual General Meeting of Shareholders in advance from 2 November 2021 to 14 January 2022, but there are no any shareholders additionally nominating any person as a director.

The Board of Directors with the consideration and suggestion of the Nomination and Remuneration Committee, excluding the directors having the vested interest, has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the election of 2 directors who are due to retire by rotation to resume their directorship for another term and the election of 1 director to replace Mr. Ruengrit McIntosh who resigned as follows:

- | | | |
|-----------------|------------------|--|
| 1. Mr. Jenvit | Jivakulchainan | Independent Director, Member of the Audit Committee, and Member of Nomination and Remuneration Committee |
| 2. Ms. Vimol | Hanpanishkitkarn | Director |
| 3. Ms. Saowanee | Khaubol | Independent Director |

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the appointment of the directors in replacement of the directors who retire by rotation as proposed. The vote casting to appoint the directors shall be conducted on an individual basis. Plus, to be in accordance with the principles of good corporate governance, the Moderator requested the above three directors to take a break at a reception room behind the meeting venue during the vote casting of the shareholders in this agenda.

Resolution The Meeting resolved to approve the appointment of the directors in replacement of the directors who retired by rotation as follows:

- (1) Approved the election of Mr. Jenvit Jivakulchainan to resume the directorship as the independent director, the member of the audit committee and the member of nomination and remuneration committee for another term, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000

Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

- (2) Approved the election of Ms. Vimol Hanpanishkitkarn to resume the directorship for another term, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

- (3) Approved the election of Ms. Saowanee Khaubol to resume the directorship, who has a qualification as the independent director to replace the Mr. Ruengrit McIntosh, former director who resigned, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

Agenda 5 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2022

The Chairman informed the Meeting that to comply with Section 90 of the PLC Act which required the shareholders' meeting to consider determining the remunerations for the Company's directors.

The Nomination and Remuneration Committee had deliberately considered the determination of the directors' and sub-committees' remuneration for the year 2022 according to the appropriateness

and scope of duty and responsibility, amounting to the total number up to Baht 5,000,000. In this year, it was proposed that the executive directors would not receive the directors' and sub-committees' remuneration. Details of which were as follows:

Details	Baht per meeting	
	(Proposed Year) 2022	2021
1. Remuneration of the Directors		
- Chairman of the Board of Directors	30,000	30,000
- Independent Directors	20,000	20,000
- Directors	20,000	20,000
- Executive Directors	-	-
2. Remuneration of the Audit Committees		
- Chairman of the Audit Committees	30,000	30,000
- Member of the Audit Committees	20,000	20,000
- Executive Directors	-	-
3. Remuneration of Other Sub-Committees		
- Chairman of the Sub-Committees	15,000	15,000
- Member of the Sub-Committees	10,000	10,000
- Executive Directors	-	-

Remark

- (1) Other remuneration and benefits will be suitably determined by the Company's performance
- (2) Other monetary remuneration than meeting allowance (bonus) will be considered by the Board of Directors as it deems appropriate from the Company's operating results

The Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve the authorization to the Board of Directors to allocate such amount of remuneration to each director and sub-committee under the amount approved by the shareholders' meeting.

In this regard, the Board of Directors with the consideration and suggestion of Nomination and Remuneration Committee, according to the appropriateness and scope of duty and responsibility, the Company's operating results, and carefully compared data with other companies in the same industry, had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the determination of the directors' and sub-committees' remuneration for the year 2021, in the amount of up to Bath 5,000,000 including the relevant authorization, as per details proposed above in all respects.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the determination of the directors' and sub-committees' remuneration for the year 2022 as per details proposed above.

Resolution The Meeting resolved to approve the determination of the directors' and sub-committees' remuneration for the year 2022 including the relevant authorization with the votes not less than two-thirds (2/3) of the total votes of the shareholders who attending the Meeting, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

Agenda 6 To consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2022

The Chairman informed the Meeting that to comply with Section 120 of the PLC Act which required the Annual General Meeting of Shareholders to appoint auditors and determine the auditors' remuneration of the Company.

The Audit Committee had considered to appoint BDO Audit Company Limited which was an independent audit firm and skillful in auditing to be the auditor of the Company and its subsidiaries for the year 2022, and any of the following auditors were appointed to audit and give opinions to the financial statements of the Company and its subsidiaries.

- (1) Mr. Teerasak Chuasrisakul Certified Public Accountant No.6624 or
- (2) Mr. Narin Churamongkol Certified Public Accountant No.8593 or
- (3) Ms. Supachanya Thongpan Certified Public Accountant No.10505

In this regard, the aforementioned auditors, one auditor is new (Ms. Supachanya Thongpan) and two former auditors (Mr. Teerasak Chuasrisakul and Mr. Narin Churamongkol) have been the auditor of the Company for 2 years, thus there are no auditors performing their duty more than 7 years. Moreover, they do not have any relationship or any conflict of interest with the Company, its subsidiaries, the directors,

the managements, or the major shareholders, or related persons of the said parties in any respect, therefore, they are independent in auditing and providing opinions to the financial statements of the Company and its subsidiaries.

In addition, the Board of Directors deemed appropriate to propose to the Shareholders' Meeting to consider and approve the determination of the auditor's remuneration for the year 2022 in the amount not exceeding THB 5,225,000. The comparison information of the auditor's remuneration between the year 2021 and 2022 are as follow:

The Auditor Fee	2022 (Proposed Year)	2021
Audit Fee	THB 5,225,000	THB 5,685,000
Non-Audit Fee	- None -	- None -

In this regard, Information in Relation to the Appointment of the Company's Auditors and Audit Fee for the Year 2022 is detailed in Enclosure 3, Page 25 of the invitation letter.

The Board of Directors, by the consideration and suggestion of the Audit Committee, has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of BDO Audit Company Limited to be the auditor of the Company and its subsidiaries for the year 2022, and any of the following auditors is appointed to audit and provide opinions to the financial statements of the Company and its subsidiaries and to consider and approve the determination of the auditor's remuneration for the year 2022 in the amount not exceeding THB 5,225,000, excluded the non-audit fee, as per details proposed above in all respects.

- (1) Mr. Teerasak Chuasrisakul Certified Public Accountant No.6624 or
- (2) Mr. Narin Churamongkol Certified Public Accountant No.8593 or
- (3) Ms. Supachanya Thongpan Certified Public Accountant No.10505

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2022 as per details proposed above.

Resolution The Meeting resolved to approve the appointment of BOD Audit Company Limited

- (1) Mr. Teerasak Chuasrisakul Certified Public Accountant No.6624 or
- (2) Mr. Narin Churamongkol Certified Public Accountant No.8593 or
- (3) Ms. Supachanya Thongpan Certified Public Accountant No.10505

as the auditor of the Company and its subsidiaries for the year 2022 and the determination of the auditor's remuneration for the year 2022 in the amount up to Baht 5,225,000 with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

The Chairman informed the Meeting that the consideration of Agenda 7 to Agenda 11 are conditional. If any agenda item is not approved, it is deemed that other approved agenda items are cancelled and there will be no further consideration in any other agenda items. As such, it shall be deemed that the other considered agenda items have not been approved by the 2022 Annual General Meeting of Shareholders.

Agenda 7 To consider and approve the decrease of the Company's registered capital in the amount THB 5,060,983 of the current registered capital of THB 1,144,559,696 to be THB 1,139,498,713 by cancelling ordinary shares of the Company, which had not been sold in the number of 5,060,983 shares at the par value of THB 1 per share

The Chairman informed the Meeting that to comply with section 136 of the PLC Act, which stipulates that a capital increase by issuing new shares shall be done only if the total number of shares were offered and fully paid. In the case where the issued shares were not fully offered, the remaining shares must be the shares issued to accommodate the convertible debentures or warrants representing the right to purchase shares.

Since the Company would like to increase the registered capital as per details to be proposed in Agenda 9, in order to comply with Section 136 of the PLC Act, the Company is required to decrease its registered capital of THB 5,060,983 from the current registered capital of THB 1,144,559,696 to the new registered capital of THB 1,139,498,713 by cancelling the ordinary shares of the Company which had not been sold in the number of 5,060,983 shares at the par value of Baht 1 per share. Details of which are as follows:

Current Registered Capital	1,144,559,696	THB
Paid up Capital	813,913,390	THB
Par Value of Baht 1 per share		
The ordinary shares allocate to accommodate the exercise rights under the warrant representing the right to purchase the newly issued ordinary shares of the Company No.5 (W-W5)	325,585,323 shares	
Proposed to decrease Registered Capital	5,060,983	THB
Cancelling the ordinary shares of the Company which had not been sold	5,060,983 shares	
with par value Baht 1 per share (5,060,983 ordinary shares of the Company which had not been sold were the shares issued to accommodate the warrants representing the right to purchase shares No.3 (W-W3), which have expired)		
<u>The new registered capital</u>	1,139,498,713	THB

In this regard, the Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the decrease in the Company's registered capital of THB 5,060,983 of the current registered capital of THB 1,144,559,696 to be THB 1,139,498,713 by cancelling ordinary shares of the Company, which had not been sold in the number of 5,060,983 shares (the ordinary shares issued to accommodate the warrants representing the right to purchase shares No.3 (W-W3), which have expired) at the par value of THB 1 per share, as per details proposed above in all respects.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the decrease of the Company's registered capital as per details proposed above.

Resolution The Meeting resolved to approve the decrease of the Company's registered capital in the amount THB 5,060,983 of the current registered capital of THB 1,144,559,696 to be THB 1,139,498,713 by cancelling ordinary shares of the Company, which had not been sold in the number of 5,060,983 shares (the ordinary shares issued to accommodate the warrants representing the right to purchase shares No.3 (W-W3), which have expired) at the par value of

THB 1 per share with the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

Agenda 8 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease of the Company's registered capital

The Chairman informed the Meeting that in order to be in accordance with the said decrease in the Company's registered capital, the Company is required to amend Clause 4 of the Memorandum of Association of the Company, by applying the content as follows:

"Clause 4.	Registered Capital	1,139,498,713	Baht	(One Billion One Hundred Thirty-Nine Million Four Hundred Ninety-Eight Thousand Seven Hundred Thirteen Baht)
	Divided into	1,139,498,713	shares	(One Billion One Hundred Thirty-Nine Million Four Hundred Ninety-Eight Thousand Seven Hundred Thirteen shares)
	Par Value per share	1.00	Baht	(One Baht)
	Classified into			
	Ordinary Shares	1,139,498,713	shares	(One Billion One Hundred Thirty-Nine Million Four

Hundred Ninety-Eight
Thousand Seven Hundred
Thirteen shares)

Preferred Shares - 0 - shares (-)"

In addition, the Board of Directors' meeting resolved to proposed Shareholders' Meeting to approve the Board of Directors or the Authorized Directors or the person(s) entrusted by the Board of Directors or the Authorized Directors shall be authorized to proceed any necessary act related to the decrease in the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association, file the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, with the power to amend the wording or take any action according to the registrar's order, as per details proposed above.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease of the Company's registered capital as per details proposed above.

Resolution The Meeting resolved to approve the amendment of Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease of the Company's registered capital including the relevant authorization with the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

Agenda 9 To consider and approve the increase of the Company's registered capital in the amount of THB 180,869,643 from the current registered capital of THB 1,139,498,713 to be THB 1,320,368,356 by issuing newly ordinary share in the amount not exceeding 180,869,643 shares with the par value of THB 1 per share for issuance and allocation of the newly ordinary shares to the existing shareholders of the Company on a pro rata basis (Right Offering)

The Chairman informed the Meeting that the issuance and allocation of the newly ordinary shares to the existing shareholders of the Company on a pro rata basis (Right Offering), i.e., to enhance its liquidity and increase of working capital, financial strengths, increase financial flexibility in proceeding with its future projects.

The Company is required to increase in registered capital in the amount of THB 180,869,643 from the current registered capital of THB 1,139,498,713 to be THB 1,320,368,356 by issuing newly ordinary share in the amount not exceeding 180,869,643 shares with the par value of THB 1 per share for issuance and allocation of the newly ordinary shares to the existing shareholders of the Company (Right Offering).

In this regard, the Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the increase of the Company's registered capital in the amount of THB 180,869,643 from the current registered capital of THB 1,139,498,713 to be THB 1,320,368,356 by issuing newly ordinary share in the amount not exceeding 180,869,643 shares with the par value of THB 1 per share for issuance and allocation of the newly ordinary shares to the existing shareholders of the Company (Right Offering) as per details proposed above.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the increase of the Company's registered capital as per details proposed above.

Resolution The Meeting resolved to approve the increase of the Company's registered capital in the amount of THB 180,869,643 from the current registered capital of THB 1,139,498,713 to be THB 1,320,368,356 by issuing newly ordinary share in the amount not exceeding 180,869,643 shares with the par value of THB 1 per share for issuance and allocation of the newly ordinary shares to the existing shareholders of the Company (Right Offering) with the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

Agenda 10 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

The Chairman informed the Meeting that in order to be in accordance with the said Increase in the Company's registered capital, the Company is required to amend Clause 4 of the Memorandum of Association of the Company, by applying the content as follows:

"Clause 4.	Registered Capital	1,320,368,356	Baht	(One Billion Three Hundred Twenty Million Three Hundred Sixty-Eight Thousand Three Hundred Fifty-Six Baht)
	Divided into	1,320,368,356	shares	(One Billion Three Hundred Twenty Million Three Hundred Sixty-Eight Thousand Three Hundred Fifty-Six shares)
	Par Value per share	1.00	Baht	(One shares)
Classified into				
	Ordinary Shares	1,320,368,356	shares	(One Billion Three Hundred Twenty Million Three Hundred Sixty-Eight

Thousand Three Hundred
Fifty-Six shares)

Preferred Shares - 0 - shares (-)"

In addition, the Board of Directors' meeting resolved to proposed the Shareholders' Meeting to approve the Board of Directors or the Authorized Directors or the person(s) entrusted by the Board of Directors or the Authorized Directors shall be authorized to proceed any necessary act related to the increase in the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association, file the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce. Such activity would be conducted as deemed appropriate, and comply with the law, regulations and interpretations of relevant matters from the government agencies, including the instructions or orders of the registrar or officer, as per details proposed above.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital as per details proposed above.

Resolution The Meeting resolved to approve the amendment of Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease of the Company's registered capital including the relevant authorization with the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

Agenda 11 To consider and approve the allocation of the Company's newly issued ordinary shares to the existing shareholders of the Company in the amount not exceeding 180,869,643

shares in proportion to their shareholdings (Right Offering) at the ratio of 9 existing shares to 2 new shares, at the offering price of THB 3.30 per share

The Chairman informed the meeting that further to the increase in the Company's registered capital in the amount of THB 180,869,643 in Agenda 9 above, the Company would like to allocate the Company's newly issued ordinary shares to the existing shareholders of the Company in the amount not exceeding 180,869,643 shares in proportion to their shareholdings (Right Offering) at the ratio of 9 existing shares to 2 new shares, at the offering price of THB 3.30 per share

The Company has determined the offering price of such newly issued ordinary shares allocated to the Company's existing shareholders in proportion to their shareholding (Rights Offering) compared against the market price of the shares; the value of the offering price is lower than approximately 13.67 percent of the weighted average price of the ordinary shares of the Company on the SET for the past period of not less than 15 consecutive business days prior to the date which the directors resolved a resolution to propose to the 2022 Annual General Meeting of the Shareholders, for approval of issuance and allocation of the Company's newly issued ordinary shares to the Company's existing shareholders in proportion to their shareholding (Rights Offering), which is period between 3 February 2022 to 24 February 2022 is equal to THB 3.822 per share (Source: SETSMART from www.setsmart.com).

Furthermore, the Board of Directors' meeting resolved to authorize the Board of Directors and/or Chief Executive Officer and/or the person authorized by the Board of Directors and/or Chief Executive Officer to determine rules, conditions, and other details necessary for and in connection with the issuance and allocation of the newly ordinary shares as necessary and appropriate under the applicable laws, including but not limited to the determination of the date for the offering of newly issued ordinary shares and methods of payment of shares, where shareholders may oversubscribe for the newly issued ordinary shares (Oversubscription), provided that the existing shareholders who oversubscribe for such shares shall be allocated with shares for which they have oversubscribed only when there are any shares remaining from the full allocation thereof to the Company's existing shareholder who have subscribed for such shares, at the same subscription price for such shares, and any fraction thereof shall be disregarded.

The allocation of such shares shall proceed as follows:

1. Should there be any shares remaining from the first round of allocation be way of right offering, and the number of which is more than or equal to the number of shares oversubscribed by the existing shareholders, such remaining shares shall be allocated to all

oversubscribers who have made payments therefore in full according to the number of their intended oversubscription.

2. Should there be any shares remaining from the first of allocation by way of offering and the number of which is less than the number of shares oversubscribed by the existing shareholders, such remaining shares shall be allocated to the oversubscribers in accordance with the following procedures:

- 2.1 The allocation shall be based on the existing shareholding percentages of the respective oversubscribers by multiplying the existing shareholding percentages by the number of remaining shares to arrive at the number of shares to be allocated to the respective oversubscribers, and any fraction thereof shall be disregarded, provided that the number of allocated shares shall not exceed the number of shares subscribed and paid by the respective shareholders; and
- 2.2 Should there still be any shares remaining after the allocation under No. 2.1, such remaining shares shall be allocated to the respective oversubscribers who have not yet received the allocation of shares in full according to their existing shareholding percentages, by multiplying the existing shareholding percentages by the number of remaining shares to arrive at the number of shares to be allocated to the respective oversubscribers and any fraction thereof shall be disregarded, provided that the number of allocated shares shall not exceed the number of shares subscribed and paid for by the respective shareholders. The allocation of shares to the oversubscribers under the procedure in this 2.2 shall proceed until there shall be no more shares left to be allocated.

Under no circumstances shall the allocation of the oversubscribed shares as herein above describe shall result in any oversubscribing shareholder's holding of the Company's shares to be increase up to or beyond the trigger point which will require the shareholder to make a tender offer as prescribed in the Notification of the Capital Market Supervisory Board No.TorJor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers and in violation of the foreign limit as specified in the Company's Articles of Association. At present, the foreign shareholding ratio shall not exceed 49 percent of the total issued shares of the Company.

Furthermore, should there be any new ordinary shares remaining from the allocation of shares by way of right offering and oversubscription (Oversubscription), the Company shall proceed to reduce capital by canceling the new shares remaining from the offering accordingly.

In this regard, the Board of Directors' Meeting resolved to approve that the Board of Directors and/or Chief Executive Officer and/or the person authorized by the Board of Directors and/or Chief Executive Officer to determine rules, conditions, and other details necessary for and in connection with the issuance and allocation of the newly ordinary shares as necessary and appropriate under the applicable laws, including but not limited to the determination of the date for the offering of newly issued ordinary shares and methods of payment of shares.

The right to subscribe newly issued ordinary shares is still uncertain until approved by the 2022 Annual General Meeting of Shareholders.

Details of which can be found in the Capital Increase Report Form (F53-4) (Enclosure 4), Page 26 – 32 of the invitation letter.

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the allocation of the Company's newly issued ordinary shares to the existing shareholders of the Company in the amount not exceeding 180,869,643 shares in proportion to their shareholdings (Right Offering) at the ratio of 9 existing shares to 2 new shares, at the offering price of THB 3.30 per share, as per details proposed above in all respects.

Timeline of the increase of capital / allocation of the newly issued ordinary shares

No.	Activities	Date Month Year
1.	The 2022 Annual General Meeting of Shareholders	25 April 2022
2.	Record Date for determining the list of shareholders who have the right to subscribe for newly issued shares in proportion to their shareholding (Right Offering)	5 May 2022
3.	Register the decrease and increase of registered capital with Ministry of Commerce	Within 14 days from the date in which the shareholders pass the resolution
4.	Subscription period for the issuance and offering of shares to the existing shareholders in proportion to their shareholding. (Right Offering)	1 - 20 June 2022 (9.00 - 17.00 hrs.) (Except Saturday and Sunday)

No.	Activities	Date Month Year
5.	Register the amendment of paid-up capital with Ministry of Commerce	Within 14 days from the date in which the Company received the payment for newly issued ordinary shares

Remark: The aforementioned timeline may be amended pursuant to the preparation and permission from the related government authorities.

Mr. Somsak Wanichwasin : Mr. Somsak asked the following questions:

Proxy from Thai Investors Association Which debts will be repaid with the funds received from the capital increase? Also, is the debt settlement a full or partial payment? Will there be enough liquidity for the company after repaying the debt? and what plan will the company have in place if liquidity problems arise again?

Mr. Sirutt Ratanapaitoon : Answered the questions from Mr. Somsak Wanichwasin, Proxy from Thai Investors Association as follows:

The Company would like to inform that, the Company has disclosed the information to the Stock of Exchange of Thailand (SET) about the utilizing plans of the proceeds that, a maximum of 300 million baht will be used to pay off debts. After repaying the debt, the Company will have a debt to equity ratio of no more than one times, which is within the current average of Thailand's food industry.

In this regard, the amount used from this capital increase, the Company has calculated the estimate of the operating results and cash flow in the Company's business in the future. The Board of Directors has taken into account the risks and risk factors in the future. This capital increase will be adequate to allow the Company's business to break even, allowing the Company to raise funds from financial institutions and other sources of funding at that time. Long-term liquidity issues can thus be resolved.

Resolution The Meeting resolved to approve the allocation of the Company's newly issued ordinary shares to the existing shareholders of the Company in the amount not exceeding 180,869,643 shares in proportion to their shareholdings (Right Offering) at the ratio of 9 existing shares to 2 new shares, at the offering price of THB 3.30 per share, resolved to authorize the Board of Directors and/or Chief Executive Officer and/or the person authorized by the Board of Directors and/or Chief Executive Officer to determine rules, conditions, and other details necessary for and in

connection with the issuance and allocation of the newly ordinary shares as necessary and appropriate under the applicable laws, with the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

Agenda 12 To consider and approve the increase of directors and elect a new director

The Chairman informed the meeting that to accommodate business expansion, the Company must have the number of directors suitable for the supervision of its business operations in order to have knowledgeable people competent in a wide range of professional fields especially in the areas that are beneficial to the Company. At present, there are 8 directors of the Company.

In this regard, the Board of Directors with the consideration and suggestion of the Nomination and Remuneration Committee, resolved to propose to the 2022 Annual General Meeting of the Shareholders as follows:

1. To consider and approve the increase of directors from 8 to 9 positions
2. To consider and approve the election of new director, the Board of Directors propose to elect **Ms. Sarinya Mahadumrongkul** as a new director of the Company, who is knowledgeable, experienced and skillful which will benefit the Company's operations and have full qualifications and do not have any prohibited characteristics under the PLC Act and the Securities and Exchange Act B.E. 2535 (1992) (as amended) together with other relevant regulations. In addition, a person taking independent director position is also qualified under the qualifications of independent director, pursuant to provisions of the Office of the Securities and Exchange Commission and appropriate to take the director position in the Company, including being able to independently provide opinions in accordance with the relevant regulations.

Furthermore, Ms. Sarinya Mahadumrongkul, who is qualified as an independent director. The Board of Directors propose to the shareholders' meeting to elect such person to be an **Audit Committee member**, who is able to perform supervisory duties and assign the company to prepare financial reports, internal control, as well as complying with the securities and exchange regulations and laws related to the company's business.

In this regard, the Name and Biography of Person Nominated as New Director of the Company is detailed in Enclosure 5, Page 33 – 34 of the invitation letter.

Moreover, the Company has provided an opportunity for the shareholders to nominate a person in consideration of appointment of directors for the 2022 Annual General Meeting of Shareholders in advance from 2 November 2021 to 14 January 2022, but there are no any shareholders additionally nominating any person as a director.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital as per details proposed above.

Resolution The Meeting resolved to approve the increase of directors from 8 to 9 positions and resolved to approve Ms. Sarinya Mahadumrongkul to be the new director of the Company, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

Agenda 13 Other matters (if any)

The Moderator informed the Meeting that in order to comply with the section 105 paragraph two of the PLC Act which prescribes that the shareholders holding shares amounting not less than one-third of the total number of paid-up shares in aggregate are entitled to request the meeting to consider any matter other than those set out in the invitation letter.

Since, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Chairman to adjourn the Meeting.

The Chairman thanked the shareholders of the Company and honored guests for attending the Meeting and adjourned the 2022 Annual General Meeting of Shareholders.

The Meeting adjourned at 11.35 p.m.

Signed by



(Ms. Yaoworote Klinbloon)

The Chairman of the Board of Directors
and the Chairman of the Meeting

Signed by



(Mrs. Nopparat Sutthiluk)

Minutes Taker