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Minutes of the 2021 Annual General Meeting of Shareholders
of
Wow Factor Public Company Limited

Date, time and venue of the Meeting

The 2021 Annual General Meeting of Shareholders of Wow Factor Public Company Limited (the “Company”) was held on Thursday, 8th April 2021 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.

Directors attending the Meeting

- | | | |
|-------------------|---------------|---|
| 1. Mr. Nuttawut | Phowborom | Chairman of the Board of Directors / Director |
| 2. Mr. Veerayooth | Bodharamik | Vice Chairman of the Board of Directors / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee / Director / Independent Director |
| 3. Mrs. Sangduan | Ewbamrung | Chief Executive Officer (Acting) / Director |
| 4. Mr. Sirutt | Ratanapaitoon | Chief Financial Officer / Director |
| 5. Miss Yaowarote | Klinboon | Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Director / Independent Director |
| 6. Mr. Kusol | Sangkananta | Director |

Directors not attending the Meeting due to their responsibility

- | | | |
|-----------------|----------------|---|
| 1. Mr. Jenvit | Jivakulchainan | Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Director / Independent Director |
| 2. Mr. Ruengrit | Mchintosh | Director |

Advisors attending the Meeting

- | | | |
|------------------|---------------|--|
| 1. Miss Phatamol | Phisitbuntoon | Legal advisor from Hunton Andrews Kurth (Thailand) Limited |
| 2. Mr. Narin | Churamongkol | Auditor from Grant Thornton Company Limited |

3. Mr. Kasem Chanweratham Auditor from Grant Thornton Company Limited

Commencement of the Meeting

Mr. Suwisit Khoipanit acted as a moderator of the 2021 Annual General Meeting of Shareholders (the “**Moderator**”) and informed of details about attendees of the 2021 Annual General Meeting of Shareholders (the “**Meeting**”) that there was 1 shareholder attending the Meeting in person, representing 200 shares, and 65 shareholders, attending the Meeting by proxy, representing 8,447,019,208 shares. The total number of shareholders attending the Meeting were 66 persons, representing 8,447,019,408 shares and equivalent to 69.1885 percent of the total number of 12,208,700,478 sold shares, which constituted a quorum pursuant to Article 32 of the Articles of Association of the Company.

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 2.4 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 Miss Phatomol Phisitbuntoon, 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 Mr. Nuttawut Phowborom, Chairman of the Board of Directors (the "Chairman") to address the opening speech.

The Chairman therefore welcomed all shareholders attending the 2021 Annual General Meeting of Shareholders of the Company. In this Meeting, there were 2 significant incidents as follows:

1. It was the first time of the Company to hold the shareholder's meeting in the form of electronic meeting (e-meeting)

Since the Board of Directors and the executives of the Company had considered and viewed that the outbreak of Coronavirus disease (COVID-19) is the factor that the Company could not control, although in the period that the Board of Directors determined the details of the Meeting, the number of infected cases continuously decreased but there were new cluster took place periodically. The Board of Directors had considered with concerning about the healthcare of shareholders and related person, viewed that the Annual General Meeting of Shareholders which was held in the form of electronic meeting (e-AGM) would be appropriate and safe for every attendee. Besides, if the Board of Directors determined to hold the meeting in the form of physical meeting and later the pandemic get worse this may cause the Board of Directors to postpone or

cancel the shareholders' meeting as in 2020, which would affect to the delay of action plan of the Company which will be approved by the shareholders' meeting.

In this regard, it is regrettable that in a week ago there were new clusters taking place in many areas of Bangkok. The Company wish the shareholders to be careful and if the Meeting is inconvenient, the Company will accept comments or suggestions for the improvement in the next Meeting.

2. The consideration of the capital restructuring of the Company

Besides to the ordinary agenda items which the Company is required by laws to consider and approve in the Annual General Meeting of Shareholders i.e. the appointment of auditors, the determination of the auditor's remuneration and the appointment of directors in replacement of the directors who retire by rotation. In this Meeting there will be additional significant agenda items in agenda 4 which is related to the capital restructuring of the Company. If the Company received the approval from the shareholders' meeting, it would be highly useful for the Company. In this regard, the details of process and the benefit that the Company expected to receive, the Company will propose to the shareholders when it is considered in such agenda item.

In this regard, the Chairman appointed Mr. Suwisit Khoipanit, the Company Secretary, acting as the Moderator to inform the details of the Meeting in each agenda items.

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 2/2020

The Moderator informed the Meeting that the Company held the Extraordinary General Meeting of Shareholders No. 2/2020 on 30 November 2020 and had prepared the minutes of the meeting within the timeframe prescribed by laws, as well as submitted a copy of the minutes of such meeting to the Stock Exchange of Thailand (the "SET") and published such minutes on the Company's website at www.wowfactor.co.th. A copy of the minutes of the shareholders' meeting was detailed in Enclosure 1 of the invitation letter.

In this regard, the Board of Directors had considered and viewed that the minutes the Extraordinary General Meeting of Shareholders No. 2/2020 was accurately and completely recorded and deemed appropriate to propose to the shareholders' meeting to consider and certify such minutes of the shareholders' meeting.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the secretary office of the Company or press "Raise Hand" button, the Moderator asked the Meeting to cast the votes in the agenda to consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 2/2020, held on 30 November 2020 as per details proposed above.

Resolution The Meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 2/2020, held on 30 November 2020 as proposed with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	8,647,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	-
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	votes	Percentage	100.0000

Remark : In this agenda, there was 1 additional shareholder or proxy attending the Meeting, representing additional 200,000,000 shares, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 67 persons, representing 8,647,019,408 shares in total.

Agenda 2 To consider the matters with respect to the 2021 Annual General Meeting of Shareholders

Agenda 2.1 To acknowledge the report on the annual operational results for the fiscal year ended 31 December 2020

The Moderator informed the Meeting that the Company had summarized the past operational results together with the significant changes that had occurred during the year 2020 in the report on the annual operational results for the year 2020, for the fiscal year ended 31 December 2020, as detailed in the Annual Report for the Year 2020 according to Enclosure 2 of the invitation letter.

The Moderator asked Mr. Sirutt Ratanapaitoon, the Chief Financial Officer, to clarify and summary of the operational results of Company and its subsidiaries for the year 2020 and work plan in 2020 to the Meeting.

Mr. Sirutt Ratanapaitoon informed the Meeting that in 2020, the Company had profit from the business operation which excluded the tax expenses deduction and extra entries which occurred during 2019 – 2020 i.e. profit or loss from the disposition of the investment of the Company or the Company's assets which excluding any occurred allowance and special profit and loss including depreciation and distribution expense which are not related to the main business operation.

In 2020, the Company had loss estimate to Baht 48 million which comprising to 2 parts i.e. loss from the previous businesses of the Company which used to have in 2019. In 2020 such loss amounting to Baht

19 million, decrease from Baht 37 million in 2019. It can be seen that the loss decreased estimate to Baht 18 million, or equivalent to 50 percent. The decreasing of loss is the result from the business restructuring of the Company in various parts i.e. marketing, sale and including the expenses that the Company able to control well. However, the Company remain had loss, the main reason was from the outbreak of Coronavirus disease (COVID-19) since the early of the year causing the significant decrease of purchasing power from domestic and foreign customers and tourists.

Furthermore, the Baht 48 million loss was the result from loss recognition of the business that the Company bought on 1 October 2020, i.e. Domino's Pizza which the Company recognized the revenue, profit and loss of the business for 3 month since October to December. The loss was at the amount of Bath 29 million, the main reason was at the first 3 month of buying the business the Company had renovated the restaurant and did market research in order to make new detailed sale strategy, the expenses belonged to Domino's Pizza business, besides, one of Domino's Pizza business's targets was tourist, thus, the loss of tourism in 2020 significantly had an impact on the Company and caused the loss. However, although the Company was affected by the outbreak of Coronavirus disease (COVID-19) but the effect from such incident was in the limit that the Company has expected and concealed before buying the business that the Company will gain loss in the amount of Bath 8 million to Baht 10 million per month and the Company would take time approximately 3 years to write off the loss.

The revenue in 2019, the Company would like to inform that the Company had a produce and sale electronic equipment business which is EIC Semiconductor Company Limited on 1 October 2020 it can be seen that in 2020 the revenue from such business decreased from the amount of Bath 221 million to Baht 206 million because the Company could not recognize the annual revenue. Furthermore, there was a competition in electronic equivalent market in 2020 and the outbreak of Coronavirus disease (COVID-19) causing EIC Semiconductor Company Limited to restructured the its business strategy by keeping the revenue continuously increasing this resulting in the decrease of gross profit ratio from 25 percent in 2019 to 12 percent in 2020. However, the Company had sold such entire business in 1 October 2020.

Another main business of the Company is food and drink business, in 2020 the Company gained revenue at the amount of Bath 210 million in total which increased from 2019 in the amount of Bath 147 million, the main reason was from the Company recognized the annual revenue of many businesses such as Le Boeuf and Kagonoya. Furthermore, the Company recognized Domino's pizza business's revenue in the last 3 months of 2020.

The gross profit margin of the Company increased approximately 3 percent from 47 percent in 2019 to 50 percent in 2020. The main reason was from the Company succeeded branding in 2019 and the Company had adjusted the cost of new merchandise which satisfied the customer but the Company still profited. In this regard as the Company's strategy, the Company expected that the Company was able to increase the gross profit margin which would be higher than the current gross profit but due to the outbreak of Coronavirus disease (COVID-19), the Company had to compete with other restaurant's company, thus the Company currently has gross profit approximately 50 percent.

Revenue and costs from service

In August 2019, the Company disposed the investment in S. Thana Media Company Limited which operated renting and advertising media business, thus, the Company had no revenue from service in 2020.

Profit (loss) from a disposal of the investment in subsidiary

In quarter 3 of 2019, the Company had a special transaction from the disposition of the investment in S. Thana Media Company Limited in amount of Baht 380 million. Such transaction result to the Company recognized the profit from a disposal of the investment in the amount of Baht 175 million, such transaction would no longer appear in 2020. Moreover, in 2019, the Company had sold the shares in EIC Semiconductor Company Limited which the company operated the production and sales of the electronic part at the proportion of 49 percent which equivalent to Baht 118 million. In this regard, during October 2020, the Company had sold the remaining shares at the proportion of 51 percent which equivalent to Baht 122 million, resulted in 2020, the Company had recorded loss which was resulted from a disposal of the investment with equity method at the amount of Baht 120 million, such amount was the expense in the statement of comprehensive income of the Company in 2020.

Reversal of allowance for doubtful accounts

Between 2020, the Company had reversed the allowance for doubtful accounts of EIC Semiconductor Company Limited in the amount of Bath 3 million since it was debt that has not yet been repaid by the customer but the Company received a debt repayment in amount of Bath 3 million in 2020.

Selling expenses and administrative expenses

Selling expenses and administrative expenses in 2020 increasing from 2019 amounting to Baht 27 million. The details are as follows:

1. The expenses in relation to the employees increasing in the amount of Baht 29 million and depreciation and amortization expenses increasing in the amount of Baht 34 million. The main reasons are from the expense recognition of food businesses i.e. domino's pizza in 2020
2. Legal advisor fee and professional fee decreased in the amount of Baht 23 million, due to the Company has entries into many business acquisition transactions in 2019.
3. The directors and executives' s remuneration in 2020 decreased in the amount of Baht 8 million from 2019 due to the decrease of the number of directors and executives and the number of meeting.
4. Other administrative expenses decreased in the amount of Baht 9 million due to the cessation of branch of Bake Cheese Tart (Thailand) Company Limited in 2019, affecting the subsidiary to record the allowance for impairment and amortization, in this regard there were no such entries in 2020.

Reversing entries of loss from impairment of intangible assets and goodwill

In 2019, the Company hired an independent assessor to assess a value of investments in subsidiaries consisting of Bake Cheese Tart (Thailand) Company Limited, Eastern Cuisine (Thailand) Company Limited and Crepes & Co. Development Company Limited. It was found that the Company is required to record loss from impairment of trademark in the amount of Bath 22 million and loss from impairment of Bake Cheese Tart (Thailand) Company Limited in the amount of Bath 92 million. In this regard, the Company had disclosed the whole principle, reason and cause of loss and impairment on electronic disclosure system of the SET.

In 2020 the Company hired an independent assessor to assess a value of investments. It was found that a value of the investment in Bake Cheese Tart (Thailand) Company Limited increased causing the Company to reverse entries of loss from impairment of trademark in the amount of Bath 22 million which was determined in 2019, to the profit.

Foreign exchange profit (loss)

In 2020, the Company had profit from the foreign exchange increase from 2020. Due to the subsidiary sold the electronic equipment to foreign customers and since the consequence of Thai Baht weakening at the end of February to May and July. Resulting in the subsidiary had increase of profit from the foreign exchange.

Financial cost

The financial cost of the Company increased in the amount of Bath 9 million from 2019 since it was the compliance of Financial Reporting Standards No.16 “Leasing” causing the Company to record some of lease agreements which was financial liabilities instead of rental fee and during this year the Company got short-term loans in order to increase the working capital for business operation.

Income tax

Income tax revenue of the Company decreased in the amount of Bath 11 million from 2019, the main reason was from the decreasing of the amortization of exceeding fair value of intangible assets occurred by a purchase of subsidiaries during the year and reversal entries of loss from impairment of trademark In BAKE resulting in an increase in deferred income tax liabilities.

It can be seen that the Company had little increasing assets, debt and a little decrease of shareholder’s equity comparing to 2019 and it can be seen that in 2020, the Company had loss in the amount of Baht 48 million resulting in a little decrease of shareholder’s equity.

In this regard, the Board of Directors had considered and deemed appropriate to propose to the Meeting to acknowledge the report on the operational results for the year 2020 and the Annual Report for the Year 2020.

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

Miss Poonsri : She would like to know as follows:

Kancharoenkulwong

Proxy from Thai

Investors Association

1. As of the end of 2020, the Company had saving deposits which will be due at call in the amount of Baht 42.5 million, thus, she would like to know the policy and the objectives of such cash deposit.
2. (1) What is the advance payment amounting to Baht 8.7 million.
(2) She would like the Company to clarify more for the advance expense amounting to Baht 2.6 million.
(3) What receivable others amounting to Baht 2.7 million is.
3. The overdue share payment amounting to Baht 48 million, what was the Company’s shares?
4. Asked the valuation method for the acquisition of Domino’s Pizza business.

Mr. Sirutt Ratanapaitoon : Answered the questions from Miss Poonsri Kancharoenkulwong, a proxy from Thai Investors Association as follows:

Chief Financial Officer

1. The Company would like to inform that the Company had no policy to save a lot of money in bank account. However, during the late of the year, the Company prepared the money from loan for the maintenance of branches and the marketing in order to encourage the sale at the early of the year for Domino's Pizza, resulted to the remaining had saving deposits which will be due at call is higher than usual.
2. (1) Most of the advance payment are the advance payment for merchandise since the business of the Company i.e. Bake Cheese Tart is required to import the raw material from other country resulting to the Company is required to make an advance payment for importing the raw material in amount of Bath 8.5 million from the amount of advance payment of Baht 8.7 million.
(2) Basically, the expenses are cost of insurance and the fee of the SET.
(3) Other receivable i.e. employee uniform and undue input Vat.
3. The unpaid share at the amount of Bath 48 million is the unpaid debts relating to the entry of Samart Traffic Company Limited which the Company had been continuously proceeding on tracking the arrears and proceeding on legal action. However, the Company had considered that the chance that the Company would receive the arrears is very low, thus the Company had prepared reserve for those entry unpaid debts.
4. To assess the value of purchasing business of Domino's pizza, the company would like to inform that when the Company will acquire Domino's Pizza, the Company assessed the transaction value from 2 assessors i.e. the Company assessed the value by cooperating with the Company's financial advisor and the independent financial advisor hiring by the Company to provide such information to the shareholders.

The main reason that the assessed value from Company's financial advisor and the independent financial advisor are different coming from the presumption of income or branch opening. The company sees that the pizza business which is a Quick Service Restaurant or QSR, Domino's Pizza is the number one of the world. And currently in Thailand, there are 2 Quick Service Restaurants or QSR excluding Domino's Pizza. Regarding the income assessment of the Company, the Company had financial assumptions that the Company had lower rate of income than other company, the Company agreed to operate the business as well as other pizza business since Domino's Pizza is the number one of the world but its value was reduced by the risk of the outbreak of Coronavirus disease (COVID-19) and other risks thus, the trading value was the value that the Company gained after reduction.

Regarding the purchase of Domino's Pizza business, although the purchase value is higher than the value that was assessed by assessors but the Company sees that Domino's pizza business would strengthen Company's portfolio and make the Company stronger. Furthermore, the Company believe in Domino's Pizza's potential since Domino's Pizza business took place in 90 countries and most of them were successful and Domino's Pizza business is operated as franchise in many countries. The Company acquired the right to operate and develop Domino's Pizza business as franchise which was successful resulted in the value of the company most increasing up to Bath one hundred billion. The Company sees that the Company would have a chance to grow from the purchasing of Domino's Pizza' business.

Mr. Nuttawut Phowborom Chairman : Answered the questions from Miss Poonsri Kancharoenkulwong, a proxy from Thai Investors Association, that the Company perceive the opportunity of growth of the Company, Domino's Pizza business is the number one of the Quick Service Restaurant or QSR of the World. The Company believed that it will be a great opportunity of the Company if

the Domino's Pizza business will become the one of the main business of the Company.

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

Agenda 2.2 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 2020

The Moderator 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 2020 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 2020 in the Annual Report for the Year 2020 according to Enclosure 2 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 2020 which had been audited by the certified public accountant, reviewed by the Audit Committee and approved by the Board of Directors' meeting.

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 statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2020 as details proposed above.

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 2020 which had 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	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	-
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	votes	Percentage	100.0000

Remark : In this agenda, there was 1 additional shareholder or proxy attending the Meeting, representing additional 17,000,000 shares, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 68 persons, representing 8,664,019,408 shares in total.

Agenda 2.3 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 fiscal year ended 31 December 2020

The Moderator 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 2020 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 fiscal year ended 31 December 2020 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 fiscal year ended 31 December 2020 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	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	-
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	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 68 persons, representing 8,664,019,408 shares.

Agenda 2.4 To consider and approve the appointment 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 this Meeting, there were directors who retired by rotation as follows:

- (1) Mr. Nuttawut Phowborom Chairman of the Board of Directors
- (2) Mr. Veerayooth Bodharamik Vice Chairman of the Board of Directors / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee / Independent Director
- (3) Mr. Kusol Sangkananta Director

In this regard, the Board of Directors had deliberately and carefully screened and considered and, then, viewed that the three directors were knowledgeable, experienced and skillful which would benefit the Company's operations and had full qualifications and did not have any prohibited characteristics under the PLC Act and the Securities and Exchange Act B.E. 2535 (1992) (as amended) as well as other relevant regulations. In addition, a person taking independent director position was also qualified under the qualifications of independent director, pursuant to provisions 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.

In this regard, the name list and biography of nominated directors to be elected as directors to replace those retiring by rotation was detailed in Enclosure 3, page 49 – 56 of the invitation letter.

Moreover, the Company had provided an opportunity for the shareholders to nominate a person in consideration of appointment of directors for this Meeting on the Company's website in advance from 20 November 2020 to 15 January 2021, but there were no any shareholders additionally nominating any person as a director.

In this regard, the Board of Directors with the consideration and suggestion of the Nomination and Remuneration Committee, excluding the directors having the vested interest, had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the appointment of the following three directors who retire by rotation to resume their directorship for another term, including to resume the other previous positions:

- (1) Mr. Nuttawut Phowborom Chairman of the Board of Directors
- (2) Mr. Veerayooth Bodharamik Vice Chairman of the Board of Directors / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee / Independent Director
- (3) Mr. Kusol Sangkananta Director

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

Miss Poonsri Kancharoenkulwong Proxy from Thai Investors Association : She would like to know the directorship term of 2 independent directors of the Company i.e. Miss Yaowarote Klinboon and Mr. Jenvit Jivakulchainan and when were the directors taking the positions.

The Moderator : Answered the questions from Miss Poonsri Kancharoenkulwong, Proxy from Thai Investors Association as follows:

- Miss Yaowarote Klinboon was appointed to replace the resignation director during 2019, at that time Miss Yaowarote Klinboon had the directorship term equal to the remaining term of the director who resignation which will be maturity in the 2020 Annual General Meeting of Shareholders. In this regard, Miss Yaowarote Klinboon

had approved to resume the director position of the Company for another term in the 2020 Annual General Meeting of Shareholders.

- Mr. Jenvit Jivakulchainan was appointed to be the director from 28 February 2020.

In this regard, the details of 2 independent directors are in the Annual Report of the Company which the Company had delivered to the shareholders with the invitation letter.

Since, there were no shareholders submitting additional questions, 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. In this regard, the Chairman assigned Miss Yaowarote Klinboon to act as the chairman of the Meeting in this agenda item.

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 appointment of Mr. Nuttawut Phowborom 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	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	-
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	votes	Percentage	100.0000

- (2) Approved the appointment of Mr. Veerayooth Bodharamik 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	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	-
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	votes	Percentage	100.0000

(3) Approved the appointment of Mr. Kusol Sangkananta 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	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	-
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	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 68 persons, representing 8,664,019,408 shares.

Agenda 2.5 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2021

The Moderator 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 2021 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) 2021	2020
Remuneration of the Director		
- Chairman of the Board of Director	30,000	30,000
- Independent Director	20,000	20,000
- Director	20,000	20,000
- Executive Director	-	-
Remuneration of the Audit Committee		
- Chairman of the Audit Committee	30,000	30,000
- Member of the Audit Committee	20,000	20,000
- Executive Director	-	-

Details	Baht per meeting	
	(Proposed Year) 2021	2020
Remuneration of Other Sub-Committee		
- Chairman of the Sub-Committee	15,000	15,000
- Member of the Sub-Committee	10,000	10,000
- Executive Director	-	-

Remark: Other remuneration and benefits will be suitably determined by the Company's performance.

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 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 2021 as per details proposed above.

Resolution The Meeting resolved to approve the determination of the directors' and sub-committees' remuneration for the year 2021 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	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	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 68 persons, representing 8,664,019,408 shares.

Agenda 2.6 To consider and approve the appointment of the auditors and the determination of the auditor's remuneration for the year 2021

The Moderator 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 Grant Thornton 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 2021, 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. Somckid | Tiatragul | Certified Public Accountant No. 2785 or |
| (2) Ms. Kanyanat | Sriratchatchaval | Certified Public Accountant No. 6549 or |
| (3) Mr. Narin | Churamongkol | Certified Public Accountant No. 8593 or |
| (4) Ms. Saranya | Akharamahaphanit | Certified Public Accountant No. 9919 or |
| (5) Ms. Amornjid | Baolorpet | Certified Public Accountant No. 10853 |

In this regard, the aforementioned auditors had been the auditors of the Company for 2 years from the year 2019, thus, there were no auditors performing their duty more than 7 years and did not have any relationship or vested interest with the Company, its subsidiaries, the directors, the executives, or the major shareholders, or related persons of the said parties, therefore, they were independent to audit and give opinions to the financial statements of the Company the 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 2021 in the amount up to Baht 5,685,000. The comparison information of the auditor's remuneration between the year 2020 and 2021 are as follow:

The Auditor's Remuneration	2020	2021 (Proposed Year)
Audit Fee	Baht 6,070,000	Baht 5,685,000
Non-Audit Fee	- None -	- None -

Previously, the Company disclosed the audit fee for the year 2021 in the amount of Baht 5,915,000, as detailed in the information memorandum which the Company disclosed to the SET, dated 1 March 2021. However, in order to protect benefits of the shareholders, the Company has negotiated to decrease the amount of audit fee by Baht 230,000 from Baht 5,915,000 to Baht 5,685,000, as per details in the above table.

In this regard, information in relation to the appointment of the auditors and auditor's remuneration for the year 2021 was detailed in Enclosure 4 of the invitation letter.

In this regard, the Board of Directors with the consideration and suggestion of the Audit Committee had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the appointment of Grant Thornton Company Limited as the auditor of the Company and its subsidiaries for the year 2021 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 2021 in the amount up to Baht 5,685,000 , excluded the non-audit fee, as per details proposed above in all respects.

- | | | |
|------------------|------------------|---|
| (1) Mr. Somckid | Tiatragul | Certified Public Accountant No. 2785 or |
| (2) Ms. Kanyanat | Sriratchatchaval | Certified Public Accountant No. 6549 or |
| (3) Mr. Narin | Churamongkol | Certified Public Accountant No. 8593 or |
| (4) Ms. Saranya | Akharamahaphanit | Certified Public Accountant No. 9919 or |
| (5) Ms. Amornjid | Balorpet | Certified Public Accountant No. 10853 |

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 2021 as per details proposed above.

Resolution The Meeting resolved to approve the appointment of Grant Thornton Company Limited as the auditor of the Company and its subsidiaries for the year 2021 and the determination of the auditor's remuneration for the year 2021 in the amount up to Baht 5,685,000 with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	-
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	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 68 persons, representing 8,664,019,408 shares.

The Moderator informed the Meeting that the consideration of Agenda 3.1 (the amendment to Article 4 of the Articles of Association of the Company) and Agenda 4.1 to Agenda 4.6 (the capital restructuring)

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 2021 Annual General Meeting of Shareholders.

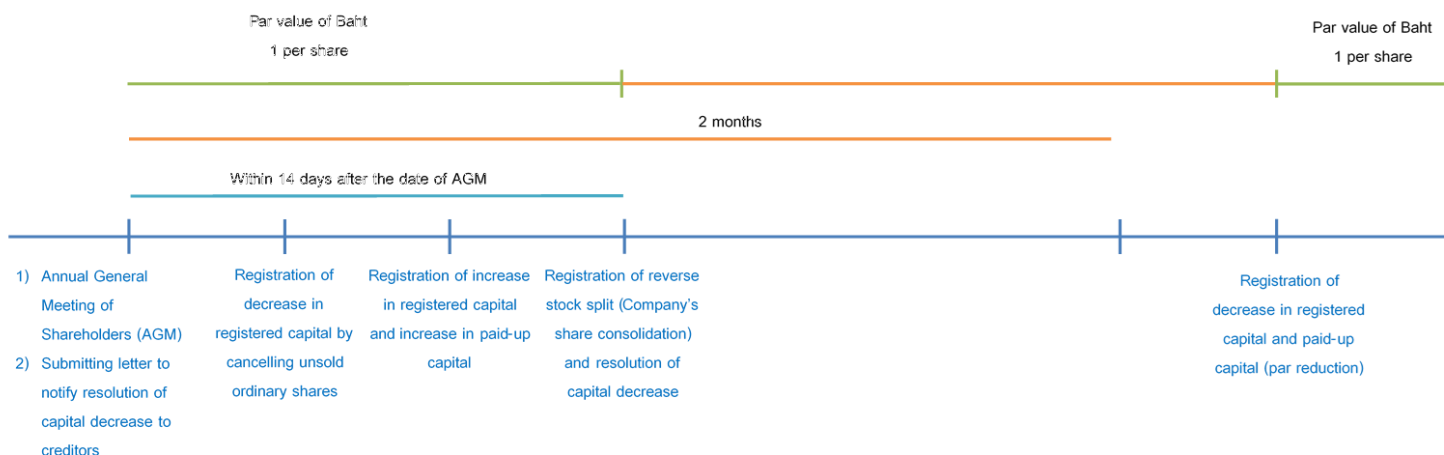
Agenda 3 To consider and approve the amendment to Article 4 and Article 30 of the Articles of Association of the Company

Agenda 3.1 To consider and approve the amendment to Article 4 of the Articles of Association of the Company

The Moderator informed the Meeting that since the Company would like to restructure its capital, which results in the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation) from the par value of Baht 1 per share to the par value of Baht 15 per share and the decrease in the registered capital and the paid-up capital of the Company by decreasing the par value of the Company's shares (par reduction) from the par value of Baht 15 per share to the par value of Baht 1 per share, as per the details to be proposed in Agenda 4.5 and Agenda 4.6, respectively.

This is because Section 141 of the of the PLC Act stipulates that the Company must, deliver the letter to notify the creditors of the Company, whom the Company acknowledges, of the resolution of the capital decrease within 14 days from the date on which such resolution was passed by the shareholders' meeting and specify that the objections must be submitted within 2 months from the date of acknowledged receipt of the notification of such resolution. Moreover, the Company shall also publish such resolution in a newspaper within the said 14-day period.

Therefore, after the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation) from the par value of Baht 1 per share to the par value of Baht 15 per share, the Company shall not be able to register the decrease in the registered capital and the paid-up capital of the Company by decreasing the par value of the Company's shares (par reduction) from the par value of Baht 15 per share to the par value of Baht 1 per share immediately. However, the Company is required to wait for the lapse of the period for the creditors to submit the objection within 2 months. In this regard, during such period, the par value of the Company's shares shall be Baht 15 per share, as per the following schedule



The Company is required to amend the Articles of Association of the Company regarding the par value as follows:

From “Article 4 Shares of the Company are named ordinary shares, at a par value of Baht one (1) per share. Every share of the Company must be fully paid at once.”

To “Article 4 Shares of the Company are ordinary shares, with an equal value each, and are the shares with name of shareholders specified.”

In addition, the Board of Directors had deemed appropriate to propose to the shareholders’ meeting to consider and approve the authorization to persons authorized by the Board of Directors to register the amendment to the Articles of Association of the Company with the Department of Business Development, the Ministry of Commerce to amend and provide statements to comply with the registrar’s orders.

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders’ meeting to consider and approve the amendment to Article 4 of the Articles of Association of the Company 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 amendment to Article 4 of the Articles of Association of the Company as per details proposed above.

Resolution The Meeting resolved to approve the amendment to Article 4 of the Articles of Association of the Company 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	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	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 68 persons, representing 8,664,019,408 shares.

Agenda 3.2 To consider and approve the amendment to Article 30 of the Articles of Association of the Company

The Moderator informed the Meeting that since the Company would like to amend the Article 30 of the Articles of Association of the Company as follows:

From “Article 30 The Board of Directors shall hold the Annual General Meeting of Shareholders within 4 months from the end of the accounting period of the Company. Any shareholders’ meetings other than as specified in the first paragraph shall be called the Extraordinary General Meeting. The Board of Directors may convene the Extraordinary General Meeting of Shareholders at any time as the Board of Directors deems appropriate or shareholder(s) holding the total number of shares not less than one-fifth of the total number of sold shares or shareholders not less than 25 persons holding the total number of shares not less than one-tenth of the total number of sold shares, correctively issue a letter to request the Board of Directors to convene the Extraordinary General Meeting of Shareholders, but the reason and the objective to convene the meeting must be clearly specified in the said letter. In such case, the Board of Directors must hold the shareholders’ meeting within 1 month from the date on which the letter from the shareholder(s) is received.”

To “Article 30 The Board of Directors shall hold the Annual General Meeting of Shareholders within 4 months from the end of the accounting period of the Company.

Any shareholders’ meeting other than as specified in the first paragraph shall be called the Extraordinary General Meeting.

The Board of Directors may convene the Extraordinary General Meeting of Shareholders at any time as the Board of Directors deems appropriate or when a shareholder or shareholders, holding the total number of shares not less than 10 percent of the total number of sold shares, may correctively issue a letter to request the Board of Directors to convene the Extraordinary General Meeting of Shareholders at any time, but the matters, the reason and the objective to convene the meeting must be clearly specified in the said letter. In such case, the Board of Directors must hold the shareholders' meeting within 45 days from the date on which the letter from the shareholder(s) is received.

In the event that the Board of Directors does not hold the meeting within the specified period in the third paragraph, the shareholder(s) who subscribed their name in a letter or other shareholders, holding the total number of shares as required therein may convene the meeting by themselves within 45 days from the end of period specified in the third paragraph. In such event, the held shareholders' meeting shall be deemed as if it is convened by the Board of Directors and the Company must be responsible for the expenses incurred from holding the meeting and provide the facilities as appropriate.

In the event that the number of shareholders attending any shareholders' meeting which is convened by the shareholders pursuant to the fourth paragraph do not constitute a quorum, as prescribed in Article 32. of this Articles of Association, the shareholders as per the fourth paragraph, must be jointly responsible for expenses arising out of holding such meeting to the Company."

In addition, the Board of Directors had deemed appropriate to propose to the shareholders' meeting to consider and approve the authorization to persons authorized by the Board of Directors to register the amendment to the Articles of Association of the Company with the Department of Business Development, the Ministry of Commerce to amend and provide statements to comply with the registrar's orders.

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment to Article 30 of the Articles of Association of the Company 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 amendment to Article 30 of the Articles of Association of the Company as per details proposed above.

Resolution The Meeting resolved to approve the amendment to Article 30 of the Articles of Association of the Company 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	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	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 68 persons, representing 8,664,019,408 shares.

Agenda 4 To consider and approve the capital restructuring of the Company

The Moderator informed the Meeting that since the Company would like to restructure its capital, which results in the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation) and the decrease in the registered capital and the paid-up capital of the Company by decreasing the par value of the Company's shares (par reduction) in order to write off share discount and reduce the accumulated losses. An aim is that the financial position of the Company as showed in the financial statements reflects the true financial status. As a result, the Company would be able to pay the dividend in the future when the Company has an adequate amount of net profit and cash flow.

Thus, in order to succeed the capital restructuring of the Company, the Company is required to proceed as the details which will be clarified in agenda 4.1 to agenda 4.6, respectively, which can be summarized as follow:

1. The decrease in the registered capital

Decrease in the registered capital of the Company of Baht 355 by cancelling the ordinary shares of the Company which had not been sold in the number of 355 shares at the par value of Baht 1 per share which are the shares remaining from allocating to accommodate the exercise of rights under the warrants representing the right to purchase the newly issued ordinary shares of the Company No.5 (W-W5) (the "W-W5 Warrants").

2. The increase in the registered capital

Increase in the registered capital of the Company of Baht 300,027 by issuing 300,027 newly issued ordinary shares, at the par value of Baht 1 per share to accommodate the rights adjustment of the warrants of the Company and in order to avoid a fraction of shares after adjusting the par value of the Company's shares by means of reverse stock split (share consolidation)

3. The allocation of newly issued ordinary shares

Allocate the 300,027 newly issued ordinary shares, at the par value of Baht 1 per share in order to avoid a fraction of shares after adjusting the par value of the Company by means of reverse stock split. Details of which are as follows:

- 1) To allocate 11 newly issued ordinary shares, at the par value of Baht 1 per share in order to accommodate the rights adjustment of the warrants representing the right to purchase the newly issued ordinary shares of the Company No.3 (W-W3) (the "W-W3 Warrants") after adjusting the par value of the Company's shares by means of reverse stock split (share consolidation).
- 2) To allocate 300,004 newly issued ordinary shares, at the par value of Baht 1 per share in order to accommodate the rights adjustment of the W-W5 Warrants after adjusting the par value of the Company's shares by means of reverse stock split (share consolidation).
- 3) To allocate 12 newly issued ordinary shares, at the par value of Baht 1 per share to Mr. Sirutt Ratanapaitoon in order to avoid a fraction of shares after adjusting the par value by means of reverse stock split (share consolidation).

4. The transfer of legal reserve and capital surplus to compensate for the accumulated losses of the Company

To transfer the legal reserve of Baht 13,726,481 to compensate for the Company's accumulated losses of Baht 953,445,708 resulting to the remaining accumulated losses of the Company shall equal to Baht 939,719,227.

In this regard, the Company will have no capital surplus reserve and other reserve.

5. The adjustment of the par value by means of reverse stock split (share consolidation)

Adjusting the par value of the Company's shares by means of reverse stock split (share consolidation) from the existing par value of Baht 1 per share to the par value of Baht 15 per share.

- The decrease in the registered capital and the paid-up capital of the Company by decreasing the par value of the Company's shares (par reduction)

Decrease in the par value of the Company's shares (par reduction) from the existing par value of Baht 15 per share to Baht 1 per share to compensate for share discount of Baht 10,320,878,089 and the Company's accumulated losses of Baht 939,719,227 remaining after the process in step 4 above.

Therefore, after the process of the capital restructuring of the Company above, the amount of the Company's capital and the number of the Company's shares shall be as follows:

Details	Number (Baht / Shares (as the case may be))
Registered Capital	Baht 1,144,559,696
Paid-Up Capital	Baht 813,913,366
Par Value (per Share)	Baht 1
Divided into	
Number of Paid-Up Shares	813,913,366 shares
Number of Registered Shares to Accommodate the Exercise of Rights under the W3 Warrants	5,061,007 shares
Number of Registered Shares to Accommodate the Exercise of Rights under the W5 Warrants	325,585,323 shares

The Company expect to receive the benefit from the capital restructuring as follows:

- Be able to eliminate the share discount and the deficits causing the financial position of the Company as showed in the financial statements reflects the true financial status result to the Company would be able to pay the dividend in the future when the Company has an adequate amount of net profit and cash flow.

2. The price of Company' share will be more stable (Currently, the price of the Company' shares is in Satang unit result in the high fluctuation of percentage of the price per day.)
3. Annual registrar fee charged by Thailand Securities Depository Company Limited will be significantly decreased which is highly useful for the Company.

The company expects that the capital restructuring shall be successful by June 2021.

Agenda 4.1 To consider and approve the decrease in the registered capital of the Company and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease in the registered capital of the Company

The Moderator informed the Meeting that in order 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 4.2, in order to comply with Section 136 of the PLC Act, the Company is required to decrease its registered capital of Baht 355 from the existing registered capital of Baht 17,168,095,768 to the new registered capital of Baht 17,168,095,413 by cancelling the ordinary shares of the Company which had not been sold in the number of 355 shares at the par value of Baht 1 per share. Such to-be-cancelled ordinary shares consist of 355 ordinary shares at the par value of Baht 1 per share, which are the shares remaining from allocating to accommodate the exercise of rights under the W5 Warrants.

In this regard, after the decrease in the registered capital, the Company will have the ordinary shares which had not been sold in the number of 4,959,394,935 shares. Details of which are as follows:

(1) 75,915,094 ordinary shares at the par value of Baht 1 per share which allocated to accommodate the exercise of rights under the W3 Warrants.

(2) 4,883,479,841 ordinary shares at the par value of Baht 1 per share which allocated to accommodate the exercise of rights under the W5 Warrants.

In addition, 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 17,168,095,413 Baht (Seventeen thousand one hundred sixty eight million is

			ninety five thousand four hundred thirteen Baht)
Distributed into	17,168,095,413	Shares	(Seventeen thousand one hundred sixty eight million ninety five thousand four hundred thirteen shares)
Par value per share	1.00	Baht	(One Baht)
Divided into			
Ordinary shares	17,168,095,413	Shares	(Seventeen thousand one hundred sixty eight million ninety five thousand four hundred thirteen shares)
Preference shares	- 0 -	Shares	(-)"

In addition, the Board of Directors had deemed appropriate to propose to the shareholders' meeting to consider and approve the authorization to persons authorized by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce to amend and provide statements to comply with the registrar's orders.

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the decrease in the Company's registered capital of Baht 355 from the existing registered capital of Baht 17,168,095,768 to the new registered capital of Baht 17,168,095,413 by cancelling the ordinary shares of the Company which had not been sold in the number of 355 shares at the par value of Baht 1 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease in the Company's registered capital, 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 decrease in the registered capital of the Company and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease in the registered capital of the Company as per details proposed above.

Resolution The Meeting resolved to approve the decrease in the Company's registered capital of Baht 355 from the existing registered capital of Baht 17,168,095,768 to the new registered capital of Baht 17,168,095,413 by cancelling the ordinary shares which had not been sold, which are the shares remaining from allocating to accommodate the exercise of rights under the W5 Warrants in the number of 355 shares at the par value of Baht 1 per share and the amendment to Clause 4 of the

Memorandum of Association of the Company in order to be in accordance with the decrease in 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	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	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 68 persons, representing 8,664,019,408 shares.

Agenda 4.2 To consider and approve the increase in the registered capital of the Company and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the registered capital of the Company

The Moderator informed the Meeting that in order to avoid a fraction of shares arising out of the Company's capital restructuring by adjusting the par value of the Company's shares by means of reverse stock split (share consolidation), which will be clarified in Agenda 4.5, the Company is required to increase in the registered capital of Baht 300,027 from the existing registered capital of Baht 17,168,095,413 to the new registered capital of Baht 17,168,395,440 by issuing 300,027 newly issued ordinary shares, at the par value of Baht 1 per share.

In addition, 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 17,168,395,440 Baht (Seventeen thousand one hundred sixty eight million three hundred ninety five thousand four hundred forty Baht)
is
Distributed into 17,168,395,440 Shares (Seventeen thousand one hundred sixty eight million three hundred ninety five thousand four hundred forty shares)
Par value per share 1.00 Baht (One Baht)

Divided into

Ordinary shares	17,168,395,440	Shares	(Seventeen thousand one hundred sixty eight million three hundred ninety five thousand four hundred forty shares)
Preference shares	- 0 -	Shares	(-)"

In addition, the Board of Directors had deemed appropriate to propose to the shareholders' meeting to consider and approve the authorization to persons authorized by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce to amend and provide statements to comply with the registrar's orders.

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the increase in the Company's registered capital of Baht 300,027 from the existing registered capital of Baht 17,168,095,413 to the new registered capital of Baht 17,168,395,440 by issuing 300,027 newly issued ordinary shares, at the par value of Baht 1 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the increase in the Company's registered capital, 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 increase in the registered capital of the Company and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the registered capital of the Company, as per details proposed above.

Resolution The Meeting resolved to approve the increase in the registered capital from the existing registered capital of Baht 17,168,095,413 to the new registered capital of Baht 17,168,395,440 by issuing 300,027 newly issued ordinary shares, at the par value of Baht 1 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the increase in 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	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	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 68 persons, representing 8,664,019,408 shares.

Agenda 4.3 To consider and approve the allocation of the newly issued ordinary shares

The Moderator informed the Meeting that further to the increase in the Company's registered capital of Baht 300,027 in Agenda 4.2 above, the Company would like to allocate the 300,027 newly issued ordinary shares, at the par value of Baht 1 per share. Details of which are as follows:

- (1) To allocate 11 newly issued ordinary shares, at the par value of Baht 1 per share in order to accommodate the rights adjustment of the W-W3 Warrants after adjusting the par value of the Company's shares by means of reverse stock split (share consolidation).
- (2) To allocate 300,004 newly issued ordinary shares, at the par value of Baht 1 per share in order to accommodate the rights adjustment of the W-W5 Warrants after adjusting the par value of the Company's shares by means of reverse stock split (share consolidation).
- (3) To allocate 12 newly issued ordinary shares, at the par value of Baht 1 per share to a specific person (Private Placement), i.e. Mr. Sirutt Ratanapaitoon, a director and executive of the Company who holds 658,053,951 shares as of 11 February 2021 and a connected person of the Company pursuant to the Notification of Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions (including the amendments thereof) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (including the amendments thereof) (Collectively called as the "**Connected Transaction Notifications**"). An offering price will be determined by the Board of Directors, which is not lower than **market price** of the Company's ordinary shares (without discount) as of the date on which the offering price is determined by the Board of Directors and is not lower than the par value (i.e. Baht 1 per share). In this regard, the purpose is to avoid a fraction of shares after adjusting the par value by means of reverse stock split (share consolidation).

In this regard, "**market price**" means the weighted average price of the Company's ordinary shares listed on the SET during the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date on which the offering price is determined.

The above allocation of the newly issued ordinary shares to Mr. Sirutt Ratanapaitoon, who is a connected person of the Company is considered a connected transaction pursuant to the Connected Transaction Notifications in the category of the transaction in relation to asset, which this transaction size is not subject to the disclosure pursuant to the Connected Transaction Notifications. In this regard, since such allocation of the newly issued ordinary shares to a connected person is an allocation of 12 shares only, it shall not affect the rights and benefits of shareholders in any respect.

In addition, the Board of Directors had deemed appropriate to propose to the shareholders' meeting to consider and approve the authorization to the Board of Directors and/or Chief Executive Officer and/or persons authorized by the Board of Directors and/or Chief Executive Officer to consider and determine, amend and alter conditions and details related to such allocation of the newly issued shares; including but not limited to, (1) single or sequential offerings of the newly issued shares, the subscription period, the adjustment of the lists of allocated investors, the offering price, the share payment, other conditions and details related thereto; (2) to enter into a negotiation, make an agreement and execute relevant documents and agreements, as well as to take any necessary and appropriate action in connection with the allocation of the newly issued shares; (3) to sign applications for permission, waiver request and evidences necessary for and relevant to such issuance and offering of the newly issued shares, including but not limited to, to provide any information and evidence to the Office of the Securities and Exchange Commission, the SET, Thailand Securities Depository Company Limited ("TSD"), the Ministry of Commerce or other relevant authorities or agencies, as well as to list such newly issued ordinary shares on the SET and (4) to take any other action necessary for and appropriate to such issuance and offering of the newly issued shares.

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve (1) the allocation of 11 newly issued ordinary shares of the Company, at the par value of Baht 1 per share in order to accommodate the rights adjustment of the W-W3 Warrants; (2) the allocation of 300,004 newly issued ordinary shares of the Company, at the par value of Baht 1 per share in order to accommodate the rights adjustment of the W-W5 Warrants; and (3) the allocation of 12 newly issued ordinary shares of the Company, at the par value of Baht 1 per share to Mr. Sirutt Ratanapaitoon, 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 allocation of the newly issued ordinary shares as per details proposed above.

Resolution The Meeting resolved to approve (1) the allocation of 11 newly issued ordinary shares of the Company, at the par value of Baht 1 per share in order to accommodate the rights adjustment of

W-W3 Warrants; (2) the allocation of 300,004 newly issued ordinary shares of the Company, at the par value of Baht 1 per share in order to accommodate the rights adjustment of the W-W5 Warrants; and (3) the allocation of 12 newly issued ordinary shares of the Company, at the par value of Baht 1 per share to Mr. Sirutt Ratanapaitoon, including the relevant authorization, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes as follows:

Approve	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	-
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	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 68 persons, representing 8,664,019,408 shares.

Agenda 4.4 To consider and approve the transfer of legal reserve and capital surplus to compensate for the accumulated losses of the Company

The Moderator informed the Meeting that in order to comply with section 119 of the PLC Act, which stipulates that obtaining an approval from the shareholders' meeting, the Company may transfer reserve fund under Section 51 (capital surplus reserve), reserve fund under Section 116 (legal reserve) or other reserve fund to compensate for the accumulated losses of the Company.

Furthermore, the Company would like to restructure its capital, which results in the adjustment of the par value of the Company's shares by means of reverse stock split and the decrease in the registered capital and the paid-up capital of the Company in order to write off share discount and reduce the accumulated losses. An aim is that the financial position of the Company as showed in the financial statements reflects the true financial status. As a result, the Company would be able to pay the dividend in the future when the Company has an adequate amount of net profit and cash flow and the Board of Directors deems appropriate, according to the dividend payment policy of the Company.

According to the said capital restructuring of the Company, the Company would like to decrease its registered capital and paid-up capital to an amount lower than one-fourth of the total capital of the Company, as per the details to be proposed in Agenda 4.6. This is to comply with Section 139 of the PLC Act, which stipulates that in the case where the Company has suffered from the accumulated losses and has already proceed with the compensation for the accumulated losses pursuant to Section 119 of the PLC, but there is still the remaining accumulated losses, the Company may decrease the capital to an amount lower than one-fourth

of the total capital. Therefore, the Company is required to transfer the legal reserve of Baht 13,726,481, the Company has no capital surplus reserve and other reserve fund, for compensation of the Company's accumulated losses of Baht 953,445,708 according to the Company's financial statements ended 31 December 2020, which had been audited by the certified public accountant of the Company. After the transfer of the legal reserve of Baht 13,726,481 to compensate for the Company's accumulated losses, the remaining accumulated losses of the Company shall equal to Baht 939,719,227, according to the separate financial statements. Such remaining accumulated losses can be additionally compensated by the decrease in the registered capital and the paid-up capital of the Company, as per the details to be proposed in Agenda 4.6.

Details	Information according to the Financial Statements Ended 31 December 2020 after the Adjustment according to Agenda 4.1 – 4.3	
	Before Transfer of Legal Reserve and Capital Surplus for Compensation of Accumulated Losses	After Transfer of Legal Reserve and Capital Surplus for Compensation of Accumulated Losses
Registered Capital	Baht 17,168,395,440 (divided into 17,168,395,440 shares, at the par value of Baht 1 per share)	Baht 17,168,395,440 (divided into 17,168,395,440 shares, at the par value of Baht 1 per share)
Paid-up Capital (After Issuance of Shares to Specific Person (Private Placement))	Baht 12,208,700,490 (divided into 12,208,700,490 shares, at the par value of Baht 1 per share)	Baht 12,208,700,490 (divided into 12,208,700,490 shares, at the par value of Baht 1 per share)
Share Premium (Discount)	Baht (10,320,878,089)	Baht (10,320,878,089)
Accumulated Profit (Loss)	Baht (953,445,708)	Baht (939,719,227)
Legal Reserve	Baht 13,726,481	Baht 0

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the process under Section 119 of the PCL Act by transferring the legal reserve of Baht 13,726,481 to compensate for the Company's accumulated losses, 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 transfer of legal reserve and capital surplus to compensate for the accumulated losses of the Company as per details proposed above.

Resolution The Meeting resolved to approve the transfer of the legal reserve of Baht 13,726,481 to compensate for the Company's accumulated losses pursuant to Section 119 of the PLC Act, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes as follow:

Approve	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	-
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	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 68 persons, representing 8,664,019,408 shares.

Agenda 4.5 To consider and approve the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation) and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the adjustment of the par value of the Company's shares by means of reverse stock split

The Moderator informed the Meeting that since the Company would like to restructure its capital in Agenda 4.4 above. In capital restructuring of the Company, the Company would like to adjust the par value of the Company's shares by means of reverse stock split (share consolidation) from the existing par value of Baht 1 per share to the par value of Baht 15 per share, resulting in the reduction of 16,023,835,744 shares of the Company, from the existing of 17,168,395,440 shares, with the par value of Baht 1 per share, to 1,144,559,696 shares, with the par value of Baht 15 per share. The said adjustment of the par value of the Company's shares shall decrease a number of shares held by each shareholder at the ratio of 15 existing shares to 1 new share with details as follows:

Details	Before Adjustment of Par Value (After Capital Increase in Agenda 4.3) (Par Value of Baht 1 per Share)	After Adjustment of Par Value (Par Value of Baht 15 per Share)
Number of Registered Shares	17,168,395,440 shares	1,144,559,696 shares

Details	Before Adjustment of Par Value (After Capital Increase in Agenda 4.3) (Par Value of Baht 1 per Share)	After Adjustment of Par Value (Par Value of Baht 15 per Share)
Number of Paid-up Shares (After Issuance of Shares to Specific Person (Private Placement))	12,208,700,490 shares	813,913,366 shares
Number of Registered Shares to Accommodate the Exercise of Rights under the W3 Warrants (After Capital Increase to Accommodate Right Adjustment)	75,915,105 shares	5,061,007 shares
Number of Registered Shares to Accommodate the Exercise of Rights under the W5 Warrants (After Capital Increase to Accommodate Right Adjustment)	4,883,779,845 shares	325,585,323 shares

The calculation for the adjustment of the par value of the Company's shares from Baht 1 per share to Baht 15 per share shall cause a fraction of the existing shares held by certain shareholders, which is not enough to be converted to a new share. Such fraction of the existing shares shall be discarded. In calculation of the adjustment of the par value and the discarding of the fraction of the existing shares, assigned by the Company, TSD, as the share registrar of the Company, shall be a person responsible for the calculation according to the work system of TSD. In this regard, in order to protect right of some shareholders being affected from discarding the fraction of the existing shares, the shareholders may purchase or sell the fraction of shares (odd lot) on the SET to acquire the shares in the whole number enough for the purpose of the calculation before the date on which the adjustment of the par value of the Company's shares is effective.

However, the Company is willing to compensate the shareholders, whose a fraction of the existing shares is not enough to be converted to a new share and is discarded after the calculation, for such discarded

fraction of the existing shares in cash. The amount of compensation per share is a weighted average closing price of the Company's shares on the SET during the past period of 7 consecutive business days prior to the date of the 2021 Annual General Meeting of Shareholders, by means of money transfer to a bank account of the shareholders, which is informed to the Company according to the below procedures.

The shareholder, whose a fraction of the existing shares is discarded, can request for a compensation for a fraction of shares by (1) contacting the Company in person at **the office of the Company at No. 77/1 Soi Ruamsirimit, Chompol Sub-district, Chatuchak District, Bangkok 10900** and prepare the valid identification documents of the shareholder (such as a copy of identity card (ID card), a copy of identity card of official, a copy of identity card of public enterprise's official, a copy of passport or a copy of affidavit etc.), together with a copy of bank account book, in which the shareholder would like the Company to transfer money, whereby name of the owner of such bank account book must be the name of the shareholder, or (2) delivering all mentioned documents, which are certified as true copies by the shareholder to the office of the Company. In this regard, the Company shall transfer a compensation for a fraction of shares to the shareholders when the Company completely verifies a correctness and completeness of the provided information and documents.

According to the abovementioned request for a compensation for a fraction of shares, the shareholders must proceed within 1 month after the date on which the Company completely registers the amendment to the adjustment of the par value of the Company's shares with the Department of Business Development, the Ministry of Commerce, which is expected to take place during April 2021. In this regard, the Company shall further public the details for acknowledgement via a publication system of the SET. In the case where the shareholder does not express his intention to request for a compensation for a fraction of shares within such specified period, the Company shall deem that the said shareholder give up his right to receive such compensation for a fraction of shares.

In this regard, the Board of Directors had deemed appropriate to propose to the shareholders' meeting to consider and approve the appointment of Chief Executive Officer and/or authorized directors and/or persons authorized by Chief Executive Officer and/or authorized directors to take any action necessary for and appropriate to the adjustment of the par value by means of reverse stock split in all respects, including but not limited to, to determine the conditions and other details, to notify or to ask for a permission with other relevant authorities or agencies in compliance with the laws and/or relevant regulations.

In addition, in order to be in accordance with the said adjustment of the par value of the Company's shares, the Company is required to amend Clause 4 of the Memorandum of Association, by applying the content as follows:

“Clause 4	Registered capital is	17,168,395,440	Baht	(Seventeen thousand one hundred sixty eight million three hundred ninety five thousand four hundred forty Baht)
	Distributed into	1,144,559,696	Shares	(One thousand one hundred forty four million five hundred fifty nine thousand six hundred ninety six shares)
	Par value per share	15.00	Baht	(Fifteen Baht)
Divided into				
	Ordinary shares	1,144,559,696	Shares	(One thousand one hundred forty four million five hundred fifty nine thousand six hundred ninety six shares)
	Preference shares	- 0 -	Share	(-)

Furthermore, the Board of Directors had deemed appropriate to propose to the shareholders’ meeting to consider and approve the authorization to persons authorized by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce to amend and provide statements to comply with the registrar’s orders.

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders’ meeting to consider and approve the adjustment of the par value of the Company’s shares by means of reverse stock split (share consolidation) from the existing par value of Baht 1 per share to the par value of Baht 15 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the adjustment of the par value of the Company’s shares, including the relevant authorization, as per details proposed above in all respects.

Since, in this agenda, there were shareholders or proxies submitting questions or suggestions as follows:

Mr. Win Panitwong : How the Company adjust the rights under the Warrants and when is the
Shareholder rights adjustment become effective?

The Moderator : Answered the question from Mr. Win Panitwong, shareholder, that, the adjustment of the Warrants will be immediately effective since the date which the Company adjust the par value of the Company's shares. In this regard, the Company will inform the shareholders in respect of the rights adjustment before the date which the Company's shares trading with the new par value.

The Company will adjust the exercise price and the exercise ratio of the W-W3 Warrants and W-W5 Warrants as follows:

W-W3 Warrants

- To adjust the exercise price from Baht 1 to Baht 15
- To adjust the exercise ratio from 1 warrant : 2.85710 shares to 1 warrant : 0.19047 share

W-W5 Warrants

- To adjust the exercise price from Baht 0.14 to Baht 2.1
- To adjust the exercise ratio from 1 warrant : 1 share to 1 warrant : 0.0667 share

Since, there were no shareholders having additional questions or suggestions, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation) and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the adjustment of the par value of the Company's shares by means of reverse stock split, as per details proposed above.

Resolution The Meeting resolved to approve the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation) from the existing par value of Baht 1 per share to the par value of Baht 15 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation), 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	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	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 68 persons, representing 8,664,019,408 shares.

Agenda 4.6 To consider and approve the decrease in the registered capital and the paid-up capital of the Company by decreasing the par value of the Company's shares (par reduction) and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease in the registered capital and the paid-up capital of the Company

The Moderator informed the Meeting that in order to comply with section 115 of the PLC Act, which stipulates that in the case where the Company has suffered from the accumulated losses, the Company is prohibited to pay the dividend and to prepare for the Company to be able to pay the dividend in the future when the Company has an adequate amount of net profit and cash flow and the Board of Directors deems appropriate, according to the dividend payment policy of the Company.

Therefore, the Company would like to decrease its registered capital and paid-up capital by decreasing the par value of the Company's shares from the existing par value of Baht 15 per share to Baht 1 per share to compensate for share discount and the Company's accumulated losses of Baht 939,719,227 remaining after the process in Agenda 4.4 above. This will result in none of the accumulated losses and share discount and there will be the other reserve fund from the capital decrease (fund exceeding from capital decrease) amounting to Baht 134,189,808. (The Company may utilize such other reserve fund in the future to (1) compensate for the Company's accumulated losses and/or (2) compensate for share discount.) The company shall decrease the registered capital by Baht 16,023,835,744, from Baht 17,168,395,440 to Baht 1,144,559,696 and the paid-up capital (after an issuance of shares to a specific person (private placement)) by Baht 11,394,787,124 from Baht 12,208,700,490 to Baht 813,913,366.

Nevertheless, such capital decrease will not affect a value of the shareholders' equity in any respect, since it is only an offset of the accounting number. Information of the shareholders' equity is as follows:

Details	Information according to the Financial Statements Ended 31 December 2020	
	Current (After Transfer of Legal Reserve and Capital Surplus to Compensate for Accumulated Losses according to Agenda 4.4 and Adjustment of Par Value according to Agenda 4.5) (Par Value of Baht 15 per Share)	After Capital Decrease by Decreasing Par Value to Compensate for Share Discount and Accumulated Losses (Par Value of Baht 1 per Share)
Registered Capital	Baht 17,168,395,440 (divided into 1,144,559,696 shares, at the par value of Baht 15 per share)	Baht 1,144,559,696 (divided into 1,144,559,696 shares, at the par value of Baht 1 per share)
Paid-up Capital (After Issuance of Shares to Specific Person (Private Placement))	Baht 12,208,700,490 (divided into 813,913,366 shares, at the par value of Baht 15 per share)	Baht 813,913,366 (divided into 813,913,366 shares, at the par value of Baht 1 per share)
Share Discount	Baht (10,320,878,089)	-
Accumulated Loss	Baht (939,719,227)	-
Legal Reserve	Baht 0	-
Other Reserve Fund (Fund Exceeding from Capital Decrease)	-	Baht 134,189,808
Total Amount of Shareholders' Equity	Baht 948,103,174	Baht 948,103,174

Furthermore, this capital decrease of the Company is the decrease in the registered capital to an amount lower than one-fourth of the total capital of the Company. Section 139 of the of the PLC Act stipulates that a company may reduce its registered capital to an amount lower than one-fourth of its total capital only

when such company has transferred the capital surplus reserve and the legal reserve to compensate for its accumulated losses and there are still the remaining accumulated losses. In this regard, the Company has already proceeded, according to Agenda 4.4 above.

In addition, the Board of Directors had deemed appropriate to propose to the shareholders' meeting to consider and approve the authorization to Chief Executive Officer and/or authorized directors and/or persons authorized by Chief Executive Officer and/or authorized directors to take any action necessary for and appropriate to the decrease in the registered capital and the paid-up capital, including but not limited to, (1) to determine other conditions and details of the decrease in the registered capital and the paid-up capital by decreasing par value of shares; (2) to enter into a negotiation, make an agreement and sign applications for a permission in connection with such decrease in the registered capital and the paid-up capital by decreasing par value of shares, including to submit the applications, documents and any evidence to the relevant government authorities or agencies, as well as to take any other necessary and appropriate action in relation to such decrease in the registered capital and the paid-up capital by decreasing par value of shares, as deemed appropriate in compliance with the laws and/or relevant regulations.

In this regard, after this Meeting, the Company shall deliver the letter to notify the creditors of the resolution of capital decrease within the following business day and shall proceed with the registration of the decrease in the registered capital and the paid-up capital with the Department of Business Development, the Ministry of Commerce by June 2021

Therefore, after the process of the capital restructuring of the Company above, the amount of the Company's capital and the number of the Company's shares shall be as follows:

Details	Number (Baht / Shares (as the case may be))
Registered Capital	Baht 1,144,559,696
Paid-Up Capital	Baht 813,913,366
Par Value (per Share)	Baht 1
Divided into	
Paid-Up Shares	813,913,366 shares
Registered Shares to Accommodate the Exercise of Rights under the W3 Warrants	5,061,007 shares
Registered Shares to Accommodate the Exercise of Rights under the W5 Warrants	325,585,323 shares

In addition, 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 is	1,144,559,696	Baht	(One thousand one hundred forty four million five hundred fifty nine thousand six hundred ninety six Baht)
	Distributed into	1,144,559,696	Shares	(One thousand one hundred forty four million five hundred fifty nine thousand six hundred ninety six shares)
	Par value per share	1.00	Baht	(One Baht)
	Divided into			
	Ordinary shares	1,144,559,696	Shares	(One thousand one hundred forty four million five hundred fifty nine thousand six hundred ninety six shares)
	Preference shares	- 0 -	Share	(-)"

Furthermore, the Board of Directors had deemed appropriate to propose to the shareholders' meeting to consider and approve the authorization to persons authorized by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce to amend and provide statements to comply with the registrar's orders.

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the decrease in the registered capital by Baht 16,023,835,744, from Baht 17,168,395,440 to Baht 1,144,559,696 and the paid-up capital by Baht 11,394,757,124 from Baht 12,208,700,490 to Baht 813,913,366, by decreasing the par value of the Company's shares (par reduction) from the existing par value of Baht 15 per share to Baht 1 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease in the Company's registered capital, the allocation of fund exceeding from capital decrease as other reserve fund and the utilization of other reserve fund, 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 decrease in the registered capital and the paid-up capital of the Company by decreasing the par value of the Company's shares (par reduction) and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease in the registered capital and the paid-up capital of the Company, as per the details proposed above.

Resolution The Meeting resolved to approve the decrease in the registered capital by Baht 16,023,835,744, from Baht 17,168,395,440 to Baht 1,144,559,696 and the decrease in the paid-up capital by Baht 11,394,787,124 from Baht 12,208,700,490 to Baht 813,913,366, by decreasing the par value of the Company's shares (par reduction) from the existing par value of Baht 15 per share to Baht 1 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease in the Company's registered capital, the allocation of fund exceeding from capital decrease as other reserve fund and the utilization of other reserve fund, 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	8,664,019,408	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	-
Total	8,664,019,408	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 68 persons, representing 8,664,019,408 shares.

Agenda 5 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 2021 Annual General Meeting of Shareholders.

The Meeting adjourned at 12.02 p.m.

Signed by _____

(Mr. Nuttawut Phowborom)

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

Signed by _____

(Mr. Suwisit Khoipanit)

Company Secretary and Minutes Taker