

(English Translation)

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED

The Minutes of the 2024 Annual General Meeting of Shareholders (No. 73)

Hybrid Meeting format (Hybrid Meeting) on Monday, April 22, 2024 at 9:00 a.m. at Chao Phraya Room 1, Montien Riverside Hotel, No. 372 Rama 3 Road, Bang Khlo Subdistrict, Bang Kho Laem District, Bangkok 10120 (Registration begins at the meeting location (Physical) at 7:00 a.m. and registration begins via electronic media. (E-AGM) time 07.00 hrs.).

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**The Meeting commenced at 09.00 a.m.**

Mrs. Siriwan Wongariyakavee, Company Secretary, informed the meeting that The 2024 Annual General Meeting of Shareholders is an electronic meeting. which is in accordance with the royal decree Concerning meetings via electronic media, B.E. 2020 and announcement of the Ministry of Digital Economy and Society on security standards for meetings via electronic media, B.E. 2020. The company has arranged for a service provider to organize meetings via electronic media that has expertise and has been certified by relevant agencies and informed further that, there were shareholders registered to attend the meeting at the meeting opening time which constitutes a quorum According to the regulations of the company as follows:

Shareholders	31	Persons	Number of Shares	12,648,296	Persons
Proxies	74	Persons	Number of Shares	237,874,889	Persons
Shareholders Online	2	Persons	Number of Shares	20,001	Persons
Proxies Online	1	Persons	Number of Shares	3,069,985	Persons
Total	108	Persons	Total Number of Shares	253,613,171	Persons
(%)	77.25	(%)	Total Paid up Capital	328,315,800	Persons

The Company had 330,000,000 outstanding and paid-up shares in total and the record date on March 12, 2024, the Company have 1,684,200 treasury shares which no voting rights. Therefore, the number of shares with voting rights in this meeting is 328,315,800 shares.

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.73, and assigned Mr. Vathit Chokwatana, Managing Director Introducing company directors, executives and auditors attending the meeting and assigned Ms. Siriwan Wongariyakavee, Company Secretary She is the person who explains details about the meeting and methods for passing various votes, including presenting details of the meeting agenda to the meeting as follows:

#### Attendance of the Board of Directors

1.	Mr. Boonchai	Chokwatana	Chairman / Chairman of the Nomination and Remuneration Committee / Chairman of the Executive Board
2.	Mr. Boonsithi	Chokwatana	Honorary Chairman
3.	Mr. Abhisit	Vejjajiva	Vice Chairman of the Board of Directors
4.	Mr. Vathit	Chokwatana	Chair of the Sustainability Committee / Executive Vice Chairman / Nomination and Remuneration Committee and President
5.	Mr. Wasin	Teyateeti	Independent Director / Chairman of Audit Committee
6.	Mr. Khachornsakdi	Vanaratseath	Independent Director / Audit Committee
7.	Mr. Vichit	Tantianunanont	Independent Director/ Audit Committee
8.	Mrs. Pasook	Raksawonkse	Chair of the Corporate Governance Committee / Chairman of the Executive Committee Advisor
9.	Mr. Siripol	Yodmuangcharoen	Independent Director
10.	Dr. Vichai	Charoenwongse	Independent Director
11.	Mr. Thamarat	Chokwatana	Director
12.	Miss Sirilak	Dhanasarnsilp	Director
13.	Mrs. Chailada	Tantivejakul	Chair of the Risk Management Committee / Nomination and Remuneration Committee / Sustainability Committee / Director of the Executive Board / Vice President
14.	Mr. Petch	Paniangvait	Director of the Executive Board / Sustainability Committee / Director of Marketing 2, <u>participated in the meeting via electronic media.</u>

Therefore, in this General Meeting of Shareholders, 14 Directors attending the meeting as 93.33% from all participating.

#### Company directors who did not attend the meeting due to urgent business

1.	Mr. Boonyarith	Mahamontri	Director
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#### Attendance of the Management Team

1.	Mr. Nattapon	Dejvitak	Vice President
2.	Mrs. Siriwan	Wongariyakavee	Company Secretary / Director of Financial and Investment / Chief Financial Officer (CFO)
3.	Miss Jamnong	Sriampornkul	Director of Accounting and the person supervising account
4.	Mr. Krittinai	Lertsitthisak	Director of Information Technology

### Auditor attendance the meeting

Mr. Wichart Lokatekrawee, Mr. Chayanat Methakunakorn and Miss Kulnit Kongsawatkul of EY Office Limited., was the witness in counting votes of the Meeting.

Company Secretary proposed that the Company has earlier provided the opportunity for shareholders to propose agenda and/or to nominate candidates to be elected as Directors and to submit questions in advance the 2024 Annual General Meeting of Shareholders, during the period of November 1 to December 30, 2023. However, it turned out that there was no shareholder who proposed meeting agenda and/or nominate candidates to be elected as company directors and to submit questions. Including informing the meeting that, the company will collect, use and disclose personal information. Including still images, audio and moving images of all meeting participants. To record and prepare meeting minutes. The Company places importance on the preservation and protection of personal information of shareholders. to comply with "Declaration of Personal Data Protection for the company's shareholder meeting" and is in compliance with the Personal Data Protection Act 2019 (or PDPA).

After that, the company secretary explained the methods and criteria for the meeting. It can be summarized as follows:

1. For details about the meeting and how to pass various votes in this meeting. To be followed according to Article 43 of the Company's regulations, that is, 1 share is counted as 1 vote. Voting must be done openly. In which shareholders can vote to agree, disagree or abstain from voting in each agenda item on the ballot. Vote counting will count only shareholders who voted against and/or abstained, including votes according to invalid ballots (if any), and then such votes will be counted. Subtracted from the total number of votes attending the meeting. The remaining votes will be considered as approval votes for that agenda.

In this case, in the case that shareholders make a proxy for others to attend the meeting and vote according to the wishes of the shareholders by sending the proxy form to the company in advance. The company has already recorded the votes according to the wishes of shareholders in the processing system.

2. In cases where it is considered invalid ballot, that is, voting in more than 1 box or in cases where there is a line crossed out on the ballot. without signing the crossed out area

3. In the case that there are shareholders who register to attend the meeting after the meeting has begun Shareholders have the right to vote according to agenda items that have not yet been considered. And the company will count the votes of shareholders who attend the meeting during the meeting as a quorum from the agenda that has been voted. to record in the next meeting report

Therefore, in order for the vote counting to be smooth and transparent. The company will count votes using a Barcode system, where shareholders will see the results of each agenda on the screen at the same time. All shareholders have received ballots for the agenda for the election of company directors. Since registering to attend the meeting Separated into various cases as follows:

3.1) Any agenda except the agenda for the election of company directors. Shareholders who disagree or abstain from voting Raise the scoreboard. which every shareholder has already received a

scoreboard Since registering to attend the meeting Officials will count the votes. along with distributing ballots Please fill in your registration number, indicate your opinion, sign the ballot and return it to the staff immediately.

3.2) Company Director Election Agenda all shareholders have already received their ballots. Since registering to attend the meeting Please specify your opinions on the election of individual company directors. along with signing the ballot in the case Shareholders who disagree or abstain from voting in the election of any company director, raise the ballot board and the officials will count the votes. Upon completion of voting on this agenda Officials will collect ballots from every shareholder.

4. Company directors as shareholders Request to exercise the right to vote in agreement with the proposals of the Board of Directors in every agenda. In the case that a shareholder gives a proxy to a company director to be as specified by the shareholder in the proxy form and in this meeting If any shareholder has any questions, please write your questions on the question paper. and send it to the company officials.

The Company Secretary then explained to the meeting about the rules, How to vote, count votes, and how to ask questions or express opinions, Both for shareholders attending the meeting at the meeting location (Physical) and for shareholders attending the meeting via electronic media (E-AGM). The meeting will consider the matter According to the agenda specified in the meeting invitation letter. Information will be presented in each agenda and provide opportunities for shareholders to ask questions before voting and the results of the scores will be reported to the meeting. When the votes are counted in that agenda Finished in order.

For the resolution of this shareholder meeting, It is in accordance with the Company's regulations and the Public Limited Companies Act, Section 107, which consists of the following votes:

Agenda 1, Agenda 3, Agenda 4, Agenda 5 and Agenda 7 must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 2 is an agenda for information. Therefore, there was no resolution.

Agenda 6 must be approved by a vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 8 must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attended the meeting and had the right to vote.

Agenda 9 has no votes.

The company then asked the meeting: Do you have another opinion The meeting agreed with the meeting methods and criteria, including rules, voting methods, and vote counting and how to ask questions or express opinions. As mentioned above and there were no questions about the meeting rules and procedures. Therefore, requested the meeting to consider various matters according to the agenda, totaling 9 agenda items as follows:

Before the 1<sup>st</sup> Agenda meeting started, The Company Secretary informed the meeting that There were 11 additional shareholders attending the meeting, holding 6,267,827 shares, making a total of 119 shareholders and proxies attending the meeting, which represented 259,880,998 shares or 79.15% of the total outstanding and paid-up shares.

**1. To Certify the Minutes of Annual General Meeting of Shareholders No. 72 held on April 24, 2023.**

Company Secretary proposed that the Company had arranged the Minutes of the General Meeting of Shareholders No. 72 held on April 24, 2023 and submitted to the Stock Exchange of Thailand, and publicized on the Company's website [www.sahapat.co.th](http://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. 72 held on April 24, 2023 as proposed, with the votes:

<u>Agree:</u>	259,880,998 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 2<sup>nd</sup> Agenda meeting started, The Company Secretary informed the meeting that There were 1 additional shareholder attending the meeting, holding 2,800 shares, making a total of 120 shareholders and proxies attending the meeting, which represented 259,883,798 shares or 79.15% of the total outstanding and paid-up shares.

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

Company Secretary, reported to the report of the Board of Directors and the operating results of the Company in 2023 provided in the Form 56-1 One Report 2023 (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.

The total revenues of the Company and subsidiaries in 2023, had amount of 37,587.81 million Baht, an increase of 2,675.14 million Baht or 7.66% from the year 2022. The Company and subsidiaries had gross profit in the year 2023 amount of 6,156.33 million Baht equal to 16.38% of sales and net profit amount of 2,284.59 million Baht.

Despite these challenges, the company remains committed to achieving ambitious goals in 2024 by developing new sales and marketing strategies. It will also optimize its infrastructure, sales systems, internal mechanisms, and human resources to promptly and consistently adapt to the ever-changing economic, social, behavioral, and lifestyle trends of its consumers. It also adhered to ethical principles in every step of its operations.

For performance and developments on measures of Anti-Corruption preventive of the Company for the year 2022; on December 31, 2022, the Company was renewed 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, 2023.**

Company Secretary, 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, 2023. 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 Form 56-1 One Report 2023, (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	37,835	36,571
Total Liabilities	11,207	11,114
Shareholders' Equity	26,628	25,456
Total Income	38,248	37,504
Net Profit	2,284	2,265
Basic Earnings Per Share (Baht / Shares)	6.83	6.93

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, 2023 as proposed, with the votes:

<u>Agree:</u>	259,883,798 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 -

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

#### 4. To approve the profit allocation and dividend payment.

Company Secretary, 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, 2023 the Company has information as follows:

Net Profit of the year 2023	2,264,568,267.33	Baht
Unappropriated Retained Earnings	<u>13,882,149,014.65</u>	Baht
Total Appropriated Retained Earnings	<u>16,146,717,281.98</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 2.00 Baht per share	656,631,600.00	Baht
Interim Dividend 0.60 Baht per share	196,989,480.00	Baht
Dividend will pay for this time 1.40 Baht per share	<u>459,642,120.00</u>	Baht
Unappropriated retained earning carried forward	<u>15,687,075,161.98</u>	Baht

There are 1,684,200 shares of treasury shares that are not entitled to receive dividends and the remaining shares to receive dividends are 328,315,800 shares.

In this regard, such dividend payment is in accordance with the Company's dividend payment policy and 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 3, 2024 and determine dividend payment date on May 21, 2024.

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 656,631,600. The Company has already paid interim dividend at Baht 0.60 per share, amounting to Baht 196,989,480, on December 8, 2023 and remaining dividend payment at Baht 1.40 per share, amounting to Baht 459,642,120 as proposed, with the votes:

<u>Agree:</u>	259,883,798 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 –

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

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

Company Secretary, 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 parts, 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.73, 5 retiring directors were:

- |                                 |   |
|---------------------------------|---|
| (1) Mr. Vichit Tantianunanont   | Independent Director / Audit Committee  |
| (2) Mr. Siripol Yodmuangcharoen | Independent Director  |
| (3) Mrs. Pasook Raksawonkse     | Director / Chairman of the Executive Committee<br>Advisor /Chairman of the Corporate Governance Committee   |
| (4) Mrs. Chailada Tantivejakul  | Director / Chairman of the Risk Management Committee /Executive Director / Nomination and Remuneration Committee /Sustainability Committee / Deputy President |
| (5) Mr. Petch Paniangvait       | Director / Executive Director / Sustainability Committee / Marketing Director 2   |

The Company provided the opportunity for shareholders to nominate persons with appropriate qualifications for election to the Board of Directors from November 1, 2023 to December 30, 2023. 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 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
Mrs. Chailada Tantivejakul	Director	I.C.C. INTERNATIONAL PUBLIC COMPANY LIMITED

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. Vichit Tantianunanont**

After consideration: The meeting has considered to the election was resolved with a majority of votes as follows:

Agree 259,883,798 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

**(2) Mr. Siripol Yodmuangcharoen**

After consideration: The meeting has considered to the election was resolved with a majority of votes as follows:

Agree 259,883,798 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

**(3) Mrs. Pasook Raksawonkse**

After consideration: The meeting has considered to the election was resolved with a majority of votes as follows:

Agree 259,880,898 votes or to be 99.9988% of casting votes of shareholders who attended the meeting and voted.

Disagree 2,900 votes or to be 0.0011% of casting votes of shareholders who attended the meeting and voted.

Abstain : - None -

Voided ballots : - None -

**(4) Mrs. Chailada Tantivejakul**

After consideration: The meeting has considered to the election was resolved with a majority of votes as follows:

Agree 258,822,465 votes or to be 99.5916% of casting votes of shareholders who attended the meeting and voted.

Disagree 1,061,333 votes or to be 0.4083% of casting votes of shareholders who attended the meeting and voted.

Abstain : - None -

Voided ballots : - None -

**(5) Mr. Petch Paniangvait**

After consideration: The meeting has considered to the election was resolved with a majority of votes as follows:

Agree 259,880,898 votes or to be 99.9988% of casting votes of shareholders who attended the meeting and voted.

Disagree 2,900 votes or to be 0.0011% of casting votes of shareholders who attended the meeting and voted.

Abstain : - None -

Voided ballots : - None –

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

**6. To consider the Board of Directors' remuneration.**

Company Secretary, 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 2023, 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 11,794,000. 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 56-1 One Report 2023 under Section "8.1.2 Meeting attendance and individual directors' compensation".

For 2024, the Board of Directors was agreed with the Nomination and Remuneration Committee to approve the remuneration of directors should not exceed 15 million Baht a year, same as last year. 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	5,000	Baht/ meeting
Director	4,000	Baht/ meeting

5. Corporate Governance Committee

- Meeting attendance fee (paid to attending directors only)

Chairman	5,000	Baht/ meeting
Director	4,000	Baht/ meeting

6. Corporate Sustainability Committee

- Meeting attendance fee (paid to attending directors only)

Chairman	5,000	Baht/ meeting
Director	4,000	Baht/ meeting

- 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>	259,883,798 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 -

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

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

Company Secretary, 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 2023, the auditors of the Company were 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 and Mr. Wichart Lokatekrawee, Certified Public Accountant No. 4451 had served as a signer of the financial statement for the year 2023.

In 2024, the Audit Committee considered and considered it appropriate to recommend that the auditor from EY Office Limited be appointed as the Company's auditor for the year 2024 for another term. The names of the auditors are as follows:

- 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 Company's Auditor and the Subsidiaries' Auditor for the year 2024, Mr. Wichart Lokatekrawee, to be the signatory of the company's financial statements for the year 2024 and determined the remuneration of auditor fee for the year 2024 as follows;

Audit Fee	<u>Year 2024</u>	Year 2023	Year over Year
<b>Audit Fee</b>			
- Review for consolidated of the financial statements for 1st, 2nd and 3rd quarters	765,000	750,000	15,000
- Audit fee for the year ended December 31	2,565,000	2,410,000	155,000
<b>Non-Audit Fee</b>	-None-	-None-	
<b>Total</b>	<u>3,330,000</u>	<u>3,160,000</u>	170,000

And the Company Secretary reported the details of audit fees for subsidiary companies (the Subsidiary uses the same auditor's office as the Company) for the meeting to acknowledge as follows:

Audit Fee	<u>Year 2024</u>	Year 2023	Year over Year
1. Chokchaipibul Co., Ltd.	1,040,000	1,000,000	40,000
2. Bangkok Tower (1999) Co., Ltd.	310,000	300,000	10,000
3. Tipvarin-Wattana Co., Ltd.	330,000	320,000	10,000
4. Tipvarin Inter Packaging Co., Ltd.	360,000	350,000	10,000
5. Dairy Thai Co., Ltd.	310,000	300,000	10,000
6. SPC Ventures Co., Ltd.	120,000	120,000	-
Total	<u>2,470,000</u>	<u>2,390,000</u>	

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.

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 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 2024, Mr. Wichart Lokatekrawee to be the signatory of the company's financial statements for the year 2024 and consider the auditor fees for the year 2024 a total amount of Baht 3,330,000 as stated above as proposed, with the votes:

Agree: 259,883,798 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

Before the 8<sup>th</sup> Agenda meeting started, The Company Secretary informed the meeting that There were 1 additional shareholder attending the meeting, holding 20 shares, making a total of 121 shareholders and proxies attending the meeting, which represented 259,883,818 shares or 79.15% of the total outstanding and paid-up shares.

#### **8. To approve amendments to the company's regulations.**

Company Secretary, proposed to the meeting that according to the amendment of 5 articles of the company's regulations, namely articles 27, 28, 34, 39 and 56 in order to make the company's regulations consistent with the Public Limited Companies Act No. 4 B.E. 2022. Details of the amendments to the company's regulations appear in as follows;

Current Articles of Association	Proposed Amendment for Articles of Association
<p><b>Article 27.</b> In order to constitute a quorum at meeting, half (1/2) of the total number of directors must be present. In the circumstance that the chairman is unable to attend or preside over the meeting, the vice chairman will chair the meeting. In the case that there is no vice chairman or if the vice chairman is unable to conduct the role, the committee members present will elect one member to serve as chair.</p>	<p><b>Article 27.</b> In order to constitute a quorum at <a href="#">a committee</a> meeting, half (1/2) of the total number of directors must be present. In the circumstance that the chairman is unable to attend or preside over the meeting, the vice chairman will chair the meeting. In the case that there is no vice chairman or if the vice chairman is unable to conduct the role, the committee members present will elect one member to serve as chair.</p>
<p><b>Article 28.</b> To summon a directors' meeting, the Chairperson or any person assigned by the Chairperson shall serve a Notice of Meeting to all directors at least seven (7) days prior to the date of the meeting. Unless in case of emergency, to preserve any right on behalf of the Company, the meeting may be summoned by other means, and the date of the meeting may be advanced.</p> <p>The venue of the meeting to be held under the first paragraph shall be at the same location as the Company's head office, branch office or any other place stipulated by the Board.</p>	<p><b>Article 28.</b> To summon a directors' meeting, the Chairperson or any person assigned by the Chairperson shall serve a Notice of Meeting to all directors <a href="#">at least three (3) days prior to the date of the meeting</a>, unless in case of emergency, to preserve any right on behalf of the Company, the meeting may be summoned by <a href="#">electronics means or other means</a>, and the date of the meeting may be advanced.</p> <p>The venue of the meeting to be held under the first paragraph shall be at the same location as the Company's head office, <a href="#">or any other places in the Kingdom In the case of a meeting via electronic media the location of the company's head office shall be deemed the location of the meeting.</a></p>
<p><b>Article 34.</b> To summon a shareholders' meeting, the Board shall produce a Notice of Meeting indicating the venue, date, time and agenda of meeting as well as the matters to be forwarded to the meeting together with their details as may be reasonable, namely whether such matter is forwarded for information, approval or consideration as the case may be, inclusive of the directors' opinions thereon, and serve such Notice of Meeting to the shareholders and Registrar at least seven (7) days before the date of the meeting. The Notice of Meeting</p>	<p><b>Article 34.</b> To summon a shareholders' meeting, the Board shall produce a Notice of Meeting indicating the venue, date, time and agenda of meeting as well as the matters to be forwarded to the meeting together with their details as may be reasonable, namely whether such matter is forwarded for information, approval or consideration as the case may be, inclusive of the directors' opinions thereon, and serve such Notice of Meeting to the shareholders and Registrar at least seven (7 ) days before the date of the meeting. The Notice of Meeting</p>

Current Articles of Association	Proposed Amendment for Articles of Association
<p>has to be publicized in newspapers during three (3) consecutive days and at least three (3) days before the date of the meeting.</p> <p>The venue of meeting referred to under the first paragraph shall be at the same location as the Company's head office or branch office or any other place as may be stipulated by the Board.</p>	<p>has to be publicized in newspapers <a href="#">electronic media according to the criteria stipulated by the registrar</a> during three (3) consecutive days and at least three (3) days before the date of the meeting.</p> <p>The venue of meeting referred to under the first paragraph shall be <a href="#">at the same location as the Company's head office or any other place in the Kingdom In the case of a meeting via electronic media, the location of the company's head office shall be deemed the location of the meeting.</a></p>
<p><u><b>Article 39.</b></u> It is incumbent upon the Chairperson of the shareholders' meeting to ensure that the meeting is held in compliance with the Articles of Association on meeting. Namely, the meeting must be operated in compliance with the agenda stipulated in the Notice of Meeting unless the meeting adopts a resolution changing the order of the agenda of meeting by the votes represented by at least two third (2/3) Subsequent to completion of such matter consideration by the meeting under the first paragraph, any shareholder whose shares total up to at least one third (1/3) of the total paid-up shares may request the meeting to take into consideration any matter other than those stipulated in the Notice of Meeting.</p> <p>Should the meeting fail to complete respectively the agenda consideration as referred to under Paragraph 1 or consideration of any matter forwarded by such shareholder as referred to under Paragraph 2 as the case may be, and such consideration needs to be postponed, the meeting must stipulate the venue, date and time of the next meeting whereas the Board must serve the</p>	<p><u><b>Article 39.</b></u> It is incumbent upon the Chairperson of the shareholders' meeting to ensure that the meeting is held in compliance with the Articles of Association on meeting. Namely, the meeting must be operated in compliance with the agenda stipulated in the Notice of Meeting unless the meeting adopts a resolution changing the order of the agenda of meeting by the votes represented by at least two third (2/ 3) of the Subsequent to completion of such matter consideration by the meeting under the first paragraph, any shareholder whose shares total up to at least one third (1/3) of the total paid-up shares may request the meeting to take into consideration any matter other than those stipulated in the Notice of Meeting.</p> <p>Should the meeting fail to complete respectively the agenda consideration as referred to under Paragraph 1 or consideration of any matter forwarded by such shareholder as referred to under Paragraph 2 as the case may be, and such consideration needs to be postponed, the meeting must stipulate the venue, date and time of the next meeting whereas the Board must serve the</p>

Current Articles of Association	Proposed Amendment for Articles of Association
shareholders a Notice of Meeting indicating the venue, date, time and agenda of meeting at least seven (7) days before the date of meeting. Notice that such Notice of Meeting must be publicized in newspapers for three (3) consecutive days and at least three (3) days before the date of meeting.	shareholders a Notice of Meeting indicating the venue, date, time and agenda of meeting at least seven (7) days before the date of meeting. Notice that such Notice of Meeting must be publicized in newspapers <a href="#">or electronic media according to the criteria stipulated by the registrar</a> for three (3) consecutive days and at least three (3) days before the date of meeting.
<p><u>Article 56.</u> Dividend shall be equally distributed per share on the basis of the number of shares in possession.</p> <p>Dividend shall be distributed within one (1) month from the date of the resolution adoption by the shareholders' meeting or the Board of Directors as the case may be with prior written notice to shareholders. Whereas such Dividend Notice shall be publicized via newspapers for three (3) consecutive days.</p>	<p><u>Article 56.</u> Dividend shall be equally distributed per share on the basis of the number of shares in possession.</p> <p>Dividend shall be distributed within one (1) month from the date of the resolution adoption by the shareholders' meeting or the Board of Directors as the case may be with prior written notice to shareholders. Whereas such Dividend Notice shall be publicized via newspapers <a href="#">or electronic media according to the criteria stipulated by the registrar</a> for three (3) consecutive days.</p>

In this regard, authority is requested to be given to the person assigned by the Board of Directors. Acting as the operator in registering amendments to the company's regulations with the Department of Business Development. Ministry of Commerce As well as having the power to edit and add words/messages or take any action. To comply with the registrar's orders

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.

Agree: 259,883,818 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 Chairman asked the Meeting whether shareholders had additional questions or comments. Without any additional questions or comment, Mr. Boonchai Chokwatana, the Chairman called the Meeting adjourned and expressed thanks to all Shareholders.

After that, the Chairman asked the Meeting whether shareholders had additional questions or comments. 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 10.30 a.m.

*Boonchai Chokwatana.*

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(Mr. Boonchai Chokwatana)

Chairman of the Meeting