

SPC
SAHAPAT

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED

Notice of the 2023 Annual General Meeting of Shareholders (No. 72)

Monday, April 24, 2023 at 10.00 a.m.

At Chao Praya Room 2, Monthien Riverside Hotel
No. 372 Rama 3 Road, Kwaeng Bangkhlo,
Khet Bang Kho Laem, Bangkok 10120

***Remark:**

1. Registration starts at 08.00 a.m.
2. Please bring the Registration Form with Barcode to the meeting for attending the meeting.
3. No souvenir will be provided and the company provides snacks box to treat the shareholders and proxies attending the meeting (1 set per 1 person).
4. Requesting from all attendees to wear a mask during the meeting.



No. 005/2023

March 22, 2023

Notice of the 2023 Annual General Meeting of Shareholders (No. 72)

To: Shareholders

- Attachments:
1. Copy of Minutes of the Annual General Meeting of Shareholders No. 71 on April 25, 2022.
 2. Privacy Notice (PDPA).
 3. The Articles of Association which related to the Annual General Meeting of Shareholders.
 4. Documents and evidence of the person in attendance has to be presented before attending the meeting and the regulation for the meeting.
 5. Procedures for attending the Annual General Meeting of Shareholders.
 6. Map of the meeting place of the Annual General Meeting of Shareholders.
 7. Profile of the nominated persons (to be directors) in replacement of those who are retired by rotation.
 8. The definition of "Independent Directors".
 9. The profile data of Independent Directors that the Company nominated as the authorized person from the shareholders.
 10. Proxy Form B. (Shareholders can download Proxy Form A and Proxy Form C from the Company's website)
 11. The Notice of Meeting (Registration Form) with information form 56-1 One Report, request 2022 form through QR Code sent today for the meeting for registered users.
 12. QR Code to download documents of the Annual General Meeting of Shareholders and request form 56-1 One Report for the year 2022 in printed form.

The Board of Directors of the Company determined to arrange the 2023 Annual General Meeting of Shareholders (No.72) on Monday, April 24, 2023, 10.00 a.m. at Chao Praya Room 2, Montien Riverside Hotel, No. 372, Rama 3 Road, Kwaeng Bangkhlo, Khet Bang Koleam, Bangkok 10120. Further, Authorizes the Chairman of the Board of Directors to change the Date, Time, Place and Methods of the new schedule, in case of necessity which must be under right as stipulated by laws. The Company invited our shareholders to propose an agenda and/or to nominate candidates to be elected as directors from November 15, 2022, to December 30, 2022, neither agenda nor candidates were proposed. Therefore, the agendas to be considered are as follows:

- 1. To certify the minutes of the Annual General Meeting of Shareholders No. 71 on April 25, 2022.**
Fact and reason: The Company have arranged the minutes to be submitted to the Stock Exchange of Thailand and publicized on the Company's website (www.sahapat.co.th) within 14 days from the day of the Annual General Meeting of Shareholders and submitted to the Department of Business Development, Ministry of Commerce according to the requirement of the laws. A copy of the Minutes is attached as the Attachment No.1.
Comment of the Board: Such minutes were recorded and should be submitted to the Annual General Meeting of Shareholders for certification.
Voting: This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.
- 2. To acknowledge the Report of the Board of Directors for the previous year**
Fact and reason: The Report of the Board of Directors and the operating results of the Company in 2022 provided in the Form 56-1 One Report 2022 under the Financial Highlight, MD&A and Section 3 Financial Statement (QR Code download), submitted together with the notice of the Annual General Meeting of Shareholders in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.
Comment of the Board: Such reports should be submitted to the Annual General Meeting of Shareholders for acknowledgement.
Voting: This agenda is intended for acknowledgement propose which is not vote required.

3. To approve of the Financial Statements for the year ended December 31, 2022

Face and reason: Such Financial Statements were prepared in accordance with the financial reporting standards, examined and certified by a Certified Public Accountant and endorsed by the Audit Committee and the Board of Directors. The summary of the financial status and performance of the Company during the year 2022 are as follows:

(Unit: million Baht)

| Transactions | Consolidated | Separated |
|---------------------------------------|--------------|-----------|
| Total Assets | 35,312 | 34,026 |
| Total Liabilities | 10,567 | 10,449 |
| Shareholders' Equity | 24,745 | 23,576 |
| Total Income | 35,474 | 34,735 |
| Net Profit | 1,671 | 1,652 |
| Basic Earnings per Share (Baht/Share) | 4.98 | 5.06 |

Comment of the Board: Such Financial Statements should be submitted to the Annual General Meeting of Shareholders for approval.

Voting: This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.

4. To approve the profit allocation and dividend payment.

Fact and reason: The Company has the policy to pay the dividend at least Baht 1.50 per share by the consideration of business results and economic conditions. In 2022, profit for the year of the Company is the total amount of 1,653 million Baht, unappropriated retained earnings are 12,820 million Baht, and total earning for appropriation is 14,473 million Baht. In this regard, the company appropriated 10 percent of registered capital into statutory reserve as stipulated by laws.

Comment of the Board: It was agreed to propose the Annual General Meeting of Shareholders appropriation of profit and dividend payment as follow: Legal reserve was fully reserved so the Board of Directors agreed not to reserve in this year and to propose to the Annual General Meeting of Shareholders for approval the Dividend payment for the year 2022 at Baht 1.50 per share, **which is compliance with the Company's dividend payment policy.** There are 3,511,300 shares of treasury shares that are not entitled to receive dividends as of February 28, 2023, and the remaining shares to receive dividends are 326,488,700 shares. The Company paid the interim Dividend Payment at Baht 0.50 per share in December 9, 2022 and final installment payments at Baht 1.00 per share. The Company will be paid from the retained earning already subject to 20% of the corporate income tax which the individual shareholders can apply for tax credit in subject to Section 47 bis of the Revenue Code. The shareholders entitling to receive the dividend according to the name listed (Record Date) on May 11, 2023, there may be an increase in the number of treasury shares that are not eligible to receive dividends, and determine dividend payment date on May 23, 2023. Regardless, such dividend payment is subject to an approval from the 2023 Annual General Meeting of Shareholders. The Details of dividend payment are as follows:

| Details of Dividend Payment | 2022 (Paid) | 2021 | The Policy |
|---|------------------|-----------|------------|
| Dividend per Share (Baht / Share) | 1.50 Baht | 1.60 Baht | 0.15 Baht |
| - Interim Dividend (Baht / Share) | 0.60 Baht | 0.60 Baht | - |
| - Dividend will pay for this time (Baht / Share) | 1.00 Baht | 1.00 Baht | |
| Dividend Ratio per Net Profit | 31.43 % | 32.81 % | 3.14 % |

Voting: This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.

5. To consider the election of directors in replacement of those who are retired by rotation

Fact and reason: According to the Article of Association, Article 21, in every annual general meeting of shareholders, one-third of the directors are retired by rotation. If the number of directors cannot be divided into three parts, the nearest to such one-third of the directors shall retire from office and the retiring directors may be re-elected. In this Annual General Meeting of Shareholders, five retiring directors are:

| | |
|------------------------------------|--|
| (1) Mr. Boonpakorn Chokwatana | Director and Vice Chairman of the Board of Directors |
| (2) Mr. Boonyarith Mahamontri | Director |
| (3) Mr. Vathit Chokwatana | Director, Nomination and Remuneration Committee, Executive Director and President |
| (4) Mr. Khachornsakdi Vanaratseath | Independent Director and Chairman of Audit Committee |
| (5) Mr. Wasin Teyateeti | Independent Director and Audit Committee |

The Company provided the opportunity for shareholders to nominate persons with appropriate qualifications for election to the Board of Directors from November 15, 2022 to December 30, 2022. However, no nominations had been made.

The Nomination and Remuneration Committee selected and examined the qualifications of each candidate, members of the committee with a vested interest refrained from nominating themselves. The criteria included knowledge, competencies, and experience. For independent directors, the ability to perform their role effectively, the liberty to express their minds, and compliance with pertinent regulations were also taken into account. Independent directors who had served for more than nine consecutive years were still considered. The Nomination and Remuneration Committee concluded that it would nominate all five directors retiring by rotation to be elected directors for another term.

Comment of the Board: The Board of Directors, excluding the Directors who are nominated and passed the screening process by the Nomination and Remuneration Committee, has resolution to approved 5 persons to be the Directors of the company for another term and purpose to the Annual General Meeting of shareholders for approval. All of these five directors, who retired by rotation, has passed the consideration according to the process specified by the Company and qualified according to relevant rules and announcements, qualified according to laws and regulations of the company and suitable for the Company's business operations is a person with knowledge, ability, experience, and a background of expertise from various professions Including making benefits for the company all along.

In this regard, Mr. Khachornsakdi Vanaratseath has been in the position of independent director for 26 years and when including the position of independent director until the completion of the term proposed in this time will be 29 years and Mr. Wasin Teyateeti has been in the position of independent director for 25 years and when including the position of independent director until the completion of the term proposed in this time will be 28 years as independent director is well versed in law. Both of them are independent directors who have held positions for more than 9 years. The Board of Directors has considered that the independent directors are fully qualified and in compliance with the relevant laws and regulations relating to independent directors and fully qualified in accordance with the qualifications of independent directors of the Company, and in the past, since becoming independent directors, Mr. Khachornsakdi Vanaratseath and Mr. Wasin Teyateeti have provided extremely useful advice to the Company throughout the period 26 years and 25 years respectively, who can give opinions on the operations of the company and can perform duties as an independent director, independently and in accordance with relevant rules. Therefore, it was deemed appropriate to nominate him for another term of office as an independent director.

The profile of the nominated persons to be directors is in the Attachment No.7.

Voting: This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.

6. To consider the Board of Director's remuneration

Fact and reason: According to the Article of Association, Article 32, the Company is not allowed to pay money or provide any property to the directors, except for the remuneration under their rights and other kind of benefits normally provided to those who were appointed as the directors of the Company and the composition of the directors' remuneration is (1) the monetary remuneration, meeting allowance and annual remuneration and; (2) no other benefit compensation. It also excludes the remuneration and welfare which directors received as a Company's employee or staff. For 2022, the Annual General Meeting of Shareholders agreed to approve the remuneration to the directors of the Company not exceed 15 million Baht a year, the Company had the actually paid Baht 11,822,000. The Company reported the summaries of the amount of money paid to each of the directors, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Governance Committee individually and separately as shown in the One Report 2022 under Section 8.1.2 Meeting attendance and individual directors' compensation "the Individual Directors' Compensation".

For 2023, The Nomination and Remuneration Committee has complied with the criteria and procedures for proposing remuneration for the Company's directors as follows: (1) The Nomination and Remuneration Committee has proposed to maintain the board remuneration not exceed 15 million Baht a year, same as last year and the remuneration policy remains unchanged. The amount excluded, and the remuneration and welfare which directors received as the Company's

employee or staff, which consideration on evaluation of the Board of Directors operation, compensation budget approved by shareholders, and the amount already paid within the past year. The Company's director compensation is comparable to that of other organizations within the same business sector. The additional duties and responsibilities as a member of a board committee also mean additional remuneration. (2) The Nomination and Remuneration Committee proposes to the Board of Directors to determine the remuneration for the Company's directors for the year 2023 to be proposed to the 2023 Annual General Meeting of Shareholders for approval.

Comment of the Board: It was agreed with the Nomination and Remuneration Committee and agreed to propose the Annual General Meeting of Shareholders to approve the remuneration of directors should not exceed 15 million Baht. The amount excluded, and the remuneration and welfare which directors received as the Company's employee or staff, the proposal is as follows:

| Detail of the remuneration | Position | Meeting attendance fee (paid to attending directors only) | |
|---|----------|--|-----------------------|
| | | 2023 (Proposed) | 2022 |
| Board of Directors | Chairman | 12,000 (Baht/Meeting) | 12,000 (Baht/Meeting) |
| | Director | 10,000 (Baht/Meeting) | 10,000 (Baht/Meeting) |
| Annual Remuneration is paid to all directors, allocated by the Nomination and Remuneration Committee and to propose the remuneration to the Board of Director for approval. | | | |
| Audit Committee (Meeting attendance fee is paid by quarter) | Chairman | 60,000 (Baht/quarter) | 60,000 (Baht/quarter) |
| | Director | 30,000 (Baht/quarter) | 30,000 (Baht/quarter) |
| Nomination and Remuneration Committee | Chairman | 12,000 (Baht/Meeting) | 12,000 (Baht/Meeting) |
| | Director | 10,000 (Baht/Meeting) | 10,000 (Baht/Meeting) |
| Risk Management Committee | Chairman | 4,000 (Baht/Meeting) | 4,000 (Baht/Meeting) |
| | Director | 3,000 (Baht/Meeting) | 3,000 (Baht/Meeting) |
| Corporate Governance Committee | Chairman | 4,000 (Baht/Meeting) | 4,000 (Baht/Meeting) |
| | Director | 3,000 (Baht/Meeting) | 3,000 (Baht/Meeting) |

Any other benefits - None -

Remuneration of other subcommittees, which were organized by the Board, will be in the consideration of the Board of Directors and considered by appropriateness, duties and responsibilities. From the Annual General Meeting of Shareholders approval until changes, the remuneration payment will not exceed the amount which approved by the Annual General Meeting of Shareholders.

Voting: This agenda must be approved which is not less than 2/3 (two-thirds) of all shareholders who attended the meeting.

7. To appoint the Company's auditor and to consider the auditor fees

Fact and reason: According to the Article of Association, Article 49 and 50, the Auditors must not be any director, employee, staff or any otherwise position of the Company. The Auditors will be appointed in every Annual General Meeting of Shareholders. The Company may re-appoint the former auditor after the termination. In 2022, the auditors of the Company were Miss Somjintana Polhilunrat, Certified Public Accountant No. 5599 and/or Miss Suphaphorn Mangjit, Certified Public Accountant No. 8125 and/or Mr. Noppareok Pissanuwong, Certified Public Accountant No. 7764 and/or Mr. Wirote Satjathamukul, Certified Public Accountant No. 5128 of D I A International Audit Co., Ltd., Miss Somjintana Polhilunrat, Certified Public Accountant No. 5599 had served as a signer of the financial statement since 2012 – 2016 and 2022)

In 2023, the Company has a policy to change the auditors and there were auditing companies proposed services and audit fees to the Company. The Audit Committee had considered and elected with consideration of qualification stipulated by the Company Articles of Association and the Securities and Exchange Commission independence, professional standard, operation result and ability to handle more workload. The audit fees have already compared with the other listed

companies in same level. The Audit Committee had an opinion that EY Office Limited is auditing company who has ability to handle the Company's workload and audit fees is reasonable. It is agreed to propose to the General Meeting of Shareholders to appoint;

- Mr. Wichart Lokatekrawee, Certified Public Accountant No. 4451 and/or
(Had never sign of the company's financial statement)
- Mrs. Saifon Inkaew, Certified Public Accountant No. 4434 and/or
(Had never sign of the company's financial statement)
- Miss Kamontip Lertwitworatep, Certified Public Accountant No. 4377
(Had never sign of the company's financial statement)

of EY Office Limited to be the Company's Auditor and the Subsidiaries' Auditor for the year 2023, Mr. Wichart Lokatekrawee, Certified Public Accountant No. 4451 to be the signatory of the company's financial statements for the year 2023. In this regard, in the event that the Auditors who sign above are unable to perform their duties, EY Office Limited shall assign the other Auditors of EY Office Limited to Acts as an audit account and to express an opinion on the Company's financial statements. For determined the remuneration of auditor fee as follows;

| Audit Fee | Year 2023 (Proposed Year) | Year 2022 | Year over Year |
|---|------------------------------|------------------|-------------------|
| Audit Fee | | | |
| - Review for consolidated of the financial statements for 1st, 2nd and 3rd quarters | 750,000 | 1,155,000 | (405,000) |
| - Audit fee for the year ended December 31 | 2,410,000 | 1,245,000 | 1,165,000 |
| Non-Audit Fee | | | |
| - Audited fees for PAEs of 4 subsidiaries | - | 180,000 | (180,000) |
| - Financial statements of Private Fund | - | 210,000 | (210,000) |
| - Information technology system audit | - | 220,000 | (220,000) |
| Total | 3,160,000 | 3,010,000 | 150,000 |

and auditor fees for subsidiaries, being the auditors from the same audit firm as the Company as follows:

| Audit Fee | Year 2023 (Proposed Year) | Year 2022 | Year over Year |
|---------------------------------------|------------------------------|------------------|-------------------|
| 1. Chokchaipibul Co., Ltd. | 1,000,000 | 880,000 | 120,000 |
| 2. Bangkok Tower (1999) Co., Ltd. | 300,000 | 270,000 | 30,000 |
| 3. Tipvarin-Wattana Co., Ltd. | 320,000 | 300,000 | 20,000 |
| 4. Tipvarin Inter Packaging Co., Ltd. | 350,000 | 330,000 | 20,000 |
| 5. Dairy Thai Co., Ltd. | 300,000 | 280,000 | 20,000 |
| 6. SPC Ventures Co., Ltd. | 120,000 | 180,000 | (60,000) |
| Total | <u>2,390,000</u> | <u>2,240,000</u> | 150,000 |

The Auditors mentioned above do not have any relationship and/or vested interest with the Company's the auditors / associated companies / executives / major shareholders or any person who are related to them.

Comment of the Board: It is agreed with the proposal of the Audit Committee. It should be proposed to the Annual General Meeting of Shareholders to appoint Mr. Wichart Lokatekrawee, Certified Public Accountant No. 4451, and/or Mrs. Saifon Inkaew, Certified Public Accountant No. 4434 and/or Miss Kamontip Lertwitworatep, Certified Public Accountant No. 4377 of EY Office Limited, to be the auditor of the Company for the year 2023, Mr. Wichart Lokatekrawee, Certified Public Accountant No. 4451, to be the signatory of the company's financial statements for the year 2023 and consider the auditor fees for the year 2023 a total amount of Baht 3,160,000 (Non-Audit Fee), as detailed above.

Voting: This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.

8. Other matters (if any)

The shareholders are invited to attend the meeting on the date, time, and venue indicated above. The shareholders may register to attend the meeting at the venue of the meeting on such date at 8.00 a.m. onwards. It is the Company's policy to support shareholders to participate in the Company's operation, so the shareholders can submit questions in advance. The shareholders who have the questions related to any agenda of the Annual General Meeting of Shareholders are able to send the questions in advance through email: invest@sahapat.co.th or a registered mail to Saha Pathanapibul Public Company Limited, Investor Relation Section, 2156 New Petchburi Road, Bangkok, Huaykwang, Bangkok 10310 or Fax No. 0-2318-1152 within April 20, 2023, and please specify the name, address and telephone number for the Company to contact back. The Company's Secretary will collect all questions submitted to the Chairman of the Board of Directors for consideration orderly and answer the questions submitted in advance on the meeting day.

For your convenience, if you are unable to attend the meeting and desire to appoint a person to attend the meeting and vote on your behalf, please completely fill and sign a Proxy Form from the Company's website (www.sahapat.co.th). Foreign investors who authorize the custodian in Thailand to keep and safeguard their shares can choose either one of the Proxy Form; Form A, Form B; or Form C. Other Shareholders can choose only one of the Proxy Form; Form A; or Form B. The Shareholders who desire to appoint the Independent Directors, whose names were nominated by the Company as the selective proxies for the Shareholders, please see information in the attachment No.9.

You are kindly requested to submit the completed Proxy Form at least 3 days prior the meeting in order to facilitate the verification of the evidence. The Company will process registration with the barcode system, for registration convenience, each of Shareholders and proxies, who will attend the meeting, please sign and bring the QR Code Registration Form on the meeting day for the right to attend the Shareholder Meeting (Attachment No.11).

By the order of the Board of Directors

...*Siriwan Wongariyakavee*...

(Mrs. Siriwan Wongariyakavee)
Company's Secretary

(Translation)

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED
The Minutes of the 2022 Annual General Meeting of Shareholders (No. 71)

The meeting was held at Chao Praya Room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Khwaeng Bangklo, Khet Bangkoleam, Bangkok on April 25, 2022. There were shareholders in person and proxies 50 persons, equivalent to 125 shareholders, representing 288,018,863 shares or 87.28% of the total outstanding and paid-up shares (the Company had 330,000,000 outstanding and paid-up shares in total and the Company have 2,492,100 treasury shares which no voting rights. Therefore, the number of shares with voting rights in this meeting is 327,507,900 shares).

The Meeting commenced at 10.00 a.m.

Mrs. Siriporn Lekayavijitr, Company's Secretary, informed that there were shareholders and proxies 45 persons, equivalent to 118 shareholders, representing 287,424,702 shares or 87.10% of the total outstanding and paid-up shares which constituted the quorum.

Mr. Boonchai Chokwatana, Chairman and Chairman of the meeting, informed the meeting in the name of the Board of Directors of SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED ("the Company") would like to thanks all shareholders attending the meeting, welcomed the shareholders to the Annual General Meeting of shareholders No.71, advice the Board of Directors and subcommittees and has assigned to Mrs. Siriporn Lekayavijitr, Company's Secretary advice the Executive, the Chief Financial Officer and the Auditor of the Company including explained the details of the meeting and the voting right procedure to the Meeting as follows:

Attendance of the Board of Directors

| | | | |
|-----|---------------------|----------------|--|
| 1. | Mr. Boonsithi | Chokwatana | Honorary Chairman |
| 2. | Mr. Boonchai | Chokwatana | Chairman / Chairman of the Executive Board / Chairman of the Nomination and Remuneration Committee |
| 3. | Mr. Boonpakorn | Chokvathana | Vice Chairman |
| 4. | Mr. Boonyarith | Mahamontri | Director |
| 5. | Mr. Vathit | Chokwatana | President / Nomination and Remuneration Committee |
| 6. | POL.MAJ.GEN.Panurat | Meepien | Independent Director / Chairman of the Audit Committee |
| 7. | Mrs. Pasook | Raksawonkse | Vice Chair of the Executive Board / Chair of the Corporate Governance Committee |
| 8. | Mr. Wasin | Teyateeti | Independent Director / Audit Committee |
| 9. | Mr. Khachornsakdi | Vanaratseath | Independent Director / Audit Committee |
| 10. | Dr. Vichai | Charoenwongse | Independent Director |
| 11. | Mr. Vichit | Tantianunanont | Independent Director |
| 12. | Mr. Thamarat | Chokwatana | Director |
| 13. | Miss Sirilak | Dhanasarnsilp | Director |
| 14. | Mrs. Chailada | Tantivejakul | Chair of the Risk Management Committee / Nomination and Remuneration Committee |
| 15. | Mr. Petch | Paniangvait | Director |
| 16. | Mrs. Siriporn | Lekayavijitr | Company's Secretary |

Therefore, in this General Meeting of Shareholders, 15 Directors attending the meeting as 100% from all participating.

Attendance of the Management Team

| | | | |
|----|--------------|----------------|--|
| 1. | Mr. Nattapon | Dejvitak | Vice President |
| 2. | Mrs. Siriwan | Wongariyakavee | Financial and Investment Director / Chief Financial Officer (CFO) |
| 3. | Miss Jamnong | Sriampornkul | Director of Accounting |

Auditor attendance the meeting

Mrs. Suvimol Krittayakiern, the Auditor from D I A International Audit Co., Ltd. was the witness in counting votes of the Meeting.

Before the Annual General Meeting of shareholders No.71, that Company had given the opportunity to shareholders to propose agenda and/or to nominate candidates to be elected as directors from December 1 to 30, 2021, neither agenda nor candidates were proposed.

The voting right in this Meeting was in accordance with the Company's Article of Association No. 43 that prescribed one share was equal to one vote. The casting of vote with revelation, the shareholders could cast of vote with agree, disagree or abstain in each agenda. Counting of vote regarded especially from disagree and/or abstain including votes on bad cards (if any) the remaining of votes counted to be the affirmative vote for resolution of that agenda.

By deduction from all attended votes. In the case that shareholders did proxy to appoint other person to attend the meeting and to cast the vote according to shareholders' specified objective by sending the Proxy Form to Company in advance; Company has already recorded votes of the shareholders in the system.

In the case of a bad card, there is a vote in excess of one channel, or in the case of a strike in the card without signing the strike zone.

In the case that shareholders registered to attend the Meeting after the Meeting started, the shareholders have rights to vote in the remaining agenda. The Company would count the vote of shareholders who attended the Meeting during the forming of the quorum in the agenda which they voted and for the orderly vote, and recorded to the Minutes of the Meeting.

For transparency and well organized system, the Company counted the votes by Barcode System, and shareholders would see the votes of each agenda on screen at the same time, classified as follows:

1. Any agenda, except the agenda of directors' election, shareholders who disagreed or abstained their votes should raise the sign plate, the officer would bring the voting card to fill the registered number, specify an opinion and sign the name in the voting card, the officer would keep the voting card.

2. The election of directors' agenda, shareholders received voting card at the registered, would fill the specified opinion on the election of each director individually and sign the name in the voting card. In the case that shareholders who disagreed or abstained the votes should raise the sign plate, and the officer would count the votes immediately. But collect voting cards from shareholders / Proxies would be done at the end of this agenda.

The Directors who were shareholders reserved the right to vote for approval in every agenda according to the Board of Director's proposal. In case of shareholders assigned Director as Proxies to vote, Director would vote in accordance with the shareholder's specific objectives prescribed in Proxy Form.

Afterwards, Mr. Boonchai Chokwatana, Chairman of meeting, has assigned to Mr. Vathit Chokwatana, President, proposed the agenda items to processed the meeting with agenda as follows:

Before the 1st Agenda meeting started, the Company's Secretary informed that there were 2 persons, equivalent to 3 shareholders attending the meeting, holding 39,500 shares, to be in aggregate of shareholders and proxies in total of 47 persons, equivalent to 121 shareholders, which represented 287,464,202 shares or 87.11% of the total outstanding and paid-up shares.

1. To Certify the Minutes of Annual General Meeting of Shareholders No. 70 held on April 26, 2021.

Mr. Vathit Chokwatana, the President, proposed that the Company had arranged the Minutes of the General Meeting of Shareholders No. 70 held on April 26, 2021 and submitted to the Stock Exchange of Thailand, and publicized on the Company's website www.sahapat.co.th within 14 days from the day of the General Meeting of Shareholders, and submitted to Department of Business Development, Ministry of Commerce, as required by the laws where copies of the Minutes was attached to the Notice that was sent to the shareholders, accordingly, the Board of Directors had opinion that the Minutes was corrected record.

After that, the company had provided the opportunity to shareholders to raise questions or comments.

There was no question or comment from the shareholders. Therefore, the Meeting was proposed for consideration and certification.

After consideration: the meeting unanimously resolved to certify the Minutes of the General Meeting of Shareholders No. 70 held on April 26, 2021 as proposed, with the votes:

| | |
|------------------------|---|
| <u>Agree:</u> | 287,464,202 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted |
| <u>Disagree:</u> | - None - |
| <u>Abstain:</u> | - None - |
| <u>Voided Ballots:</u> | - None - |

Before the 2nd Agenda meeting started, the Company's Secretary informed that there were 1 person, equivalent to 2 shareholders attending the meeting, holding 7,100 shares, to be in aggregate of shareholders and proxies in total of 48 persons, equivalent to 123 shareholders, which represented 287,471,302 shares or 87.11% of the total outstanding and paid-up shares.

2. To Acknowledge the Report of the Board of Directors for the previous year.

Mr. Vathit Chokwatana, the President, reported to the report of the Board of Directors and the operating results of the company in 2021 provided in the Annual Report of 2021 (Form 56-1 One Report) (QR Code download), submitted together with the Notice of the General Meeting of Shareholders in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

For businesses, 2021 has been one of the most challenging years due to constant economic fluctuations, continued social and political turmoil, and the impacts of the novel coronavirus (COVID-19) pandemic on people's livelihood and business operations. As a result of these factors, economies plummeted in the first half of the year. However, the Company was able to maintain satisfactory performance and meet established goals. As always, the Company began the year by defining its missions, goals, strategies, action plans, and budgets. It also adhered to ethical principles in every step of its operations.

The total revenues of the company and subsidiaries in 2021, had amount of 33,398 million Baht an increase to 1,259 million Baht or 3.92% below the year 2020. And the Company and subsidiaries had gross profit in the year 2021 amount of 5,197 million Baht equal to 15.56% of selling, when deducting selling and administrative expenses, and finance cost, net profit before tax was 2,198 million Baht. Net profit after tax was 1,795 million Baht.

For performance and developments on measures of anti-Corruption preventive of the Company, as follows:

- October 14, 2016 : The Company became a certified member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC)
- November 4, 2019 : This certification was renewed (Re-Certify)
- In 2022 : The Company will apply for membership renewal of CAC (Re-Certify) No. 2, the Company still has a policy to support the Board of Directors, executives, employees and stakeholders are participate in activities that promote and instill awareness of compliance with relevant laws, rules and regulations.

After that, the company had provided the opportunity to shareholders to raise questions or comments.

No shareholder provided any additional question or comments. Therefore, the meeting acknowledged the report of the Board of Directors.

3. To Approve of the Financial Statements for the year ended December 31, 2021.

Mr. Vathit Chokwatana, the President, proposed the Financial Statements, consisting of Statements of Financial Position, Statements of Comprehensive Income, statements of Changes in Shareholders' Equity, Statements of Cash Flows and Notes to the Financial Statements as at December 31, 2021. Such Financial Statements were prepared in accordance with generally accepted accounting principles, examined and certified by a Certified Public Accountant and reviewed by the Audit Committee and the Board of Directors, as detailed in the Annual Report for the year 2021 (Form 56-1 One Report), (QR Code download) and earlier sent to shareholders together with the Notice for shareholders' consideration, the summary is as follows:

Unit: Million Baht

| Transactions | Consolidated | Separated |
|--|---------------------|------------------|
| Total Assets | 34,754 | 33,379 |
| Total Liabilities | 10,662 | 10,489 |
| Shareholders' Equity | 24,092 | 22,890 |
| Total Income | 34,010 | 33,509 |
| Net Profit | 1,795 | 1,599 |
| Basic Earnings Per Share (Baht / Shares) | 5.32 | 4.87 |

After that, the company had provided the opportunity to shareholders to raise questions or comments.

There was no question or comment from the shareholders. Therefore, the Meeting was proposed for consideration and approval.

After consideration: the meeting unanimously resolved to approve the Financial Statements as at December 31, 2021 as proposed, with the votes:

- Agree: 2 87,471,302 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted
- Disagree: - None -
- Abstain: - None -
- Voided Ballots: - None -

4. To approve the profit allocation and dividend payment.

Mr. Vathit Chokwatana, the President, presented to the Meeting that the Company has the policy to pay the dividend at least Baht 0.15 per share by the consideration of business results and economic conditions. As of December 31, 2021 the Company has information as follows:

| | | |
|--------------------------------------|--------------------------|------|
| Net Profit of the year 2021 | 1,599,421,542.74 | Baht |
| Unappropriated Retained Earnings | <u>11,827,568,728.23</u> | Baht |
| Total Appropriated Retained Earnings | <u>13,426,990,270.97</u> | Baht |

The Board of Directors proposed an appropriation of the retained earnings:

| | | |
|--|-------------------------|------|
| The company has been legal reserved was fully reserved, and no reservation in this year. | | |
| Dividend 1.60 Baht per share | 524,018,940.- | Baht |
| Interim Dividend 0.60 Baht per share | 196,903,740.- | Baht |
| Dividend will pay for this time 1.00 Baht per share | <u>327,115,200.-</u> | Baht |
| Unappropriated retained earning carried forward | <u>12,902,971,330.-</u> | Baht |

As of April 12, 2022, the Company has the 2,884,800 treasury shares which are not entitled to receive dividends. Therefore, the remaining shares to receive dividends are 327,115,200 shares

Dividend payment would be paid from the retained earning under corporate income tax at 20% where the individual shareholders can apply for tax credit in accordance with section 47 bis of the revenue code. The shareholders entitling to receive the dividend according to the name listed on May 10, 2022 and determine dividend payment date on May 24, 2022.

After that, the company had provided the opportunity to shareholders to raise questions or comments.

There was no question or comment from the shareholders. Therefore, the Meeting was proposed for consideration and approval.

After consideration: the meeting unanimously resolved to approve that there would be no legal reserve in this year due to fully reserved and approve the dividend payment was Baht 1.60 per share amounting to Baht 524,018,940. The Company has already paid interim dividend at Baht 0.60 per share, amounting to Baht 196,903,740, on December 9, 2021 and remaining dividend payment at Baht 1.00 per share, amounting to Baht 327,115,200 as proposed, with the votes:

| | |
|------------------------|--|
| <u>Agree:</u> | 2 87,471,302 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted |
| <u>Disagree:</u> | - None - |
| <u>Abstain:</u> | - None - |
| <u>Voided Ballots:</u> | - None - |

Before the 5th Agenda meeting started, the Company's Secretary informed that there were 1 person, equivalent to 1 shareholder attending the meeting, holding 547,061 shares, to be in aggregate of shareholders and proxies in total of 49 persons, equivalent to 124 shareholders, which represented 288,018,363 shares or 87.28% of the total outstanding and paid-up shares.

5. To consider the election of directors in replacement of those who are retired by rotation

Mr. Vathit Chokwatana, the President, proposed to the Meeting that there were 15 Directors elected by the General Meeting of Shareholders. According to the Article of Association, No.21, in every annual general meeting of shareholders, one-third of the directors are retired by rotation. If the number of directors cannot be divided into three part, the nearest to such one-third (1/3) of the directors shall retire from office and the retiring directors may be re-elected. In this Annual General Meeting of Shareholders No.71, 5 retiring directors were:

| | | |
|-----|----------------------------|--|
| (1) | Mr. Boonsithi Chokwatana | Honorary Chairman |
| (2) | Mr. Boonchai Chokwatana | Chairman of the Board of Directors; Chairman of Nomination and Remuneration Committee; and Chairman of the Executive Board |
| (3) | Miss Sirilak Dhanasarnsilp | Director |
| (4) | Mr. Thamarat Chokwatana | Director |
| (5) | Dr. Vichai Charoenwongse | Independent Director |

The Company provided the opportunity for shareholders to nominate persons with appropriate qualifications for election to the Board of Directors from December 1 to 30, 2021. However, no nominations had been made.

The Board of Directors, excluding the Directors who are nominated and passed the screening process by the Nomination and Remuneration Committee, has resolution to approved 5 persons to be the Directors of the company for another term and purpose to the Annual General Meeting of shareholders for

approval. All of these five directors, who retired by rotation, are knowledgeable individuals with a track record of experience. They are experts in their respective professional fields and meet the legal requirements, the criteria of relevant ministerial announcements, and the provisions of the Company's Articles of Association.

In this regard, Dr. Vichai Charoenwongse as independent director is well versed in law. He meets the desired qualifications for the post and is capable of fulfilling their duties as independent directors by speaking their minds freely and complying with other relevant regulations.

In addition, under the Public Limited Companies Act B.E. 2535, Section 86, stated that the director shall not be director of other company operating business which had the same nature as and in competition with the business of the company, unless the director notified the shareholders meeting prior to the resolution of such appointment. Accordingly, it was informed to the Meeting before election that some nominated directors to be re-elected in this agenda were also the directors of other companies operating business which had the same nature as and in competition with the business of the Company as follows:

| Name | Position | Company |
|--------------------------|----------|--|
| Mr. Boonsithi Chokwatana | Chairman | Thai President Foods Plc. |
| Mr. Boonchai Chokwatana | Director | Thai President Foods Plc. |
| Mr. Thamarat Chokwatana | Chairman | TSURUHA (Thailand) Co., Ltd. |
| | Director | Pens Marketing & Distribution Co.,Ltd. |

Profile of 5 nominated persons to be directors already attached to the Notice sent to shareholders.

After that, the company had provided the opportunity to shareholders to raise questions or comments.

There was no question or comment from the shareholders. Therefore, the Meeting was proposed for consideration and election of the following nominated persons to be Directors of Company one by one as follows:

(1) Mr. Boonsithi Chokwatana

After consideration: The meeting unanimously resolved to elect as proposed, with the votes:

Agree: 288,018,363 votes; to be 100% of casting votes of shareholders who attended the Meeting and vote

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

(2) Mr. Boonchai Chokwatana

After consideration: The meeting unanimously resolved to elect as proposed, with the votes:

Agree: 288,018,363 votes; to be 100% of casting votes of shareholders who attended the Meeting and vote

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

(3) Miss Sirilak Dhanasarnsilp

After consideration: The meeting unanimously resolved to elect as proposed, with the votes:

Agree: 288,018,363 votes; to be 100% of casting votes of shareholders who attended the Meeting and vote

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

(4) Mr. Thamarat Chokwatana

After consideration: The meeting unanimously resolved to elect as proposed, with the votes:

Agree: 288,018,363 votes; to be 100% of casting votes of shareholders who attended the Meeting and vote

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

(6) Dr. Vichai Charoenwongse

After consideration: The meeting unanimously resolved to elect as proposed, with the votes:

| | |
|------------------------|--|
| <u>Agree:</u> | 288,018,363 votes; to be 100% of casting votes of shareholders who attended the Meeting and vote |
| <u>Disagree:</u> | - None - |
| <u>Abstain:</u> | - None - |
| <u>Voided Ballots:</u> | - None - |

Mr. Vathit Chokwatana, the President, announced to the Meeting, the 15 Board of Directors were as follows:

| | |
|-------------------------|----------------|
| 1. Mr. Boonsithi | Chokwatana |
| 2. Mr. Boonchai | Chokwatana |
| 3. Mr. Boonpakorn | Chokvathana |
| 4. Mr. Boonyarith | Mahamontri |
| 5. Mr. Khachornsakdi | Vanaratseath |
| 6. Mr. Wasin | Teyateeti |
| 7. Mr. Vathit | Chokwatana |
| 8. Mrs. Pasook | Raksawonkse |
| 9. Pol.Maj.Gen. Panurat | Meepien |
| 10. Mr. Petch | Paniangvait |
| 11. Miss Sirilak | Dhanasarnsilp |
| 12. Mrs. Chailada | Tantivejakul |
| 13. Dr. Vichai | Charoenwongs |
| 14. Mr. Thamarat | Chokwatana |
| 15. Mr. Vichit | Tantianunanont |

The Company had fully independent directors in the one-third of the Board of Directors who were POL.MAJ.GEN. Panurat Meepien, Mr. Wasin Teyateeti, Mr. Khachornsakdi Vanaratseath, Dr. Vichai Charoenwongs, and Mr. Vichit Tantianunanont and the Audit Committee of the Company were POL.MAJ.GEN. Panurat Meepien, Mr. Wasin Teyateeti and Mr. Khachornsakdi Vanaratseath.

6. To consider the Board of Directors' remuneration.

Mr. Vathit Chokwatana, the President, proposed to the meeting that according to the Articles of Association, article 32, the Company was not allowed to pay money or provided any property to the Directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the Directors of the Company. However, it excluded the remuneration and a welfare which Directors received as Company's employee or staff. For 2021, the General Meeting of Shareholders agreed to approve the remuneration to the directors of the Company not exceeding Baht 15 million a year, the Company had the actually paid Baht 11,922,000. The Company reported the summaries of the amount of money paid to each of the directors, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Governance Committee individually and separately as shown in the Annual Report 2021 (One Report) under Section 8.1.2 Meeting attendance and individual directors' compensation.

For 2022, the Board of Directors was agreed with the Nomination and Remuneration Committee to approve the remuneration of directors should not exceed 15 million Baht. The amount excluded, and the remuneration and welfare which directors received as the Company's employee or staff, which consideration on evaluation of the Board of Directors operation, compensation budget approved by shareholders, and the amount already paid within the past year. The Company's director compensation is comparable to that of other organizations within the same business sector. The additional duties and responsibilities as a member of a board committee also mean additional remuneration. The proposal was as follows:

1. Board of Directors
 - Meeting attendance fee (paid to attending directors only)

| | | |
|----------|--------|---------------|
| Chairman | 12,000 | Baht/ meeting |
| Director | 10,000 | Baht/ meeting |
 - Annual Remuneration is paid to all directors, allocated by the Nomination and Remuneration Committee and to propose the remuneration to the Board of Director for approval.

2. Audit Committee (paid to attending directors only)
 - Meeting attendance fee by quarter.

| | | |
|----------|--------|------|
| Chairman | 60,000 | Baht |
| Director | 30,000 | Baht |

3. Nomination and Remuneration Committee
 - Meeting attendance fee (paid to attending directors only)

| | | |
|----------|--------|---------------|
| Chairman | 12,000 | Baht/ meeting |
| Director | 10,000 | Baht/ meeting |

4. Risk Management Committee
 - Meeting attendance fee (paid to attending directors only)

| | | |
|----------|-------|---------------|
| Chairman | 4,000 | Baht/ meeting |
| Director | 3,000 | Baht/ meeting |

5. Corporate Governance Committee
 - Meeting attendance fee (paid to attending directors only)

| | | |
|----------|-------|---------------|
| Chairman | 4,000 | Baht/ meeting |
| Director | 3,000 | Baht/ meeting |

6. Other Benefits – None –

Remuneration of other subcommittees appointed by the Board would be under the consideration of the Board of Directors as appropriate to scope of their duties and responsibilities. The foregoing shall be effective from the General Meeting of Shareholders' approval until change, and the payment of remuneration would not exceed the amount which was approved by the General Meeting of Shareholders.

According to the Public Limited Companies Act B.E. 2535, Section 90, the payment of remuneration shall be in accordance with the resolution of the shareholders meeting based on a vote not less than two-thirds of the total number of votes of the shareholders attending the meeting.

After that, the company had provided the opportunity to shareholders to raise questions or comments.

There was no question or comment from the shareholders. Therefore, the Meeting was proposed for consideration and approval.

After consideration: The meeting unanimously resolved to approve the remuneration of the Board of Directors not exceeding Baht 15 million a year until change. The remuneration would be paid for Directors' meeting attendance fee, the Directors annual remuneration, meeting attendance fee for Audit Committee, meeting attendance fee for Nomination and Remuneration Committee, meeting attendance fee for Risk Management Committee and meeting attendance fee for Corporate Governance Committee, including subcommittee's remuneration (if any) as stated above as proposed, with the votes:

| | |
|------------------------|--|
| <u>Agree:</u> | 2 8 8,018,3 63 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted |
| <u>Disagree:</u> | - None - |
| <u>Abstain:</u> | - None - |
| <u>Voided Ballots:</u> | - None - |

7. To appoint the Company's auditor and to consider the auditor fees.

Mr. Vathit Chokwatana, the President, proposed to the meeting that according to the Articles of Association, No.49 and No.50, the Auditors must not be director, employee, staff or any position of the Company, the Auditors will be appointed in every General Meeting of Shareholders. The Company may re-appoint the former auditor after terminating. In 2021, the auditors of the Company were Mrs. Suvimol Krittayakiern, Certified Public Accountant No. 2982 (had served as a signer of the financial statement since 2017 – 2021) and/or Mr. Wirote Satjathamnukul, Certified Public Accountant No. 5128 and/or Mr. Joompoth Priratanakorn, Certified Public Accountant No. 7645 and/or Mr. Nopparoek Pissanu Wong, Certified Public Accountant No. 7764 and/or Miss Suphaphorn Mangjit, Certified Public Accountant No. 8125 of D I A International Audit Co., Ltd.,.

In 2022, the Board of Directors agrees as proposed by the Audit Committee. By considering the performance, independence, remuneration of the auditor, and the qualifications of the company, the Securities and Exchange Commission, it should be proposed to the General Meeting of Shareholders to appoint the Auditors are as follows:

- Miss Somjintana Polhilunrat Certified Public Accountant No. 5599 and/or
(Had served as a signer of the financial statement since 2012 – 2016)

- Miss Suphaphorn Mangjit Certified Public Accountant No. 8125 and/or
(Had never sign of the company's financial statement)
- Mr. Nopparoek Pissanu Wong Certified Public Accountant No. 7764 and/or
(Had never sign of the company's financial statement)
- Mr. Wirote Satjathamukul Certified Public Accountant No. 5128
(Had never sign of the company's financial statement)

of D I A International Audit Co., Ltd. to be the auditor of the Company for the year 2022 and consider the auditor fees for the year 2022 are as follows:

| | |
|---|------------------------------|
| 1. Review of the financial statement for 1 st , 2 nd and 3 rd quarters | 915,000 Baht |
| 2. Review for consolidated of the financial statements for 1 st , 2 nd and 3 rd quarters | 240,000 Baht |
| 3. Audit fee for the year ended December 31, 2022 | 1,130,000 Baht |
| 4. Audit consolidated for the year ended December 31, 2022 | <u>115,000 Baht</u> |
| Total | <u>2,400,000 Baht</u> |

The other service fees from the office of auditor are the audit fees as follows:

| | |
|--|----------------------------|
| 1. Audited fees for PAEs of 4 subsidiaries | 180,000 Baht |
| 2. Financial statements of Private Fund | 210,000 Baht |
| 3. Information technology system audit | <u>220,000 Baht</u> |
| Total | <u>610,000 Baht</u> |

And auditor fees for subsidiaries as follows:

| | |
|---------------------------------------|--------------|
| 1. Chokchaipibul Co., Ltd. | 880,000 Baht |
| 2. Bangkok Tower (1999) Co., Ltd. | 270,000 Baht |
| 3. Tipvarin-Wattana Co., Ltd. | 300,000 Baht |
| 4. Tipvarin Inter Packaging Co., Ltd. | 330,000 Baht |
| 5. Dairy Thai Co., Ltd. | 280,000 Baht |
| 6. SPC Ventures Co., Ltd. | 180,000 Baht |

Auditor of the subsidiaries with the same auditing office as the Company's auditor. The Auditors mentioned above do not have any relationship or vested interest with the Company / associated companies / executives / major shareholders or any person who are related to them.

After that, the company had provided the opportunity to shareholders to raise questions or comments.

There was no question or comment from the shareholders. Therefore, the Meeting was proposed for consideration and approval.

After consideration: the Meeting unanimously resolved to appoint Miss Somjintana Polhilunrat, Certified Public Accountant No. 5599, and/or Miss Suphaphorn Mangjit, Certified Public Accountant No. 8125 and/or Mr. Nopparoek Pissanu Wong, Certified Public Accountant No. 7764 and/or Mr. Wirote Satjathamukul, Certified Public Accountant No. 5128 of D I A International Audit Co., Ltd. to be auditor(s) of the Company for the year 2022 and to consider the auditor fees of Baht 2,400,000 as stated above as proposed, with the votes:

| | |
|------------------------|--|
| <u>Agree:</u> | 2 8 8,018,3 63 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted |
| <u>Disagree:</u> | - None - |
| <u>Abstain:</u> | - None - |
| <u>Voided Ballots:</u> | - None - |

Before the 8th Agenda meeting started, the Company's Secretary informed that there were 1 person, equivalent to 1 shareholder attending the meeting, holding 500 shares, to be in aggregate of shareholders and proxies in total of 50 persons, equivalent to 125 shareholders, which represented 288,018,863 shares or 87.28% of the total outstanding and paid-up shares.

8. To Approve the Amendment of the Articles of Association No. 3 by added 2 items of company's objectives from 60 items to 62 items.

Mr. Vathit Chokwatana, the President, proposed to the meeting that the company is interested in investing in the forex trading business the Digital assets for Cryptocurrency types and to support future

investment and business related to the Digital Assets. It is then appropriate to amend the Memorandum of Association No. 3 by added 2 items of company's objectives from 60 items to 62 items, as follows:

“Clause 61. to engage in business of investment, buying, selling, exchange, exchange and custodial center of digital assets, cryptocurrency and digital token” (when permission is granted from the related government agencies)

“Clause 62. to engage in business of being consultants, managers, brokers, transaction verifiers including any other business in connecting with digital assets” (when permission is granted from the related government agencies)

Allowing to the person assigned by the Board of Directors to registering an amendment to the Memorandum of Association with the Department of Business Development Ministry of Commerce and have authorized to amend and add wording in order to comply with the order of the Registrar.

This agenda must be approved with is not less than 3/4 (three-fourths) votes of all shareholders who attended the meeting and were eligible to vote.

After that, the company had provided the opportunity to shareholders to raise questions or comments.

There was no question or comment from the shareholders. Therefore, the Meeting was proposed for consideration and approval.

After consideration: The meeting unanimously resolved to approve the Amendment of the Articles of Association No. 3 by added 2 items of company's objectives from 60 items to 62 items as stated above as proposed, with the votes:

Agree: 2 8 8,018,863 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

9. Other matters (if any)

There was no any other matter proposed by the shareholders for consideration.

After that, the Company asked the Meeting whether shareholders had additional questions or comments. The summary is as follows;

Ms. Waraporn Angsirikulchoti, a shareholder asked the following questions: according to the Company's share repurchase program, Does the company plan to reduce its registered capital or sell the repurchased shares in the future?

Mr. Vathit Chokwatana, the President, answered that in the processing of shares bought back by the company, the Company has to consider the suitability of the stock market conditions at that time, if the market is trending in a favorable way, the Company may sell such repurchased shares. But if the market is not trending favorably, the Company may use the repurchased shares to reduce the registered capital.

Miss Achida Yongmetawut, a shareholder asked the following questions: due to today's meeting having an agenda to amend the Memorandum of Association of the Company for investing and supporting business related to the Digital Assets, how do you think the company will have an interest?

Mr. Vathit Chokwatana, the President, answered that the company considered that the Digital Asset is a new business and popular among the new generation.

As the company's business is related to marketing, it also needs to open up business gaps in the Digital Assets to enable the company to make decisions and respond to market demands promptly. However, the Company does not currently have any plans to invest or engage in Cryptocurrency and Digital Assets.

Without any additional questions or comment, Mr. Boonchai Chokwatana, the Chairman called the Meeting adjourned and expressed thanks to all Shareholders.

The Meeting was adjourned at 10.45 a.m.

Boonchai Chokwatana

(Mr. Boonchai Chokwatana)

Chairman of the Meeting

Privacy Notice (PDPA)

SAHA PATHANAPIBUL Public Company Limited ("the Company") prioritizes the collection and protection of your personal data, therefore, the Company would like to inform the guidelines in order to comply with Personal Data Protection Act, B.E. 2564 (PDPA) as follows:

Definition

"Company" means SAHA PATHANAPIBUL Public Company Limited

"You" means a data subject such as a shareholder and a proxy

"Personal Data Protection Laws" means Personal Data Protection Act B.E. 2564 (as amended) and the relevant laws.

"Personal Data" means any information relating to a person, which enables the identification of such person, whether directly or indirectly, but not including the information of the deceased persons in particular under Personal Data Protection Laws.

Purposes, necessities and Personal Data to be collected

The Company has to collect your Personal Data which You have informed the Company e.g., name, surname, mobile phone number and national identification card number, electronic traffic information, and other information relating to your meeting for the following purposes.

- To summon and hold the Annual General Meeting under the law.
- To deliver the notice of the Annual General Meeting together with its enclosures

Source of Personal Data

- Receive directly from You through the channels which the Company provides to verify the identity to attend the meeting.
- Receive from Thailand Securities Depository Company Limited (TSD) as the Company's securities Registrar as of the latest Record Date.
- Receive from the video and voice records during the Annual General Meeting.

Data Processing

The Company uses the Personal Data relating to the E-AGM to summon the meeting, verify identity to attend the meeting, count the quorum, count the votes, or take any action relating to the meeting and disclose the Personal Data to process such actions.

Period of Collecting Personal Data

The Company will collect your Personal Data as specified in this document throughout the period which the data is required to be used and as required by law for the purpose of the arrangement of the Annual General Meeting.

For shareholders and proxies who have queries during the meeting, the Company may record your name and surname in the minutes of the meeting which such minutes will be disclosed on the Company's website and submitted to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce and any relevant agencies prescribed by law.

Data Subject's Rights

As You are a data subject, You have the rights as stipulated in Personal Data Protection Act B.E. 2564 including the right to withdraw the consent, the right to request access and receiving the Personal Data, the right to request amendment of the Personal Data, the right to request deletion and destruction of the Personal Data, the right to request suspension of the use of the Personal Data, the right to request transfer of the Personal Data by means prescribed by law, the right to complain, and the right to object to the collection, use or disclosure of the Personal Data relating to You. In case You would like to exercise such rights, please contact

1) by post: "Data Protection Officer (DPO)", SAHA PATHANAPIBUL PLC., No. 2156 New Petchburi Road, Bangkok, Huai Khwang, Bangkok 10310 Thailand

2) by email: dpo@sahapat.co.th

Security Measures

The Company provides the Personal Data protection system according to "Personal Data Protection Policy" of the Company for protecting the access, change, and destruction without the Company's permission by using the standard security system to protect your Personal Data. For the collection, use and/or disclosure of the Personal Data, whether in whole or in part, the Company agrees to operate in accordance with the rights and obligations under the Personal Data Protection Laws.

Remark: In the identification documents which You send to the Company such as copy of national identification card or other official documents, you can conceal the sensitive information before sending to the Company, such as race, blood type, religion, which is not an information necessary for the Annual General Meeting. If You do not conceal such information, the Company will reserve the right to conceal such information on the documents without being regarded as the collection of your sensitive information.



<https://www.sahapat.co.th/PDPA>

The Articles of Association which related to General Meeting of Shareholders

General Meeting of Shareholders

Article 33 The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company. The shareholder meetings other than the said meeting shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribe their names in written request directing the Board of Directors to summon an extraordinary meeting at any time, but the reasons for summoning such meeting must be clearly stated in such request. In this event, the Board of Directors must summon a shareholder meeting to be held within forty-five (45) days as from the date of the receipt of the request from the shareholders.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by the Article 36 and Article 37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting

Article 34 In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

Article 35 The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an annual general meeting.

Article 36 At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

Article 37 At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in Article 36 and if such shareholders meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 38 The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman of the meeting. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties,

the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

Article 39 The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

Article 40 Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

Article 44 The affairs to be carried out by the annual general meeting are as follows:

1. Report of the operations of the Company in the previous year;
2. Approval of Balance Sheet and Statement of Income
3. Appropriation of profits;
4. Election of new directors to replace the retiring directors;
5. Appointment of auditor and fixing of auditing fee;
6. Other matters.

Authorize proxy to attend the General Meeting of Shareholders and Shareholder rights to vote

Article 41 The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointment the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

Article 42 Any shareholder which having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors. If there is a tie vote, the Chairman of the meeting shall have a casting vote.

Article 43 In casting a vote, one share is equal to one vote.

A resolution of the shareholder meeting shall consist of the following votes.

1. In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
2. In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
 - a. The sale or transfer of the whole or material parts of the business of the Company to other persons.
 - b. The purchase or acceptance of transfer of the business of other companies or private companies by the Company.
 - c. The conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - d. The amendment of the Memorandum or Articles of Association of the Company;
 - e. The increase and reduction of a capital or issuance of debentures of the Company;
 - f. The amalgamation or dissolution of the Company.

Dividend Payment

- Article 55** No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.
- Article 56** Dividends shall be distributed according to the number of shares at an equal amount each. Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.
- Article 57** The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.
- Article 58** The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

Directors' Qualification, Election and Term Expiration of Directors

- Article 18** The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom. The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman.

Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

- Article 19** The directors shall be natural persons and shall
1. be sui juris;
 2. not be bankrupt, incompetent or quasi-incompetent;
 3. have never been imprisoned on the final judgement of a court for an offense related to property committed with dishonest intent;
 4. have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

- Article 20** The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures.

1. A shareholder shall have one vote for one share;
2. Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number;
3. The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote.

- Article 21** At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who has held office the longest shall retire.

A director who retires from office may be re-elected.

Article 30 No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business is undertaken for his or her or other persons' benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

Remuneration of the Board of Directors

Article 32 No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

Directors' qualification, Appointment of the Auditor, Determination the Remuneration of an Auditor and Attendance of The General Meeting of Shareholders.

Article 49 An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

Article 50 An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.

Article 51 A remuneration of an auditor shall be determined by a shareholder meeting.

Article 54 An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

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Documents and evidences of the attended person have to present before attend the meeting and regulations for the meeting

The registration of the 2023 Annual General Meeting of Shareholder (No. 72) of Saha Pathanapibul Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring the Registration Form with barcode on the meeting day.

1. Documents of the attended person have to present before attend the meeting

Person

- (1) The shareholder who will attend the meeting by himself/herself is required to present an I.D. Card/Copy or Government Officer Card/Copy or Passport to the officer for registration of attendance.
- (2) If the shareholders have appointed an authorized person to attend the meeting,
 - (2.1) Please use the Proxy Form B in a printed form attached with the Notice of the meeting or the Proxy Form A and duly execute only one of two Proxy Forms, alternatively you may download from the company's website (www.sahapat.co.th) and shall completely fill and sign of Grantor and Proxy.
 - (2.2) The proxy is required to present I.D. Card/Copy or Government Officer Card/Copy or Passport to the officer for registration of attendance.

Juristic Person

If the shareholders have appointed an authorized person to attend the meeting,

- (1) Please use the Proxy Form B in a printed form attached with the Notice of the meeting or the Proxy Form A and duly execute only one of two Proxy Forms, alternatively you may download from the company's website (www.sahapat.co.th) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any).
- (2) Attach a copy of the certificate of juristic person, within 6 months by the Department of Business Development, Ministry of Commerce which every page is signed by an authorized person acting on behalf of the juristic person and company seal (if any) and attach a copy of ID card or passport copy (in case of a foreigner) of the authorized director who signed the proxy form.
- (3) The proxy is required to present I.D. Card/Copy or Government Officer Card/Copy or Copy of Passport to the officer for registration of attendance.

The shareholders are the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares

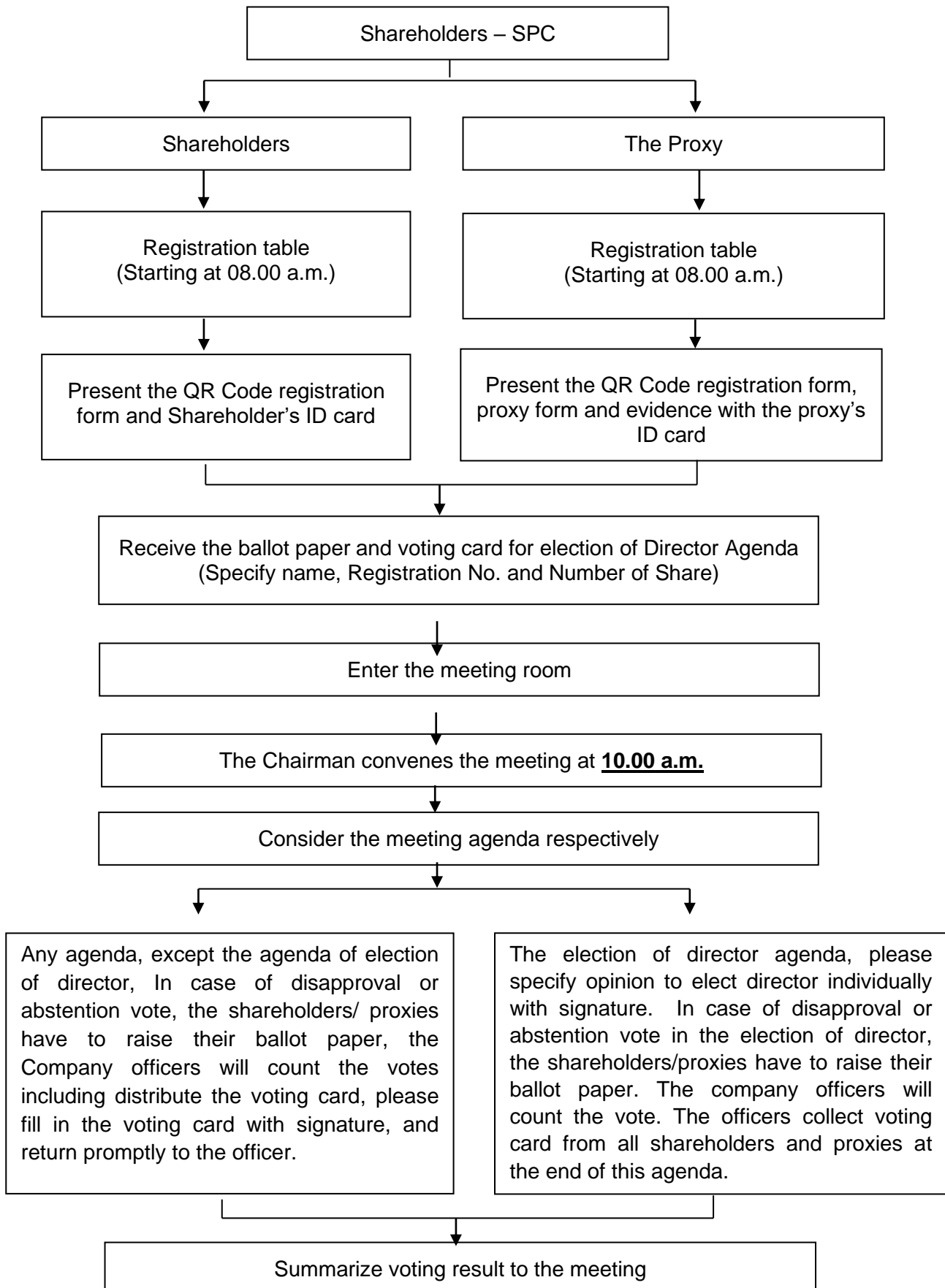
If the shareholders have appointed an authorized person to attend the meeting,

- (1) Please use the Proxy Form B in a printed form attached with the Notice of the meeting or the Proxy Form A or Form C and duly execute only one of three Proxy Forms, alternatively you may download from the company's website (www.sahapat.co.th) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are as follows:
 - (1.1) The power of attorney Letter from shareholder assigned to custodian to sign in the Proxy Form.
 - (1.2) The Confirm Letter to confirm that the person who signs in the Proxy Form get the consent to do the custodian business.
- (2) The proxy is required to present I.D. Card/Copy or Government Officer Card/Copy or Passport to the officer for registration of attendance.

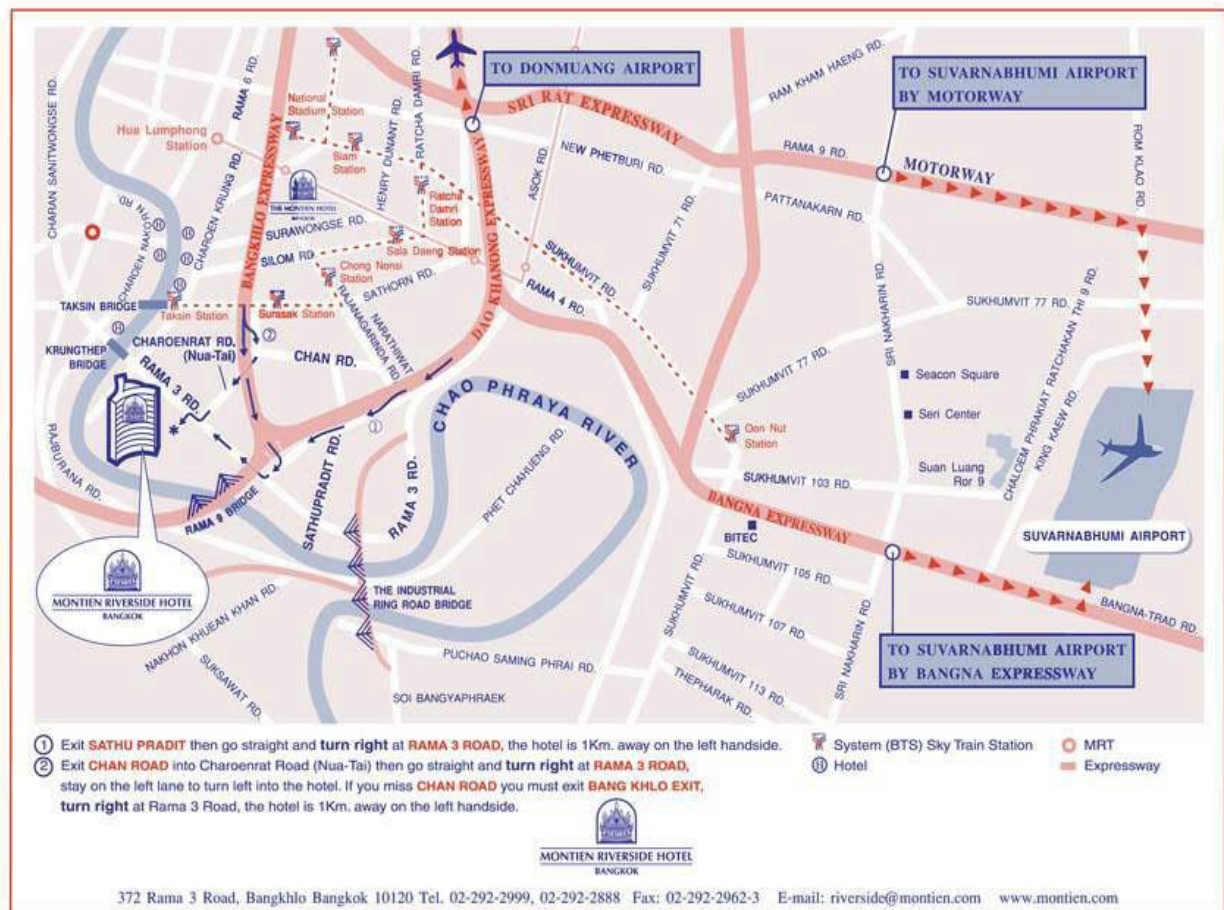
2. The regulations for the meeting

- 2.1 In the Annual General Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda.
- 2.2 Casting vote in every agenda is opened.
- 2.3 Casting vote is 1 share for 1 vote.

**The process of registration for the Annual General Meeting of Shareholder's
Saha Pathanapibul Public Company Limited**



**Map of the meeting place of the 2023 Annual General Meeting of Shareholders
At The Montien Riverside Hotel**



- Ordinary Bus** : Bus No. 35 and No. 205
 : Air-conditioned bus No. 205
 : BRT express bus (Charoenrat Station)

**Profile of the nominated persons to be directors in replacement of those
who are retired by rotation**

1. **Name** : Mr. Boonpakorn Chokwatana
Age : 87 years old
Nationality : Thai
Position in Company : Director and Vice Chairman of the Board of Directors
Type of Director : Non-executive Directors
Appointed Date : June 30, 1978
Number of years as director as of March 7, 2023 : 44 years
Education : B.A. Economics, the University of Nottingham,
United Kingdom
Training from Thai Institute of Directors Association (IOD)
: Director Accreditation Program (DAP) 3/2003
: Director Certification Program (DCP) 68/2005
: Role of Compensation Committee (RCC) 7/2008
Work Experiences : 2018 – April 2018, Vice Chairman, Saha Pathana Inter-Holding PLC.
: 2018 – April 2018, Director, IT CITY PLC.



| Other Listed Company | | | Non-Listed company | Director/Executive position in other company engaging in ompetitive/related businesses Number | |
|----------------------|-------------------------------|-------------------------|--------------------|---|--------|
| Number | Director / Executive Position | | | | |
| 1 company | ▪ Chairman | New City (Bangkok) PLC. | 4 companies | -None- | -None- |

Shareholding (oneself/spouse/children who is not sui juris), as of March 7, 2023 : 1,613,651 shares or to be 0.49%

Meeting Attendance record in 2022 : The Annual General Shareholders meeting 1/1 time
: The Board of Directors' meeting 12/12 times

Specialization : Textile industry, plan and provide strategies on production, marketing and human resource development

Type of Directorship being nominated : Director who was considered by Nomination and Remuneration Committee and the Board of Directors

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

Profile of the nominated persons to be directors in replacement of those who are retired by rotation

2. Name : **Mr. Boonyarith Mahamontri**
Age : 77 years old
Nationality : Thai
Position in Company : Director
Type of Director : Non-executive Directors
Appointed Date : June 30, 1978
Number of years as director as of March 7, 2023 : 44 years
Education : Bachelor of Science, Chulalongkorn University
Training from Thai Institute of Directors Association (IOD)
: Director Accreditation Program (DAP) 3/2003
: Director Certification Program (DCP) 68/2005
Work Experiences : 2018 – December 2022, Independent Director, Saha Cogen (Chonburi) PLC.



| Other Listed Company | | | Non-Listed company | Director/Executive position in other company engaging in competitive/related businesses Number | |
|----------------------|-------------------------------|--------|--------------------|--|--------|
| Number | Director / Executive Position | | | | |
| -None- | -None- | -None- | 1 company | -None- | -None- |

Shareholding (oneself/spouse/children who is not sui juris) as of March 7, 2023 : 62,218 shares or to be 0.02%

Meeting Attendance record in 2022 : The Annual General Shareholders meeting 1/1 time
: The Board of Directors' meeting 11/12 times

Specialization : Planning and corporate organization management.

Type of Directorship being nominated : Director who was considered by Nomination and Remuneration Committee and the Board of Directors

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

Profile of the nominated persons to be directors in replacement of those who are retired by rotation

3. Name : **Mr. Vathit Chokwatana**
Age : 58 years old
Nationality : Thai
Position in Company : Nomination and Remuneration Committee, Executive Director and President
Type of Director : Executive Directors
Appointed Date : June 19, 2008
Number of years as director as of March 7, 2023 : 14 years
Education : Master of Business Administration, Assumption University
: Bachelor of Electronic Engineer, San Francisco State University, California, U.S.A.
Training from Thai Institute of Directors Association (IOD)
: Director Accreditation Program (DAP) 75/2008
: Director Certification Program (DCP) 251/2017
: Risk Management Program for Corporate Leaders (RCL) 4/2016



Work Experiences:

| Other Listed Company | | Non-Listed company | Director/Executive position in other company engaging in competitive/related businesses | | |
|----------------------|-------------------------------|-----------------------------|---|-----------|-----------------------------|
| Number | Director / Executive Position | | Number | | |
| 2 companies | ▪ Director | Thai President Foods PLC. | 16 companies | 1 Company | - Thai President Foods PLC. |
| | ▪ Executive Chairman | Sun Vending Technology PLC. | | | |

Shareholding (oneself/spouse/children who is not sui juris) as of March 7, 2023 : 458,333 shares or to be 0.14%

Meeting Attendance record in 2022 : The Annual General Shareholders meeting 1/1 time
: The Board of Directors' meeting 12/12 times
: Nomination and Remuneration Committee 2/2 times
: The Executive Board 12/12 times

Specialization : Business Management, Marketing Management, Warehouse and Logistics Management, Information Technology Management (IT).

Type of Directorship being nominated : Director/ Executive Director, who was considered by Nomination and Remuneration Committee and the Board of Directors

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

**Profile of the nominated persons to be directors in replacement of those
who are retired by rotation**

4. Name : **Mr. Khachornsakdi Vanaratseath**
Age : 75 years old
Nationality : Thai
Position in Company : Chairman of Audit Committee
Type of Director : Independent Director
Appointed Date : April 22, 1996
Number of years as director as of March 7, 2023 : 26 years
Education : Master of M.Acc., Western Illinois University, USA
: Graduate Diploma in Auditing,
Chulalongkorn University
: Bachelor of Accountancy, Chulalongkorn University
Training from Thai Institute of Directors Association (IOD)
: Director Accreditation Program (DAP) 3/2003



Work Experiences :

| Other Listed Company | | Non-Listed company | Director/Executive position in other company engaging in competitive/related businesses Number | | |
|----------------------|--|--------------------|--|--------|--------|
| Number | Director / Executive Position | | | | |
| 2 companies | ▪ Independent Director and Chairman of Audit Committee | Fareast DDB PLC. | 1 Company | -None- | -None- |
| | ▪ Independent Director and Chairman of Audit Committee | | | | |

Shareholding (oneself/spouse/children who is not sui juris) as of March 7, 2023 : - None -

Meeting Attendance record in 2022 : The Annual General Shareholders meeting 1/1 time
: The Board of Directors' meeting 11/12 times
: The Board of Audit Committee meeting 5/5 times

Specialization : Accounting, finance and investment.

Type of Directorship being nominated : Independent Director who was considered by Nomination and Remuneration Committee and the Board of Directors.

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

| Having the following relationship with the Company / parent company / subsidiary / affiliate / major Shareholder or authorities of the company at present or during the past 2 years | |
|---|------|
| - Being a director and participate in day-to-day business or being an officer, employee or consultant who receives a regular salary | None |
| - Being professional service provider, e.g., auditor, legal advisor | None |
| - Having business relation that is material and could be barrier to independent judgment (e.g. selling or purchasing raw materials / goods / services or providing financial support) | None |
| - Being a relative person with management / major shareholders of the Company / Affiliated company | None |
| - Being a directors have been promoted as a representative of directors of the company, major shareholders, shareholders, who relates with the major shareholders of company. | None |

**Profile of the nominated persons to be directors in replacement of those
who are retired by rotation**

5. Name : **Mr. Wasin Teyateeti**
Age : 74 years old
Nationality : Thai
Position in Company : Audit Committee
Type of Director : Independent Director
Appointed Date : April 28, 1997
Number of years as director as of March 7, 2023 : 25 years
Education : Bachelor of Accountancy
Chulalongkorn University
Training from Thai Institute of Directors Association (IOD)
: Director Accreditation Program (DAP) 3/2003



Work Experiences

| Other Listed Company | | | Non-Listed company | Director/Executive position in other company engaging in competitive/related businesses Number | |
|----------------------|-------------------------------|---------------------|--------------------|--|--------|
| Number | Director / Executive Position | | | | |
| 1 company | ▪ Vice Chairman | - Far East DDB PLC. | 7 Companies | -None- | -None- |

Shareholding (oneself/spouse/children who is not sui juris) as of March 7, 2023: - None -

Meeting Attendance record in 2022 : The Annual General Shareholders meeting 1/1 time
: The Board of Directors' meeting 12/12 times
: The Board of Audit Committee meeting 5/5 times

Specialization : Advertising, public relations and accounting

Type of Directorship being nominated : Independent Director who was considered by Nomination and Remuneration Committee and the Board of Directors

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

| Having the following relationship with the Company / parent company / subsidiary / affiliate / major Shareholder or authorities of the company at present or during the past 2 years | |
|---|------|
| - Being a director and participate in day-to-day business or being an officer, employee or consultant who receives a regular salary | None |
| - Being professional service provider, e.g., auditor, legal advisor | None |
| - Having business relation that is material and could be barrier to independent judgment (e.g. selling or purchasing raw materials / goods / services or providing financial support) | None |
| - Being a relative person with management / major shareholders of the Company / Affiliated company | None |
| - Being a directors have been promoted as a representative of directors of the company, major shareholders, shareholders, who relates with the major shareholders of company. | None |

Definitions of “Independent Director”

The Company has given the following definitions of an “independent director” based on the announcement of the Capital Market Supervisory Board.

(1) The person must hold no more than 1% of shares with voting rights of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company; inclusive of shareholding by individuals related to such independent directors.

(2) The person must not be serving, or have served, as a director who is involved with the management, or a staff member, an employee or a consultant with a monthly wage. The person also must not be or be an individual with the authority to control the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or of the entities with the authority to control the company, with the exception of the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director. The ineligibility however does not include the case where an independent director has previously served as a public servant or a consultant of a government agency which is a major shareholder of, or an entity with the authority to control the company.

(3) The person must not be related by blood or law as father, mother, spouse, sibling or child, spouse of son or daughter of executives, major shareholders, individuals with the authority to control the company or candidates for the position of an executive or an individual with the authority to control the company or an associate.

(4) The person must not have, or have had, a business relationship with the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company, in such a manner that may interfere with one’s independent discretion. The person also must have not been or has been a shareholder, individuals with the authority to control the company, of the person who has business relationship with the company, the parent company, the associates, the affiliates, the major shareholder or the entities with the authority to control the company. There is an exception in the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

The business relationship as described in the above paragraph is inclusive of normal trading transactions for the conduct of business; lease or letting of immovable; transactions relating to assets or service; provision or acceptance of financial assistance through acceptance or provision of loans and guarantees, the use of assets as collateral and other such practices which result in the company or the party to the agreement being under the obligation to repay the other party for an amount from 3% of net tangible assets of the company or from Twenty Million Baht whichever is lower. The calculation of such obligation to debt is to be in accordance with the related transaction value calculation method as per the Announcement of the Capital Market Supervisory Board on the Related Transaction Criteria with exceptions. The said obligation to debt includes that which has materialized during the period of one year prior to the day of business relationship with the same individual.

(5) The person must not be, or has been, an auditor of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder, an individual with the authority to control or a partner of the audit office with which the auditor the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company is associated. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

(6) The person must not be, or has been, a provider of a professional service including the service as a legal consultant or a financial consultant for which greater than Two Million Baht of fee is paid per year by the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder or an individual with the authority to control or a partner of such provider of professional service. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

(7) The person must not be a director appointed to represent a director of the company, a major shareholder or a shareholder who is related to a major shareholder.

(8) The person must not be in a business of the same nature as, and of significant competition to, that of the company or an associate. The person also must not be a significant partner in a partnership; a director who is involved with the management; a staff member; an employee; a consultant with a monthly wage; as well as, a shareholder who holds more than 1% of shares with voting rights of another company which is engaged in a business of the same nature as and of significant competition to that of the company or an associate.

(9) The person must not have any other characteristic which is an obstacle to the giving of free opinion on the operation of the company.

After having been appointed as an independent director following the qualifications specified under items (1) through (9) above, the independent director may be assigned by the Board of Directors to make decisions on the operation of the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or the entities with the authority to control the company in the manner of a collective decision.

**Information of Independent Directors that company nominated the name
as authorized person from shareholders**

1. **Name** - **Dr. Vichai Charoenwongse**
Type of Director - Independent Director
Age - 76 years old
Nationality - Thai
Address - 29/50 Greenpoint Building
Soi Anuman-Ratchthon Surawong Road,
Bang Rak, Bangkok 10500
- Company Shareholding** - None
Interest on each agenda - None
**Vested special interest
in every agenda**



2. **Name** - **Mr. Vichit Tantianunanont**
Type of Director - Independent Director
Age - 76 years old
Nationality - Thai
Address - 8 Soi 9, Sere Village 1, Seri 2rd,
Hua Mark Sub-district,
Bangkapi, Bangkok 10250
- Company Shareholding** - 0.01%
Interest on each agenda - None
**Vested special interest
in every agenda**



3. **Name** - **Mr. Siripol Yodmuangcharoen**
Type of Director - Independent Director
Age - 75 years old
Nationality - Thai
Address - 291 Phetkasem Road, Bang Wa Subdistrict,
Phasi Charoen District, Bangkok 10160
- Company Shareholding** - None
Interest on each agenda - None
**Vested special interest
in every agenda**



**Information of Independent Directors that company nominated the name
as authorized person from shareholders**

- 4. Name** - **Mr. Khachornsakdi Vanaratseath**
Type of Director - Independent Director and Audit Committee
Age - 75 years old
Nationality - Thai
Address - 18 Punnaewithi 30 Sukhumvit 101 Road,
Khwaeng Bangjark, Khet Phra Khanong,
Bangkok 10260
- Company Shareholding** - None
Vested special interest - Conflict of Interest in agenda No.5 Election
in every agenda of directors to replace the directors whose
term has expired due to the directors are
retired on rotation and the retiring directors
may be re-elected.



-
- 5. Name** - **Mr. Wasin Teyateeti**
Type of Director - Independent Director and
Audit Committee
Age - 74 years old
Nationality - Thai
Address - 11 Seri Village, Rama 9 Road,
Khwaeng Suanluang, Khet Suanluang,
Bangkok 10250
- Company Shareholding** - None
Vested special interest - Conflict of Interest in agenda No.5 Election
in every agenda of directors to replace the directors whose
term has expired due to the directors are
retired on rotation and the retiring directors
may be re-elected.



หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

with address at Road Sub-District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District

Province

Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท สหพัฒน์พิบูล จำกัด (มหาชน)

being a shareholder of SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED.

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding the total amount of shares with the voting rights of votes as follows;

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

ordinary share

shares with the voting rights of

votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

preferred share

shares with the voting rights of

votes

(3) ขอมอบฉันทะให้ / Hereby appoint

(1)อายุ.....ปี
Age Years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

with address at Road Sub-District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District

Province

Postal Code

(2)นายแพทย์วิชัย เจริญวงศ์.....อายุ.....76.....ปี

.....Dr. Vichai Charoenwongse.....Age.....76.....Years

อยู่บ้านเลขที่.....29/50 อาคารกรีนพอยท์ ซอยอนุমানราชชน ถนน สุรวงศ์.....ตำบล/แขวง.....สุริยวงศ์.....

with address at.....29/50 Greenpoint Building Soi Anuman-Ratchthon Road Surawong Sub-District Suriyawong.....

อำเภอ/เขต.....บางรัก.....จังหวัด.....กรุงเทพฯ.....รหัสไปรษณีย์.....10500.....หรือ

District.....Bang Rak.....Province.....Bangkok.....Postal Code.....10500.....or

(3)นายวิชิต ตันตือนานนท์.....อายุ.....76.....ปี

.....Mr. Vichit Tantanonont.....Age.....76.....Years

อยู่บ้านเลขที่.....8 ซอย 9 หมู่บ้านเสรี 1.....ถนน.....เสรี 2.....ตำบล/แขวง.....หัวหมาก.....

with address at.....8 Soi 9 Seri Village 1.....Road.....Seri 2.....Sub-District.....Hua Mark.....

อำเภอ/เขต.....บางกะปิ.....จังหวัด.....กรุงเทพฯ.....รหัสไปรษณีย์.....10250.....หรือ

District.....Bangkapi.....Province.....Bangkok.....Postal Code.....10250.....or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น/การประชุมสามัญผู้ถือหุ้น / วัติสมณู ครั้งที่ 72 ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 10.00 น. ณ ห้องเจ้าพระยา 2 โรงแรมมณเฑียร ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120 หรือที่แจ้งฟังเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my / our proxy to attend and vote on my / our behalf at the Share Subscription Meeting / the Annual General / the Extraordinary Meeting of Shareholders No.72 to be held on Monday, April 24, 2023 at 10.00 a.m. at Chao Praya room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 71 เมื่อวันที่ 25 เมษายน 2565

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No. 71 on April 25, 2022.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 รับทราบรายงานของคณะกรรมการบริษัทในรอบปีที่ผ่านมา

Agenda 2 To acknowledge the Report of the Board of Directors for the previous year.

วาระที่ 3 พิจารณาอนุมัติงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2565

Agenda 3 To approve the Financial Statements as at December 31, 2022.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณาอนุมัติการจัดสรรกำไรและการจ่ายเงินปันผล

Agenda 4 To approve the profit allocation and dividend payment.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการบริษัทแทนกรรมการบริษัทที่ต้องออกตามวาระ

Agenda 5 To consider the election of directors in replacement of those who are retired by rotation.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

การแต่งตั้งกรรมการทั้งชุด

To elect directors as a whole

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

ชื่อกรรมการ นายบุญปกรณ์ โชควัฒนา

Name of Director Mr.Boonpakorn Chokvathana

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นายบุญฤทธิ์ महामอนตรี
Name of Director Mr. Boonyarith Mahamontri

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นายเวทิต โชควัฒนา
Name of Director Mr. Vathit Chokwatana

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นายขจรศักดิ์ วันรัตน์เศรษฐ
Name of Director Mr. Khachornsakdi Vanaratseath

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นายวศิน เตยะธิติ
Name of Director Mr. Wasin Teyateeti

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการบริษัท

Agenda 6 To consider the Board of Director's remuneration.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี

Agenda 7 To appoint the Company's auditor and to consider the auditors fees.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 Other business (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นกรลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

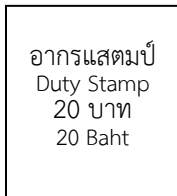
Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.



ลงชื่อ/Signed ผู้มอบฉันทะ/Shareholder

(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

REGULAR CONTINUED PROXY FORM B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัท สหพัฒนพิบูล จำกัด (มหาชน)**...

Authorization on behalf of the Shareholder of **SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED**.

ในการประชุมผู้ถือหุ้น / การประชุมสามัญผู้ถือหุ้น / วิสามัญ ครั้งที่ 72 ในวันที่จันทร์ที่ 24 เมษายน 2566 เวลา 10.00 น. ห้องเจ้าพระยา 2 โรงแรมมอนเทียร์ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Share Subscription Meeting/ the Annual General / the Extraordinary Meeting of Shareholders No. 72 to be held on Monday, April 24, 2023 at 10.00 a.m. at Chao Praya room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120, or at any adjournment thereof.

วาระที่ เรื่อง

Agenda No. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง

Agenda No. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง

Agenda No. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง

Agenda No. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง.....

Agenda No. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

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(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda No. Election of Directors (continued)

ชื่อกรรมการ.....

Name of Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

Approve

Disapprove

Abstain

**QR Code Downloading Procedures for supporting documents
For the Annual General Meeting Shareholders**

The Thailand Securities Depository Co., Ltd. as a securities registrar under the Stock Exchange of Thailand (SET), has developed a system which allows SET Listed Companies to send the Notice of General Meeting of Shareholders and Form 56-1 One Report in the form of E-books accessible through QR Code to shareholders, thus allow the shareholders to access the information conveniently.

Shareholders can download the aforementioned documents from the QR Code by following the steps below.

For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the OR Code with Line application

- Open Line application and click on “Add friend”
- Choose “QR Code”
- Scan the QR Code

2. Focus the mobile camera to QR Code to scan it.

Requirement Form of the Form 56-1 One Report (Printed Form)

To. Shareholders

Saha pathanapibul Public Company Limited would like to inform that shareholders who intent to receive the Form 56-1 One Report 2022 in printed form, please fill the details below and send back to the company to Investor Relations Section at 2156 New Petchburi Road, Bangkok, Huay kwang, Bangkok 10310, Tel. 02-318-0062#1255 or by Fax No. 02-318-1152. The company will send the Form 56-1 One Report 2022 to you later.

I (elaborate handwriting)

Address.....

.....

Name of Contact Person.....

Telephone No.....

Fax No.

E-mail Address