



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพสช อารีรี่ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

## Minutes of the 2023 Annual General Meeting of Shareholders

of

### Wow Factor Public Company Limited

#### Date and Time

The Minutes of the 2023 Annual General Meeting of Shareholders of Wow Factor Public Company Limited (the “Company”) which held on April 28, 2023 at 10:00 via electronic media (E-AGM) under the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws, the meeting control venue is at the meeting room at head office of Wow Factor Public Company Limited.

#### Directors Attending the Meeting

1. Mr. Tanawat Ueasiripan Vice Chairman of the Board of Directors
2. Miss Saowanee Khaoubol Chairman of the Executive Committee (deputy) / Director
3. Mr. Phornpravee Chansuwan Director
4. Mr. Somboon Prasobpiboon Independent Director
5. Mr. Chanatip Pumhiran Independent Director / Chairman of the Audit Committee
6. Mrs. Issaraporn Thanupon Independent Director / Member of the Audit Committee
7. Mr. Chanchai Kanluang Independent Director / Member of the Audit Committee

#### Director Not Attending the Meeting

1. Mr. Supreedee Nimitkul Independent Director

#### The Auditor from BDO Audit company limited.

1. Mr. Teerasak Chuasrisakul CPA

#### The Legal Advisors from Wow Public Company Limited

1. Mr. Aukkarapong Rueangdech
2. Miss Kodchaphan Sangwattanachai



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### Commencement of the Meeting

Miss Supawadee Maneewankul acted as a moderator of the meeting (the “**Moderator**”) and informed of details about attendees of the 2023 Annual General Meeting of Shareholders (the “**Meeting**”) that No shareholders attending the Meeting in person, and 26 shareholders attending the Meeting by proxy, representing 327,001,447 shares or 40.1764 percentage of the total number of shareholders are 813,913,390 shares which constituted a quorum pursuant to Article 32 of the Articles of Association of the Company. The Moderator introduced the Board of Director, legal advisor, and financial advisor to the Meeting.

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 “**Public Company 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 Public Company 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.



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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.

When the shareholders have casted the votes. Please return to the e-meeting window to continue watching the video and audio of the Meeting.

In consolidating the votes, the Company will deduct the votes of disapproved, abstained and voided ballots from the total votes and the remaining shall be regarded as agreeing votes.

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.
7. The shareholders' votes in each agenda may not be equal. because the shareholders and proxies gradually entered the meeting room. In this regard, in order to comply with 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



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Mr. Aukkarapong Rueangdech and Miss Kodchaphan Sangwattanachai, Legal advisor from Wow Public Company 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 invited Mr. Tanawat Ueasiripan, the Vice Chairman of the Board of Directors (the “Chairman”) to address the opening speech.

The Chairman therefore welcomed all shareholders attending the 2023 Annual General Meeting of Shareholders of the Company via electronic media (E-AGM), and informed the Meeting that quorum is constituted as specified in the Company’s Articles of Association. Therefore, open the Meeting to consider and approve the agenda items.

### **Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 which held on February 17, 2023.**

The Moderator informed the meeting that purpose is for the shareholders to jointly consider and certify the minutes of the Extraordinary General Meeting No.1/2023 of Shareholders which held on February 17, 2023, which have been prepared and submitted to the Stock Exchange of Thailand within 14 days from the date of the Extraordinary General Meeting No.1/2023 of Shareholders and published on the Company's website and deliver the copies which send to all shareholders together with this invitation letter (Attachment 1). The Board of Directors considered that such meeting was recorded accurately.



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The Chairman gave an opportunity for the shareholders or proxies to ask a question. There is no shareholders and/or proxies asked any questions. The Chairman proposed the meeting to consider this agenda.

**Resolution** The Meeting resolved to certify the minutes of the Extraordinary General Meeting No.1/2023 of Shareholders which held on February 17, 2023 with a majority vote of the total votes of the shareholders who attend the meeting and cast their vote, as follows:

Approve	322,396,714	votes	Percentages	100.0000
Disapprove	0	votes	Percentages	0.0000
Abstain	0	votes	Percentages	-
Voided Ballot	0	votes	Percentages	0.0000
<b>Total</b>	<b>322,396,714</b>	<b>votes</b>	<b>Percentages</b>	<b>100.0000</b>

Remark: A resolution on this agenda must be approved by a majority vote of the shareholders who attended the meeting and vote.

**Agenda 2 To acknowledge the report on the annual operational results for the fiscal year ended 31 December 2022**

The moderator invited Professor Phornpravee Chansuwan, Chief Financial Officer, report to the meeting for acknowledgment of the annual performance report for the year 2022.

Professor Phornpravee Chansuwan informed that the food business began to have relief from the situation of COVID-19 pandemic, resulting in sales of the food business in 2022 increasing in the amount of 344 million baht, an increase from the Year 2021 to 90 million baht, or 36%, with the increase in sales caused by the growth in sales of all brands, including Kagonoya, Le Boeuf, BAKE Works.

In 2022, the company had a loss of 576 million baht, which significantly increased from 2021, mainly due to the sale of 2 subsidiaries, Domino Asia Pacific Co., Ltd. And DK Wow Ventures Co., Ltd. including the sale of the production of baked goods and macarons. The subsidiary had a loss of 245 million baht and a loss from the sale of investments in subsidiaries of 101 million baht, including a loss on impairment of goodwill of 81 million baht, resulting in a loss in the year 2022. very high increase.



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The company had an amount of 30 million baht increase from sales expenditure that caused the resulting sales added in 2022.

In addition, the company had financial costs enlarged 42 million baht. In order to the company still need a large number of borrowing financing sources from past operating losses.

In 2023, the company planned to expand the business to build upon the existing business that was successful in increasing sales in 2022. By expanding the number of branch shabu brand “Kagonoya” in the first quarter, there is already opened a new branch and planned to open three branches this year. In addition, the company planned to expand its operations to other non-food businesses, which will make the company can increase revenue growth and operating profit in the future.

The total company assets show, as of December 31, 2022, by 700 million baht, dropped 621 million baht or 47 percent from the same period of last year. The main of reducing is the sales of two subsidiaries and including the sale of the production of baked goods and macarons.

The total liabilities show 597 million baht, which dropped by 50 million baht or 8 percent as of December 31, 2022, and 2021, respectively. The main reason is still the sales of two subsidiaries in 2022. However, the company had increased short loans by 67 million baht in 2022.

For equity, The Group had total shareholders' equity of 102 million baht as of 31 Dec. 2022, a decrease of 571 million baht from as of 31 Dec. 2021 or 85%. Loss Performance in 2022

Furthermore, Prof. Phornpravee Chansuwan informed amendments to significant information disclosed in the 2022 annual report. By revising the number on page 3, the total assets in 2022 are from 1,010,341,859 baht to 700,090,729 baht. And page 200, No.2 - the number of intangible assets is revised from 105.05 million baht to 150.05 million baht.

In this regard, the Board of Directors has considered that it was deemed appropriate to propose to the meeting to acknowledge the company's operating results. And its subsidiaries for the year 2022, and the annual registration statement / an annual report for the year 2022 (Form 56-1 One Report).

In this agenda, no shareholders sent any questions or suggestions to the company secretary's office in advance or pressed the button to ask questions. The meeting facilitator assumed that the shareholders' meeting acknowledged the annual operating results report for the year ended December 31, 2022.

**Resolution**      **Agenda for acknowledgment. Therefore, there was no voting.**



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### Agenda 3 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 2022

The moderator invited Professor Phornpravee Chansuwan, Chief Financial Officer, report to the meeting for consider and approve the statement of financial position and statement of comprehensive Income as of December 31, 2022.

Prof. Phornpravee Chansuwan informed the meeting that to comply with section 112 of the Public Limited Companies Act, B.E. must provide a statement of financial position and the statement of comprehensive income of the company at the end of the company's fiscal year to propose to the shareholders' meeting for approval at the annual general meeting.

The company prepared a statement of financial position and the company's comprehensive income statement for the year ended December 31, 2022, which has been audited by a certified public accountant. Reviewed by the Audit Committee and approved by the Board of Directors' meeting. The details show in the financial statements and consolidated financial statements for the year ended December 31, 2022. In annual registration statement/ annual report 2022 (Form 56-1 One Report) in Attachment 2 of the invitation letter.

In this regard, the Board of Directors have considered that it was deemed appropriate to propose to the shareholders' meeting to consider and approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2022. It has been audited by a certified public accountant, reviewed of the Audit Committee, and approved by the Board of Directors' meeting.

The moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders and/or any proxies asked questions. Therefore, there is proposed to the meeting for consideration

**Resolution** The meeting resolved to approve the statement of financial position and the Company's comprehensive income statement. For the year ended December 31, 2022, with a majority vote of the total number of votes of shareholders attending the meeting and having the right to vote as follows:



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Approve	327,001,447	votes	Percentages	100.0000
Disapprove	0	votes	Percentages	0.0000
Abstain	0	votes	Percentages	-
Voided Ballot	0	votes	Percentages	0.0000
<b>Total</b>	<b>327,001,447</b>	<b>votes</b>	<b>Percentages</b>	<b>100.0000</b>

Remark: 1. A resolution on this agenda must be approved by a majority vote of the shareholders who attended the meeting and vote.

2. In this agenda, there was one additional shareholder registered with 4,604,733 shares, totaling 26 shareholders attending the meeting in this agenda, totaling 327,001,447 shares.

**Agenda 4 To consider and approve the omission of the allocation of profit for legal reserve and omission of the dividend payment for the operational results for the year 2022**

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

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

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the omission of legal reserve and omission of dividend payment for the operational results for the year 2022 since the Company had a net loss and deficits.





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Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the omission of the allocation of profit for legal reserve and omission of the dividend payment for the operational results for the year 2022 as details proposed above.

**Resolution** The Meeting resolved to approve the omission of legal reserve and omission of dividend payment for the operational results for the year 2022 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	327,001,447	votes	Percentages	100.0000
Disapprove	0	votes	Percentages	0.0000
Abstain	0	votes	Percentages	-
Voided Ballot	0	votes	Percentages	0.0000
<b>Total</b>	<b>327,001,447</b>	<b>votes</b>	<b>Percentages</b>	<b>100.0000</b>

Remark: 1. A resolution on this agenda must be approved by a majority vote of the shareholders who attended the meeting and vote.

**Agenda 5** To consider and approve the Election of directors in replacement of the directors who retire by rotation.

The Moderator informed the Meeting that to comply with Section 71 of PLC Act and Article 18 of the Articles of Association of the Company which required one-third (1/3) of the total number of directors to retire in every Annual General Meeting of Shareholders, and the directors who retired by rotation may be re-elected. In the 2023, Annual General Meeting of Shareholders, there were directors who retired by rotation as follows:

1. Mr. Chanatip Pumhiran Independent Director, Chairman of Audit Committee, Member of Nomination and Remuneration Committee
2. Mr. Chanchai Kanluang Independent Director, Member of Audit Committee, Member of Nomination and Remuneration Committee



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3. Ms. Yaowarote Klinboon Chairman of the Board of Directors, Chairman of the Nomination and Remuneration and Member of Audit Committee

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

1. Mr. Chanatip Pumhiran Independent Director, Chairman of Audit Committee, Member of Nomination and Remuneration Committee
2. Mr. Chanchai Kanluang Independent Director, Member of Audit Committee, Member of Nomination and Remuneration Committee

The Company has acknowledged the resignation of Ms. Yaowarote Klinboon from the positions of director of the Company, which the resignation shall be effective from 19 December 2022 onward, since Ms. Yaowarote Klinboon has a remaining term less than 2 months, it must be proposed to the shareholders' meeting to consider and approve the election of a new director. In this regard, the Nomination and Remuneration Committee Meeting No. 2/2023 held on 14 March 2023 resolved to propose to the Board of Directors to approve and propose to the 2023 Annual General Meeting of the Shareholders to consider and approve the election of a suitable person to be a director of the Company in replace of Ms. Yaowarote Klinboon by proposing **Ms. Chanpen Siripatumanant**, who has knowledge and experience to propose to the shareholders' meeting to consider and approve the election of the Company's directors.

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



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In this regard, Profile of Directors Nominated for the Election of Director in Replacement of those to be Retired by Rotation and Profile of Nominated Candidate for the Election of Director in Replacement of those Resigned from the position is detailed in Enclosure 3.

Moreover, the Company has provided an opportunity for the shareholders to nominate a person in consideration of appointment of directors for the 2023 Annual General Meeting of Shareholders in advance from 16 December 2022 to 31 January 2023, but there are no any shareholders additionally nominating any person as a director.

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

1. Mr. Chanatip Pumhiran Independent Director, Chairman of Audit Committee, Member of Nomination and Remuneration Committee
2. Mr. Chanchai Kanluang Independent Director, Member of Audit Committee, Member of Nomination and Remuneration Committee
3. Ms. Chanpen Siripatumanant Independent Director

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the appointment of the directors in replacement of the directors who retire by rotation as proposed. The vote casting to appoint the directors shall be conducted on an individual basis.

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

1. Approved the election of Mr. Chanatip Pumhiran to resume the directorship as the Independent Director, Chairman of Audit Committee, and the member of nomination and remuneration committee for another term, with the majority votes of the total votes of the shareholders attending the meeting and casting their votes, as follows:



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Approve	327,001,447	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
<b>Total</b>	<b>327,001,447</b>	<b>votes</b>	<b>Percentage</b>	<b>100.0000</b>

2. Approved the election of Mr. Chanchai Kanluang to resume the directorship as the Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee for another term, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	327,001,447	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
<b>Total</b>	<b>327,001,447</b>	<b>votes</b>	<b>Percentage</b>	<b>100.0000</b>

3. Approved the election of Ms. Chanpen Siripatumanant to resume the directorship, who has a qualification as the independent director to replace the Ms. Yaowarote Klinboon, former director who resigned, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	327,001,447	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
<b>Total</b>	<b>327,001,447</b>	<b>votes</b>	<b>Percentage</b>	<b>100.0000</b>



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## Agenda 6 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2023

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

The Nomination and Remuneration Committee had deliberately considered the determination of the directors' and sub-committees' remuneration for the year 2023 according to the appropriateness and scope of duty and responsibility, amounting to the total number up to Baht 3,000,000. 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) 2023	2022
1. Remuneration of the Directors		
- Chairman of the Board of Directors	15,000	30,000
- Independent Directors	10,000	20,000
- Directors	10,000	20,000
- Executive Directors	-	-
2. Remuneration of the Audit Committees		
- Chairman of the Audit Committees	15,000	30,000
- Member of the Audit Committees	10,000	20,000
- Executive Directors	-	-
3. Remuneration of Other Sub-Committees		
- Chairman of the Sub-Committees	15,000	15,000
- Member of the Sub-Committees	10,000	10,000
- Executive Directors	-	-

### Remark

- (1) Other remuneration and benefits will be suitably determined by the Company's performance



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

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

In this regard, the Board of Directors with the consideration and suggestion of Nomination and Remuneration Committee, according to the appropriateness and scope of duty and responsibility, the Company's operating results, and carefully compared data with other companies in the same industry, had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the determination of the directors' and sub-committees' remuneration for the year 2023, in the amount of up to Bath 3,000,000 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 2023 as per details proposed above.

**Resolution** The meeting resolved to approve the determination of the directors' and sub-committees' remuneration for the year 2023 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	327,001,447	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	327,001,447	votes	Percentage	100.0000

Remark : 1. In this agenda, it must approval by the relevant authorization with the votes not less than two-thirds (2/3) of the total votes of the shareholders who attending the meeting



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**Agenda 7 To consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2023.**

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

The Audit Committee had considered to appoint A&A office 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 2023, and any of the following auditors were appointed to audit and give opinions to the financial statements of the Company and its subsidiaries.

- (1) Dr. Preecha Suan Certified Public Accountant No. 6718 or
- (2) Mrs. Yupin Chumjai Certified Public Accountant No. 8622 or
- (3) Mr. Somchart Karnsuk Certified Public Accountant No. 9669 or
- (4) Mr. Apichat Boonkerd Certified Public Accountant No. 4963

In this regard, the aforementioned auditors, they do not have any relationship or any conflict of interest with the Company, its subsidiaries, the directors, the managements, or the major shareholders, or related persons of the said parties in any respect, therefore, they are independent in auditing and providing opinions to the financial statements of the Company and its subsidiaries.

In addition, the Board of Directors deemed appropriate to propose to the Shareholders' Meeting to consider and approve the determination of the auditor's remuneration for the year 2023 in the amount not exceeding THB 3,300,000. The comparison information of the auditor's remuneration between the year 2023 and 2022 are as follow:

The Auditor Fee	2023 (Proposed Year)	2022
Audit Fee	THB 3,300,000	THB 5,225,000
Non-Audit Fee	- None -	- None -

In this regard, information in relation to the appointment of the company's auditors and audit fee for the year 2023 is detailed in **Enclosure 4**.



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The Board of Directors, by the consideration and suggestion of the Audit Committee, has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of A&A office company limited to be the auditor of the Company and its subsidiaries for the year 2023, 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 2023 in the amount not exceeding THB 3,300,000, excluded the non-audit fee, as per details proposed above in all respects.

- (1) Dr. Preecha Suan Certified Public Accountant No. 6718 or
- (2) Mrs. Yupin Chumjai Certified Public Accountant No. 8622 or
- (3) Mr. Somchart Karnsuk Certified Public Accountant No. 9669 or
- (4) Mr. Apichat Boonkerd Certified Public Accountant No. 4963

In this agenda, there were no shareholders submitting questions or suggestions in advance to the secretary office of the company or press question button, the moderator asked the meeting to cast the votes in the agenda to consider and approve the appointment of the company's auditors and audit fee for the year 2023 as above.

**Resolution** The meeting approved the appointment of the Certified Public Accountant, as name lists below, from the A&A office company.

- (1) Dr. Preecha Suan Certified Public Accountant No. 6718 or
- (2) Mrs. Yupin Chumjai Certified Public Accountant No. 8622 or
- (3) Mr. Somchart Karnsuk Certified Public Accountant No. 9669 or
- (4) Mr. Apichat Boonkerd Certified Public Accountant No. 4963

As the auditor of the company and its subsidiaries for the year 2023 and the determination of the auditor's remuneration for the year 2023 in the amount up to Baht 3,300,000 with the majority votes of the total votes of the shareholders attending the meeting and casting their votes, as follows:





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Approve	327,001,447	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
<b>Total</b>	<b>327,001,447</b>	<b>votes</b>	<b>Percentage</b>	<b>100.0000</b>

Remark: 1. A resolution on this agenda must be approved by a majority vote of the shareholders who attended the meeting and vote.

#### Agenda 8 Other matters (if any)

The moderator informs the meeting that in order to comply with the second paragraph of Section 105 of the Public Companies Act, which prescribed that the shareholders holding the aggregate number of shares of not less than one third of the total number of shares sold may request the consideration at the meeting.

In this agenda, there were shareholders who sent questions or suggestions in advance to the Office of the Company Secretary. The details are as follows.

Question from : Inquired about as I known that the company had  
Miss Chachalai Veerssakumpai planned to invest in alternative energy. So, do you  
Shareholder have a tendency to change the direction of business  
operations or not?

Miss Saowanee Khaoubol : Answered the questions to the shareholders that the  
Chairman of the Executive food business still be the mainly business of the  
Committee (deputy) company. However, the company looks forward to  
new chances to expand the business and the energy  
business is the new channel to be a new financial  
source.

Question from : Inquired about the guidelines for amending the C-sign  
Miss Kornsuang Pirom (in case the shareholder's proportion is less than 50  
Shareholder percent of the paid-up capital).



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- Miss Saowanee Khaoubol  
Chairman of the Executive  
Committee (deputy)
- : The company planned to solve problem C-sign by increasing capital by PP. If the company receives a capital increase in proportion to the plan, it will cause the company to have shareholders' equity of more than 50% of the registered capital. In addition, the company planned to increase the number of branches to accommodate more customers and launch promotional promotions to attract customers, which will make the company get more profit from operations and affect the increase of shareholders' equity in another way.
- Question from  
Mr. Chittapol Nawatchonnakit  
Shareholder
- : In the event that the company expected to increase PP capital within the specified period or not. If not, what is the next plan?
- Miss Saowanee Khaoubol  
Chairman of the Executive  
Committee (deputy)
- : Answered the question to shareholders that the company still believes that investors will exercise their PP allotment rights as approved by the last extraordinary general meeting of shareholders. As the shareholders have observed, the current market situation is constantly changing. Therefore, it depends on the discretion of investors, who still have about 15 days to make a decision. At that time, various situations might change for the better. In the case that the capital increase does not follow the expected time company plans to implement an investment business plan following the available funds or consider capital restructuring, etc. However, if the company has made any progress will report to the Stock Exchange of Thailand to the shareholders be informed further



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Since there is no additional questions or suggestions, the Moderator invited the Chairman to close the Meeting.

The Chairman thanked the shareholders of the Company and honored guests for attending the Extraordinary General Meeting of Shareholders No.1/2023.

The meeting adjourned at 11.10 a.m.

Signed \_\_\_\_\_

( Mr. Tanawat Ueasiripan)

Vice Chairman of the Board of Directors  
and the Chairman of the Meeting

Signed \_\_\_\_\_

(Miss Netnapa Wongma)

The Meeting Minutes Taker