

## Minutes of the Annual General Meeting of Shareholders for the year 2023

### FNS HOLDINGS PUBLIC COMPANY LIMITED

#### Date and Venue

The Meeting was held on April 25, 2023, at 2:30 p.m. at Crowne Plaza Bangkok Lumpini Park, Crown Room 1 - 3, Floor 21, No. 952 Rama 4 Road, Bangkok.

#### Prior to the Meeting

Mrs. Chanoknan Sriworakul was appointed to clarify and conduct the Meeting. She then introduced the Board of Directors, representatives from KPMG Phoomchai Audit Company Limited, the Company's auditors for the year 2022, and lawyers from J.K. Legal Counselor Company Limited, acting as a witness and inspector for vote counting, Assistant Managing Director/ Compliance Department, and Chief Financial Officer as follows:

Directors participating in the Meeting: 5 directors attended the Meeting (100% of the directors attending the Meeting) as follows:

- |                              |  |
|------------------------------|--|
| 1. Mr. Akarat Na Ranong      | Chairman / Member of the Audit Committee / Member of the Nomination and Remuneration Committee and Corporate Governance / Independent Director |
| 2. Mr. Vorasit Pokachaiyapat | Managing Director / Member of the Nomination, Remuneration, and Corporate Governance Committee   |
| 3. Mr. Chanmanu Sumawong     | Chairman of the Audit Committee / Chairperson of the Nomination, Remuneration, and Corporate Governance Committee / Independent Director       |
| 4. Mr. Nuttawut Phowborom    | Member of the Audit Committee / Independent Director   |
| 5. Mr. James Marshall        | Director   |

There were seven persons permitted to attend the Meeting as follows:

- |                               |  |
|-------------------------------|--|
| 1. Ms. Sureerat Thongarunsang | Signing Partner, KPMG Phoomchai Audit Ltd.   |
| 2. Ms. Sutatta Danvachirakul  | Engagement Partner, KPMG Phoomchai Audit Ltd.  |
| 3. Ms. Thitima Pongchaiyong   | Engagement Partner, KPMG Phoomchai Audit Ltd.  |
| 4. Mrs. Chanoknun Sriworakul  | Acting as the Secretary of the Meeting and Master of Ceremony to explain the meeting procedures and the procedure for vote counting. |

5. Mr. Chakchai Phanrod                      Lawyer, J.K. Legal Counselor Company Limited,    Acting as a witness  
and inspector in vote counting
6. Ms. Wipa Nilsophon                      Assistant Managing Director, Compliance Department
7. Ms. Papatsamon Chantravee              Chief Financial Officer

In this regard, Mrs. Chanoknun informed the Meeting attendees of the Meeting procedures and the presentation as follows:

#### Criteria and vote counting method

1. Voting for each agenda will be made by shareholders voting openly. If no shareholder disapproved or abstained from voting, it was deemed that the Meeting unanimously approved or agreed with the proposal of the Board of Directors.
2. Suppose any shareholder disagrees or abstains from voting. In that case, the shareholder or proxies are requested to fill in the resolution and sign the ballot papers the Company has distributed to the shareholders upon registration before attending the Meeting.
3. Shareholders are entitled to vote one vote per share they hold. One shareholder has the right to vote for each agenda, whether agreeing, disagreeing, or abstaining in any way only.
4. In compiling the resolution results, the number of votes of disapproving and abstaining shareholders will be deducted from the total number of votes of shareholders attending the Meeting and having the right to vote. The rest will be counted as the number of votes in agreement.
5. Voided ballots mean ballots that have been voted “Disapprove” and “Abstain” without a signature on the ballot paper, the ballot with amendment without a signature, the ballot with a pencil signature, or the ballot with more than one choice.
6. Voting for each agenda, the meeting Chairperson will assign Mrs. Chanoknan to help inquire about the resolutions from the Meeting and inform the Meeting of the resolution results for each agenda.
7. In addition, when the Meeting has completed all agenda items. Kindly request that all shareholders place their ballot papers on the meeting table so the Company can collect such documents as evidence.

#### Criteria for Election of Company Directors

1. One share equals one vote.
2. A shareholder may use all his/her votes to elect one person or several persons to be directors but may not divide the votes for any one director more or less than other directors.

3. In descending order, people receiving the highest number of votes will be elected as directors equal to the number of directors to be elected each time.
4. If the persons elected in descending order have equal votes, which would otherwise cause the number of directors to be exceeded, the Chairperson shall have a casting vote.
5. In this agenda, the staff will collect all ballot papers by collecting the ballot papers of the disapproving and abstaining shareholders first for vote counting and then collecting the ballot papers of those who agree.

#### Strengthening good corporate governance on rights and equality of shareholders

The Company has allowed shareholders to propose additional agenda for the 2023 Annual General Meeting of Shareholders and nominate suitable persons to be considered and elected as directors of the Company in advance from November 12, 2022, to January 31, 2023. It is informed through the news system of the Stock Exchange of Thailand and published on the Company's website. It appeared that no shareholder proposed additional agenda.

#### Inquiries and comments

1. For shareholders who have questions, you can write your questions on the question paper received with the ballot paper and deliver it to the staff to ask instead. Please specify your name- surname for the team to record the meeting minutes accurately and completely.
2. The Company will answer questions in the meeting room only on matters related to the voting agenda. For other inquiries, the Company reserves the right to consider as appropriate to keep the Meeting concise and avoid staying together in large groups of people for long periods.

36 shareholders were present in person, totaling 135,965,422 shares, and 23 proxies, totaling 30,058,200 shares. It included shareholders, both in person and by proxy, attending the Meeting. In total, 59 persons were represented, holding a total of 166,023,622 shares, representing 48.0038 percent of the total number of shares sold of the Company, thus constituting a quorum by the Articles of Association of the Company.

Mr. Akarat Na Ranong acted as the Chairperson of the Meeting. The Chairperson thanked the shareholders for attending the Meeting and opened the Meeting. He assigned Mr. Vorasit Pokachaiyapat, Managing Director, to conduct the Meeting according to the agenda and present the Meeting through the presentation as follows:

Agenda 1: To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders held on April 28, 2022

Mrs. Chanoknan informed to the Meeting that the Company held the Annual General Meeting of Shareholders for the year 2022 on April 28, 2022, in which the Company had sent a copy of the minutes of such Meeting to the shareholders, together with the invitation letter for this Meeting.

The Managing Director asked the Meeting whether any shareholders wished to inquire or make any recommendations regarding the minutes of the 2022 Annual General Meeting of Shareholders held on April 28, 2022. As there were no questions from shareholders/proxies for this agenda, the Managing Director requested the Meeting to consider and approve the said minutes. The resolution of this agenda must be approved by a majority vote of the shareholders who attend the Meeting and vote.

Resolution: The Meeting certified the minutes of the 2022 Annual General Meeting of Shareholders held on April 28, 2022, with the following votes:

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights.
Agree	166,112,122	100.0000
Disagree	0	0.0000
Total	166,112,122	100.0000
Abstain	0	
Voided ballot	0	

Note: In this agenda, more shareholders attended the Meeting, amounting to 88,500 shares.

Agenda 2: To consider and acknowledge the Company's operating results for the year 2022

The Managing Director reported the operating results of the Company and its subsidiaries for the year 2022 to the Meeting, which can be summarized as follows:

1. 2022 Operating Results Summary: Consolidated Financial Statements

According to the consolidated financial statements of FNS, there was a net profit in 2022 of 104.9 million baht, representing a profit of 0.31 baht per share, with two significant changes as follows:

- Sale of TISCO building area of approximately 4,000 square meters ("sqm."), profit of 299 million baht.
- Disposal of all shares of Finansa Securities Limited had a total loss of 125.6 million baht.

2. 2022 Operating Results Summary: Separate Financial Statements

As for the performance of FNS, according to the separate financial statements for 2022, there was a net profit of 337.8 million baht, with revenue from sales of buildings and equipment, dividend income, and overall expenses decreasing.

3. Details of each invested company are as follows:

3.1 M.K. Real Estate Development Public Company Limited ("M.K.")

In summary of the operating results and financial position of M.K., M.K.'s consolidated financial statements for 2022 showed a net loss of 35.8 million baht compared a loss of 185.3 million baht for 2021.

- Total real estate sales revenue was 1,791 million baht, a decrease from 2,480 million baht in 2021.
- The total gross profit of the real estate business increased to 668 million baht, an increase of 222.6 million baht compared to 2021.
- Prospect Development's business of warehouses for rent earned a revenue of 458 million baht, an increase from the previous year, 2021, which saw an income of 432 million baht.
- Health & Wellness had a loss of 95 million baht, compared to a loss of 107 million baht in 2021.
- Revenue from real estate sales (golf course) decreased the loss from 185 million baht to 35.8 million baht.
- The ratio of gross profit from rental and service business to revenue from real estate sales increased to 43.8%, an increase of 16.3% compared to the year 2021, with a proportion of 27.5%

3.2 Prospect Logistics and Industrial Freehold and Leasehold REIT ("Prospect REIT")

Overall, Prospect REIT's operating results and financial position in 2022 were satisfactory and can be summarized as follows:

- Net profit of 284 million baht from a total income of 445 million baht
- There were dividend payments for the operating results of the year 2022, totaling 0.9025 baht/share.
- In Quarter 12023, the Prospect REIT Invested in additional assets worth 1,768 million baht with a total leasable area of 70,000 square meters, resulting in the asset size of the Prospect REIT increasing to 5.3 billion baht and increasing the total leasable area from 222,000 square meters to 292,000 square meters.

### 3.3 Kanom Cafe Co., Ltd. ("Kanom")

- FNS holds 30% of the shares with a loan of approximately 100 million baht.
- At the end of 2022, Kanom had 22 branches compared to 19 in 2021. By 2022, there were five more branches at Rama 2, Kanlapaphruek, The Alley around Ram Inthra, Sai Mai Avenue, and the 2nd branch at Suvarnabhumi. Two branches were closed in 2022.
- In 2022, sales were 195.49 million baht or 57% higher than in 2021, mainly from the impact to sales of the two branches at Suvarnabhumi Airport.
- In 2023, an additional branch was opened at PTT, Rama 4.
- At present, the average monthly revenue of Kanom is c.19 million baht.
- In 2023, we will shift focus from opening new stores to cost controls to make the company profitable.

### 3.4 Neo Corporate Company Limited ("Neo")

- FNS holds 12.78% of the shares
- In 2022, Neo's sales revenue increased by 11.5% to 8,300 million baht.
- It reported a net profit for 2022 of 553 million baht, down from a net profit of 729 million baht for 2021, or a decrease of 24%.
- Neo plans to be listed on the SET around the first quarter 2024.

### 3.5 FB Foods Service (2017) Company Limited ("F.B. Foods")

- F.B. Foods' net sales increased by 0.8% in 2022 to 1,193 million baht.
- F.B. Foods reported a net profit of 20.3 million baht in 2022 compared to a profit of 0.41 million baht in 2021.

In the future, F.B. Foods will focus on the following:

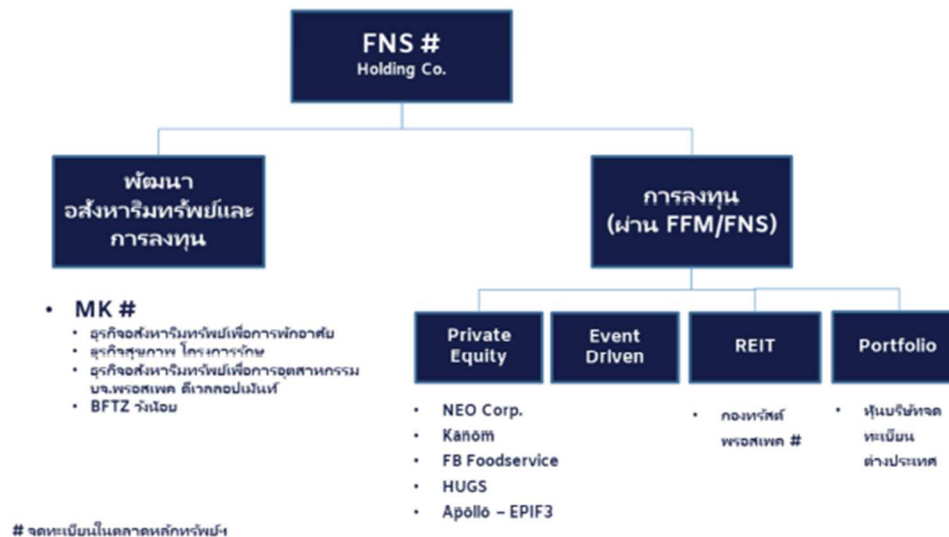
- Hotel, restaurant, and catering business (HORECA), where sales are likely to improve in line with the improving Thai economy. (Especially in tourism and exports)
- Wakame products, Wakame (seaweed), and ready-to-eat food and ready-to-cook foods (such as chicken/pork tonkatsu and nuggets) from the success of Wakame sales through 7-11 stores.
- Preliminary. Forecast revenue of F.B. Foods in 2023 is 1,316 million baht (10% increase), with net profit expected to be 25.4 million baht (25% increase).

4. Summary of financial position 2022

As for the financial position of FNS Group at the end of 2022, it consists of the following:

- Total assets of 3,291 million baht comprised 58% investment in associated companies of 1,896 million baht, 22% of other financial assets of 734 million baht, and 17% of total loans of 541 million baht.
- Total liabilities amounted to 721 million baht, a decrease from the end of 2021 due to maturing debentures and no additional borrowing.
- Main liabilities are Short-term debentures of 300 million baht (maturity in January) and long-term debentures of 366.8 million baht.
- Shareholders' equity of 2,570 million baht, a decrease from the end of 2021 due to dividend payments recognizing the operating profit for the year
- Book value per share of 7.43 baht

5. FNS group 2023



6. Business goals 2023 - 2024

1. Focus on managing existing assets to convert them into money.
  - Neo is expected to be listed on the SET around the first quarter 2024.

## 2. Focus on developing existing assets to grow and generate good returns.

### 2.1 Kanom

- The average monthly revenue is currently about 19 million baht reflecting the sales of the two branches at Suvarnabhumi Airport.
- Forecast to generate revenue of approximately 240 million baht in 2023.

### 2.2 Prospect REIT

- Since inception, dividends have already been paid in the total amount of 2.4215 baht per unit (2022 total 0.9025 baht per unit) or about 10%.
- On March 22, 2023, the REIT invested in additional assets for the second time, worth 1,768 million baht, with a total leasable area of 70,000 sq m.
- The transaction will increase the size of the REIT's assets to 5.3 billion baht and increase its total leasable area from 222,000 square meters to 292,000 square meters, benefiting Prospect REIT's net income and dividend potential.
- Prospect is expected to sell developed assets to the trust representing at least 60,000 -70,000 square meters per year in the next 2-3 years.

### 2.3 Residential Development Business

- In 2023, the launch of the new low-rise housing project still needs to be delayed due to the sluggish economy and increased competition in the low-rise housing market. In this regard, M.K. will focus on managing the cost of selling houses in existing projects.

### 2.4 Industrial Property Business

- Prospect is a leader in developing factories and warehouses for rent and plans to build an additional approximately 400,000 square meters within the year 2023 - 2024
- It successfully generated revenue and profit from selling warehouse and factory space to Prospect REIT and also plans to sell new warehouse and factory space to Prospect REIT.

### 2.5 Hospitality and health (Wellness)

- R.X. Wellness has invested in a new project, R.X. Wellness Village Sampran, Nakhon Pathom, and there will be a B.H. Medical Village project in Bang Krachao.
- It is building a strong management and service team to bring the RAKxa brand to the world.



2.6 The sale of vacant land not ready for development and non-core assets.

- In 2023, there will still be sales of vacant, undeveloped with the aim of investing the proceeds in various business developments.

Progress of CAC membership

1. Being a member of the Private Sector Collective Action Coalition Against Corruption: CAC, the Company has been renewing its membership certificate from June 30, 2020, to June 29, 2023.

2. In the past, the Company has consistently followed the policy that has requested the certificate for transparency and good corporate governance practices.

3. Currently, the Company is applying to renew such a certificate with the Thai Institute of Directors Association.

The Managing Director inquired at the Meeting whether any shareholders wished to ask or make suggestions.

Mr. Winai Rungthiwasuwan, a shareholder, questioned when the Prospect REIT's increased capital in the 1st quarter of 2023, did FNS buy additional investment units or not? If so, how much? How much is FNS currently investing in Prospect REIT, and Is there a plan to sell investment units to diversify the risk and not to concentrate investment too much in the future?

The Managing Director clarified that FNS exercised 100 percent of its right to purchase investment units in Prospect REIT. Given it has been challenging to raise funds, given the impact in March from the bank crisis overseas, FNS has helped by purchasing additional investment units for no more than 50 million baht. In addition, TISCO Bank, as an underwriter, has provided support to the fundraising going well. The plan is to sell units in the future when the market has improved. At the moment, the price is about 9.20 baht. Once the elections have passed, it is expected that the stake can be reduced.

Mr. Winai asked further about the dividend payment declared by Neo in the financial statements for the year 2022 for 72 million baht. Will FNS receive dividends or not, and how?

The Managing Director clarified that the dividend of 72 million baht was equal to 12%. The total dividend payment was 600 million baht, part of which was paid from the retained earnings and part from the operating results of the previous year. Neo will hold a shareholder meeting this week and expects to pay a dividend by the end of May.

Mr. Winai asked further about Neo, which has always postponed its listing on the SET, and whether there is a plan to delay its listing this year.

The Managing Director clarified that the schedule for filing documents will be informed once again. It is expected to be done by the fourth quarter and the company will be listed by the beginning of the year -2024, which according to the operating schedule, takes at least three months. As far as he knew, the resolution of the Board of Directors had already been resolved, and TISCO Bank, the financial advisor, had started working.

The Managing Director inquired at the Meeting whether any shareholders wished to inquire or make suggestions. As no shareholders/proxies had additional questions for this agenda, the Managing Director requested the Meeting to consider and acknowledge the report on the Company's operating results for the year 2022, as mentioned.

Resolution: Acknowledged the report on the Company's operating results for 2022 as proposed.

Agenda 3: To consider and approve the financial statements of the Company and its subsidiaries for the year ended December 31, 2022

The Chairperson of the Audit Committee clarified the performance of the Audit Committee regarding the financial statements of the Company and its subsidiaries for the year 2022 as follows:

1. In 2022, the Audit Committee held five meetings.
2. There were four meetings with the auditor without the presence of management to discuss the independence of the performance of duties and express the opinions of the auditors, including requiring the auditors to report issues found from the audit.
3. Concerning financial statements, the Audit Committee has reviewed the following:
  - Company's quarterly and annual financial statements;
  - Quarterly consolidated financial statements and annual consolidated financial statements of the Company and its subsidiaries;
  - Disclosure of information in the notes to the financial statements.
4. Other operations have been disclosed in the 2022 Audit Committee Report in Form 56 - 1 One Report.

The Managing Director summarized the operating results from the consolidated financial statements of the Company and its subsidiaries for the past three years as follows:

(Million baht)	2022	2021	2020
Total revenues (including share of profit from joint ventures)	394.8	103.0*	794.4
EBITDA	165.9	43.4	368.4
Net Profit (Loss)	104.9	(42.2)	223.3
Earnings (loss) per share (Baht)	0.30	(0.12)	0.65
Return on Average Total Assets (%)	2.8%	(1.0%)	5.5%
Return on Average Equity (%) (Edited)	4.0%	(1.6%)	8.1%

\* Updated to be consistent with 2022

Summary of financial position information from the consolidated financial statements of the Company and its subsidiaries as of the end of the past three years as follows:

(Million baht)	December 31,	December 31,	December 31,
Total Assets	3,291.4	4,128.5	4,068.3
Total liabilities	721.0	1,511.2	1,261.9
Equity	2,570.4	2,617.3	2,806.4
Number of shares issued (shares)	345,855,440		
Book value per share (Baht)	7.4	7.6	8.1

The Managing Director explained to the Meeting that the Board of Directors deemed it appropriate for the Meeting to certify the financial statements of the Company and its subsidiaries for the year ending December 31, 2022. It has been audited by an auditor from KPMG Phoomchai Audit Ltd. and has already been reviewed by the Audit Committee. It appears in the Annual Registration Statement/Annual Report 2022 and the Annual Financial Statements 2022 (Form 56-1 One Report). It has been delivered to the shareholders with the invitation letter for this Meeting. The auditor commented, as shown in the auditor's report, that "The consolidated financial statements and separate financial statements show the financial position of the Company and its subsidiaries and the Company as of December 31, 2022, and operating results and cash flows for the year ended on the same date, in material respects as they should be by Thai Financial Reporting Standards".

The Managing Director inquired at the Meeting whether any shareholders wished to ask questions or make any recommendations. As no shareholders/proxies had any questions for this agenda, The Managing Director then requested the Meeting to consider certifying the Company's and its subsidiary's financial statements

for the year ended December 31, 2022. The resolution of this agenda must be approved by a majority vote of the shareholders who attend the Meeting and vote.

Resolution: The Meeting certified the financial statements of the Company and its subsidiaries for the year ended December 31, 2022, with the following votes:

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights
Agree	168,025,041	100.0000
Disagree	0	0.0000
Total	168,025,041	100.0000
Abstain	0	
Voided Ballot	0	

Note: In this agenda, additional shareholders attended the Meeting for 1,912,919 shares.

Agenda 4: To consider and approve the dividend payment for 2022 operating results.

Mrs. Chanoknan informed the Meeting that in 2022 the Company had an additional legal reserve of 17 million baht, resulting in a legal reserve of 82 million baht, representing 4.7 percent of the registered capital.

The Managing Director explained to the Meeting that the Board of Directors proposed the Meeting to approve the dividend payment to ordinary shareholders at the rate of 0.20 baht per share, totaling 69.17 million baht, representing 20.5% of the net profit for the year 2022 from the operating results according to the separate financial statements. It is in line with the Company's dividend payment policy as follows:

Separate Financial Statements	2022	2021	2020
1. Net profit (million baht)	337.81	73.43	236.45
2. Earnings per share (Baht)	0.98	0.21	0.68
3. Number of shares entitled to receive dividends (shares)	345,855,440		
4. Dividend payout ratio per share (baht/share)	0.20	0.50	0.65
Amount of dividend payment (million baht)	69.17	172.93	224.81
5. Dividend payout ratio per net profit (%)	20.5%	235.5%	95.1%

In this regard, the Board of Directors has set a date for the entitlement of shareholders (Record Date) to receive dividends on May 9, 2023, and dividend payment is scheduled for May 24, 2023. In this regard, dividend recipients are not tax credited because they are paid out of accounting net profit, and the exempted net profit is not included in the corporate income tax calculation. As a result, the Company has a tax loss.

The Managing Director asked the Meeting if any shareholders wished to ask questions or make recommendations. As there were no questions from shareholders/proxies for this agenda, the Managing Director requested the Meeting to consider and approve the dividend payment for the operating results of the year 2022. The resolution of this agenda must be approved by a majority vote of the shareholders who attend the Meeting and vote.

Resolution: The Meeting approved the dividend payment for the 2022 performance at the rate of 0.20 baht per share, totaling 69.17 million baht, and the record date for the right of shareholders to receive dividends was set on May 9, 2023. The dividend payment is scheduled on May 24, 2023, with the following votes:

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights
Agree	168,025,041	100.0000
Disagree	0	0.0000
Total	168,025,041	100.0000
Abstain	0	
Voided Ballot	0	

Agenda 5: To consider the election of directors to replace those who retired by rotation

Mrs. Chanoknun explained to the Meeting that according to the Public Limited Companies Act and the Company's Articles of Association, it was stipulated that at every annual general Meeting of shareholders, one-third of the company's directors of the total number of directors must retire by rotation. But such directors may be re-elected to take a new position. In 2023, 2 directors will retire by rotation as follows:

No.	Director's name	Director's position	Period of being a director
1	Mr. Chanmanu Sumawong	- Independent Director - Chairperson of the Audit Committee	Five years three months
2	Mr. Vorasit Pokachaiyapat	- Executive director - Managing Director	19 years 11 months

The Company has allowed shareholders to propose additional agenda for the 2023 Annual General Meeting of Shareholders and to nominate suitable persons to be considered and elected as the Company's directors in advance from November 12, 2022, to January 31, 2023. It was notified through the news system of the Stock Exchange of Thailand and published on the Company website. No shareholder appeared to be proposing additional agenda or nominating a person to be considered and elected as the Company's director.

By the recommendation of the Nomination Committee, compensation, and corporate governance are assessed according to the policy and criteria for recruitment defined. The Board of Directors (Directors who retire by rotation and do not participate in voting for themselves) has considered and screened the qualifications of the nominated persons this time. It shall consider the suitability of the overall structure and composition of the Board of Directors and qualifications according to laws and relevant official announcements, as well as knowledge, competence, and experience suitable for normal business operations of the Company. Also, the person nominated as an independent director will be able to express opinions independently and by relevant criteria throughout their term of office and has provided valuable suggestions and views to the Company. Therefore, proposing to the shareholders' Meeting to re-elect the directors who retired by rotation for another term was deemed appropriate.

The Chairperson of the Meeting explained to the Meeting that, this time, two directors retired by rotation and clarified their profiles as follows:

1. Mr. Chanmanu Sumawong has held the position of Independent Director/Chairperson of the Audit Committee for five years and three months / he does not hold shares in the Company/ does not hold positions in other businesses that may cause conflicts of interest/year 2022, attended every Board of Directors meeting. Based on the consideration of the Board of Directors, Mr. Chanmanu Sumawong should be reinstated for another term.
2. Mr. Vorasit Pokachaiyapat has been a director for 19 years and 11 months, holds shares in the Company / does not hold positions in other businesses that may cause conflicts of interest/year 2022 attended the Board of Directors meeting completely every time. Based on the consideration of the Board of Directors, Mr. Vorasit Pokachaiyapat should be reinstated for another term.

The meeting Chairperson asked if any shareholders wished to ask questions or make suggestions. As no shareholders/proxies had questions about this agenda, the Chairperson asked the Meeting to consider and elect each director by voting individually. The resolution of this agenda must be approved by a majority vote of the shareholders who attend the Meeting and vote.

Resolution: The Meeting re-elected the two directors to be the Company's directors for another term as proposed with the following votes:

( 1 ) Mr. Chanmanu Sumawong, Independent Director/Chairperson of the Audit Committee (holding office for another term)

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights
Agree	168,025,041	100.0000
Disagree	0	0.0000
Total	168,025,041	100.0000
Abstain	0	
Voided Ballot	0	

(2) Mr. Vorasit Pokachaiyapat, Executive Director/Managing Director (holding office for another term)

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights
Agree	168,025,041	100.0000
Disagree	0	0.0000
Total	168,025,041	100.0000
Abstain	0	
Voided Ballot	0	

Agenda 6: To consider and approve the directors' remuneration for the year 2023

Mrs. Chanoknan clarified to the Meeting that based on information on remuneration for directors and executives of listed companies in 2016 prepared by the Stock Exchange of Thailand. It can be seen that the directors' remuneration in 2022 is at a level close to the average of directors' remuneration in the finance and securities industry listed on the Stock Exchange of Thailand as follows:

Detail	Average remuneration per person per year in the finance and securities industry sector in 2016	Average remuneration per person per year of the Company in 2022*
1. Chairperson of the Board	1.01 million baht	1.25 million baht
2. Director	0.45 million baht	0.75 million baht
3. Chairperson of the Audit Committee	0.28 million baht	0.26 million baht
4. Audit Committee	0.21 million baht	0.20 million baht
5. Member of the Nomination and Remuneration Committee	0.08 million baht	0.07 million baht

Note: \*Calculate the annual remuneration plus Meeting allowance based on the number of meeting attendances.

The Managing Director clarified to the Meeting that the Nomination, Remuneration, and Corporate Governance Committee had reviewed the remuneration paid to directors in various committees according to the remuneration criteria. It was resolved to propose to the Board of Directors to consider the remuneration of directors and sub-committees for approval at the Annual General Meeting of Shareholders for 2023.

For the year 2023, the remuneration is the same as the year 2022, and there are no other benefits apart from the proposed as follows:

Detail	Meeting allowance/time	Annual remuneration
1. Chairperson of the Board	50,000 baht	900,000 baht
2. Director	25,000 baht	350,000 baht
3. Chairperson of the Audit Committee	25,000 baht	150,000 baht
4. Audit Committee	25,000 baht	100,000 baht
5. Chairperson of the Nomination, Remuneration and Corporate Governance Committee	25,000 baht	-
6. Member of the Nomination, Remuneration, and Corporate Governance Committee	20,000 baht	-

Note: 1. All executive directors waive their rights not to receive meeting allowances and annual remuneration as mentioned above.

2. There are no other benefits (this does not include welfare given to general employees).

The Managing Director inquired at the Meeting whether any shareholders wished to ask or make any recommendations. As no shareholders/proxies had questions about this agenda, the Managing Director then asked the Meeting to consider and approve the annual remuneration for directors, 2023 as detailed above. The resolution of this agenda must be approved by a vote of at least two-thirds of the total number of votes of the shareholders attending the Meeting.

Resolution: The Meeting approved the directors' remuneration for the year 2023 as proposed with the



following_votes: Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights
Agree	168,025,041	100.0000
Disagree	0	0.0000
Total	0	0.0000
Abstain	0	0.0000
Voided Ballot	168,025,041	100.0000

Agenda 7: To consider the appointment of auditors and determination of remuneration for the year 2023

The Managing Director clarified to the Meeting that the Audit Committee and the Board of Directors had proposed the appointment of auditors from KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2023. KPMG Phoomchai Audit Co., Ltd. is an auditor company that has been approved by the SEC and is a company with a reputation and long experience. In addition, it is the auditor of an associated company, the audit fee is not over 2,000,000 baht, and there are no other fees.

Audit Fee for 2023	Audit Fee for 2022	Changing
2,000,000 baht	2,000,000 baht	-

The list of auditors and their registration numbers are as follows:

1. Ms. Sureerat Thongarunsang, CPA Registration No. 4409, or
2. Ms. Orawan Chunchakitsai, CPA Registration No. 6105, or
3. Ms. Orawan Chotwiriyaikul, CPA Registration No. 10566, or
4. Ms. Thitima Pongchaiyong, CPA Registration No. 10728

The Managing Director inquired at the Meeting whether any shareholders wished to ask or make suggestions. As there were no questions from shareholders/proxies for this agenda, the Managing Director asked the Meeting to consider the appointment of the auditor and determine the annual remuneration for the year 2023. The resolution of this agenda must be approved by a majority vote of the shareholders who attend the Meeting and cast their votes.

Resolution: The Meeting appointed the Company's auditor and determined the remuneration for the year 2023 as proposed with the following votes:

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights
Agree	168,945,041	100.0000
Disagree	0	0.0000
Total	168,945,041	100.0000
Abstain	0	-
Voided Ballot	0	-

Note: In this agenda, more shareholders attended the Meeting, amounting to 920,000 shares.

Agenda 8: Consider other matters (if any)

- none -

The Chairperson of the Meeting asked if any shareholders wished to ask additional questions and express their opinions about the operations of the group of companies. As there were no further questions from the shareholders, the Chairperson thanked the shareholders for taking the time to attend this Meeting, was interested in asking questions, and closed the Meeting.

The Meeting closed at 15.26 hrs.

Signed .....Chairman

(Mr. Akarat Na Ranong)

Signed .....Keeper of the minutes

(Ms. Wipa Nilsophon)