

**(-Translation-)****Minutes of the 2023 Annual General Meeting of Shareholders****Bound and Beyond Public Company Limited****Date, Time and Method of Meeting**

The 2023 Annual General Meeting of Shareholders of Bound and Beyond Public Company Limited was held on Tuesday, April 25, 2023, at 14.00 hrs., via electronic devices (E-AGM) in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) other relevant criteria.

Before the meeting started, the Company presented a video explaining the procedures and methods for attending the meeting (E-Registration), including steps for making inquiries and expressing opinions via electronic devices, to shareholders and proxies who registered to attend the meeting so that all attendees could conveniently attend the meeting via electronic devices.

Opening Time of the Meeting

Mr. Thanat Sunthornmethanont who acted as the Secretary to the Meeting (“Secretary to the Meeting”) introduced the Board of Directors, executives and auditors of the Company attending the meeting as follows:

Directors Attended

- | | |
|-----------------------------|--|
| 1. Mr. Sadawut Taechaubol | Chairman of the Board of Directors |
| 2. Mr. Tommy Taechaubol | Director / Chairman of the Executive Committee / Chairman of the Nomination and Remuneration Committee / Member of the Risk Management Committee |
| 3. Mrs. Kamonwan Wipulakorn | Director / Member of the Executive Committee / Member of the Risk Management Committee / Managing Director |
| 4. Mr. Chumpol Rimsakorn | Independent Director / Chairman of the Audit Committee |
| 5. Dr. Chokchai Aksaranan | Independent Director / Chairman of the Risk Management Committee |
| 6. Dr. Kurujit Nakornthap | Independent Director / Member of the Audit Committee |
| 7. Mr. Bin Wieringa | Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee |
| 8. Mr. Michael Sagild | Independent Director / Member of the Nomination and Remuneration Committee |
| 9. Mr. Ben Taechaubol | Director / Member of the Executive Committee |
| 10. Ms. Supak Chaiyawan | Director |



In total, there were 10 directors out of a total of 10 directors attending the meeting, representing 100%.

Executives Attended

1. Mrs. Weena Suksawasdi Na Ayuthaya Executive Vice President – Finance and Accounting
(Chief Executive Officer)
2. Mr. Parkpoom Prapasawudi Senior Vice President – Portfolio Management

Auditors from EY Office Company Limited Attended

1. Ms. Manee Rattanabunnakit
2. Ms. Pawinee Suttarat
3. Ms. Kamolrat Aramwittayanukul

In this meeting, Mrs. Patcharavadee Boonpaniad, an independent legal advisor from Dharmniti Law Office Co., Ltd., attended the meeting and acted as the witness for vote counting.

Thereafter, the Secretary to the Meeting reported to the meeting that, at the opening time of the meeting, there were shareholders attending the meeting in person of 9 persons, holding 5,895,402 shares in total, and attending by proxies of 684 persons, holding 156,477,900 shares in total. Therefore, there were total shareholders attending the meeting in person and by proxies of 693 persons, holding 162,373,302 shares in total. That was 56.2101% of the total issued shares of the Company as of March 17, 2023, being the date for determining the name of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders (“Record Date”), in the amount of 288,868,604 shares.

During the meeting time, there were additional shareholders attending the meeting in person of 3 persons, holding 27,100 shares in total, therefore, there were total shareholders attending the meeting in person of 12 persons, holding total shares of 5,922,502 shares. Thus, there were total shareholders attending the meeting in person and by proxies of 696 persons, holding total shares of 162,400,402 shares. That was 56.2195% of the total issued shares of the Company as of March 17, 2023, being the Record Date. In this regard, the Company adjusted the number of votes of shareholders attending the meeting in each agenda to ensure the accuracy of number of votes.

Subsequently, the Secretary to the Meeting explained to the meeting about the criteria for vote casting and vote counting as follows:

- Voting would be conducted openly. Each person had a number of votes equal to the number of shares that they held or were proxied, i.e. 1 share per 1 vote;
- The shareholders attending the meeting in person and the proxies from the Proxy Form A and Proxy Form B shall cast the **Approval** or **Disapproval** votes or **Abstain** from voting, and could not split the vote in each agenda. However, the proxies from the Custodian using the Proxy Form C could split the vote in each agenda. In case the shareholders had specified his/her intention for voting. The votes had been recoded as specified in the proxy forms at the time of registration.
- For Agenda 6 “To consider and approve the appointment of directors to replace the directors retiring by rotation”, the voting would be conducted for each candidate nominated as a director separately.



- In vote counting, the Company would deduct the disapproval and abstention votes from the total number of votes, and the remaining votes would be considered as approval vote.
- When the voting was closed, the system controller would proceed with voting counting. Then, the Secretary to the Meeting would announce the voting results to the meeting immediately before considering the next agenda. For Agenda 6 “To consider and approve the appointment of directors to replace the directors retiring by rotation”, the Secretary to the Meeting would announce the voting results of each candidate separately. However, the calculation base for each agenda might be different since there might be additional shareholders and proxies attending the meeting during the meeting time.

After that, the Secretary to the Meeting clarified the meeting about the steps for making inquiries and expressing opinions via electronic devices, including the process of voting via electronic devices (E-Voting). In addition, the Company conducted VDO record for this meeting.

Subsequently, Mr. Sadawut Taechaubol, Chairman of the Board of Directors, who acted as the Chairman of the Meeting (“Chairman”) declared the meeting open, and conducted the meeting according to the agenda specified in the invitation letter as follows:

Agenda 1 Matters informed by the Chairman

The Chairman assigned the Secretary to the Meeting to report to the meeting about the information on the Company’s shareholding as of the date for determining the name of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date).

The Secretary to the Meeting reported to the meeting that as of March 17, 2023 being date for determining the name of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date), the Company had 5,849 shareholders, consisting of 5,822 Thai shareholders, holding 278,363,376 shares in total, representing 96.36% of the total issued shares on that date, and 27 foreign shareholders, holding 10,505,228 shares in total, representing 3.64% of the total issued shares on that date.

Then, the Chairman thanked all shareholders and stakeholders who consistently believed in and support the Company’s operations. Especially, the support for the Company’s various transactions so that all transactions could be completed smoothly. The Company, with the strong cooperation of the Board of Directors, executives and employees, would continue to strive and dedicate to work with full capacity to expand the business growth, and conduct its business by adhering to the principles of good corporate governance, realizing the needs of all stakeholder groups, including being responsible for society, community and environment, in order to ensure that the Company had sustainable growth and was able to create appropriate returns to shareholders.

After the Chairman finished his speech, the Secretary to the Meeting informed the meeting that since Agenda 1 was to acknowledge the information from the Chairman, the voting was not required for this agenda.

Agenda 2 To consider and acknowledge the Company’s performance report for the year 2022

The Chairman assigned the Secretary to the Meeting to report to the meeting about the principle and rationale of this agenda, and assigned Mrs. Kamonwan Wipulakorn, Managing Director, to report to the meeting about the Company’s performance results for the year 2022.



The Secretary to the Meeting reported to the meeting that, according to Article 34 (1) of the Company's Articles of Association, the Annual General Meeting of shareholder shall be acknowledged the Board of Directors' report indicating the Company's performance results in the past year. In addition, Section 113 of the Public Limited Companies Act, B.E. 2535 (1992) requires the Board of Directors to submit the annual report to shareholders along with the invitation letter for the Annual General Meeting of Shareholders.

In this regard, the Company had prepared the report of 2022 performance results which contained accurate and complete information, and delivered to shareholders together with the invitation letter to the 2023 Annual General Meeting of Shareholders in QR Code Format according to the Attachment 1, including disclosing on the Company's website. Therefore, the meeting would be reported about the performance results for the year 2022 by the Managing Director.

Mrs. Kamonwan Wipulakorn, Managing Director, reported to the meeting about the Company's performance results for the year 2022 as follows:

Throughout the year 2022, the various situations had improved in all aspects, and the tourism industry in Thailand had passed the crisis point. This could be considered as the year of starting a new journey of the Company for creating a strong foundation for the future. In the past year, the Company had been successful in changing the business direction and organizational development which was in line with the determined goals. The meeting would be reported in 4 topics as following details.

1. The completion of 100% investment in Four Seasons Hotel Bangkok at Chao Phraya River and Capella Hotel Bangkok as planned

It had been over one year that the Company had entered into the tourism industry in Thailand as an operator of hotels and services, the Company began to invest in such business in early 2022 with a strong investment portfolio by investing in 2 large hotel projects, namely Four Seasons Hotel Bangkok at Chao Phraya River and Capella Hotel Bangkok, as approved by the shareholders' meeting in the year 2021. The Company implemented an investment plan for 2 hotels on November 11, 2021 by acquiring the 51% ordinary shares of Urban Resort Hotel Co., Ltd. ("URH") and Waterfront Hotel Co., Ltd. ("WFH"), and continued the investment until completing 100% investment in the ordinary shares of URH and WFH on July 25, 2022.

These 2 hotels were world-class hotel with unique identities and were located in the area that was very popular among Thai people and foreigners. This was in line with the Company's vision of "Inspiring New Way to Experience the World", for creating products and services as well as motivating the customers to find new experiences, in order to become a leading hotel and service operator having world-class assets.

2. The performance results of 2 hotels showed exponential growth and achieved their goals

These 2 hotels had a significant leap in performance results in 2022 compared to the performance results of the hotels before being invested by the Company, and it continued to improve. This was because of the good recovery of the tourism industry and having world-class hotel manager, and since the Company managed and worked closely with the hotel team.



Thailand's tourism industry in 2022 recovered steadily since the severity of Covid 19 epidemic had been reduced, and most countries in the world, including Thailand, had fully reopened its country, resulting in more convenient in international travel. In 2022, Thailand had 11 million foreign tourists higher than the government's forecast of 8 - 10 million tourists. The number of foreign tourists in Thailand was increasing steadily every month, especially in December 2022 which the number of foreign tourists arriving in Thailand reached the highest level in such year at 2.2 million tourists per month. The number of foreign tourists reflected the continuous demand for tourism and Thailand's strength as a leading tourist destination in the world which was consistent with the Company's forecast. The Company firmly believed that Thailand's tourism industry could recover quickly and resumed growth in the long term. In addition, the Thai travel market had grown significantly. The Thai tourists were still the main group that was important for the recovery of the tourism industry in Thailand as well. This reflected that the tourism industry played an important role in the country's economy, which was the factor that the Company placed great importance in considering to step into the investment in the hotel business.

For the operating performance of the 2 hotels in 2022, this was the first year for the Company to run the hotel and service as its main business and recognize the fully income for such fiscal year. The hotel and service business generated the revenue of 2,135 million Baht, increasing of 4 times, which exceeded 19% of target, the annual revenue of the 2 hotels increased 283% when compared with the year 2021. This significant growth resulted from the competitiveness of the 2 hotels, which the Company was well received by Thai and foreign customers, including marketing strategies and comprehensive service upgrade in order to make the hotel to be well-known among Thai and foreign customers. During the recovery period of Thailand's tourism industry throughout the previous year, in addition to the sale acceleration, the Company also places great importance to increase efficiency, cost and expense management to increase profitability, and creating of reasonable profit margin in order to receive a good return on investment in the long run. In 2022, both hotels could turn from a loss in EBITDA level in 2021 to a profit in EBITDA level of 329 million Baht, which was higher than the target more than 100 percent. The another important factor was the formulation of marketing strategies and the enhancement of service to full potential in order to create the hotel to be known which the Company always placed importance on. In addition, creating customer satisfaction was one of the main supportive factors in the hotel and service business. The process of building good relationships with customers which was reflected in a concrete way, both service indicators from satisfaction surveys, which the Company received a score of 86 percent in the year 2022 being higher than the target, and the various global awards received by the 2 hotels in terms of overall hotel, guest rooms, restaurants and other services.

In terms of revenue, the growth of hotel sales resulted from the growth of room revenue, food and beverage revenue and other revenues. It showed that the Company's revenue continuously increased in every quarter until exceeding the Company's target. Especially, the 4th quarter of 2022, the Company recognized highest hotel revenue for this year at 836 million Baht which increased 60% from revenue in the 3rd quarter at 526 million Baht. The revenue proportion included food and beverage revenue of 52%, the room revenue of 43% and other revenue of 5%, respectively. The room revenue had the highest growth rate of 63% from the previous quarter, and increased greater than 300 percent from the same quarter of 2021, the main contributing factor was the occupancy rate, the significant improvement in average room rates which was the highest of the year. While food and beverage revenue grew 58% from the previous quarter, and greater than 100 percent from the same quarter of 2021, especially from the huge increase in catering.



In terms of awards, both hotels had received numerous global awards. This ensured the quality and impression of service. The Four Seasons Hotel and the Capella Hotel were awarded by the world's best hotel and best hotel in Southeast Asia, respectively, from Condé Nast. Also, the restaurants of 2 hotels had also been awarded 1-Star Michelin, namely the Yu Ting Yuan Chinese Restaurant at Four Seasons Hotel and Côte Restaurant of Capella Hotel, which were awarded 1-Star Michelin for 2 consecutive years. For other services, Bar Bangkok Social Club at Four Seasons Hotel was ranked No. 14 in the world, No. 1 in Asia and No. 1 in Thailand in the last year. Moreover, the Capella Hotel was also rated at the best hotel by Forbes magazine and had the best spa.

3. Driving the organization towards the goal of sustainable growth in order to be a strong investor and developer of hotel and service businesses

The significant matters for business growth and long-term sustainability was to lay a solid foundation of the Company under sustainable business practices in all 3 dimensions, namely environment, society and corporate governance.

The establishment of internal control and corporate governance was the first issue that the Company placed the great importance, by means of the organization's image adjustment, and business restructuring into a new industry. In the past year, the Company continued to focus on personnel development, including recruiting experts in the hotel and service business to join the Company's personnel team to increase the competitiveness in providing services and meeting the needs of customers. Including, the development of products and services that created new experiences, which were considered as the main factors that could support the organization to grow and have better competitiveness. In the past year, the Company was proud to be assessed for good corporate governance at the level of 5 stars or "Excellent" from the Thai Institute of Directors and received full of 100 scores from the quality assessment for arrangement of the 2022 Annual General Meeting of Shareholders of the Thai Investors Association. This reflected the commitment of the Company to conduct its business under the corporate governance and corporate ethics in order to develop the organization sustainably. In addition, in terms of sustainability operations, it was still in the process of being implemented, where the Company had established various guidelines for the operation of hotel business in all important parts, whether it be respecting the local culture, conservation of biodiversity and ecosystems, water and energy conservation, loss reduction, waste management, and responsible procurement, etc.

In terms of activities or projects that could create benefits and respond to the needs of the community and society, the Company had allocated budget and human resources for supporting such activities and projects annually. It focused on education, public health, religion, and tradition and culture, including career promotion development. This aimed to strengthen and develop the strong community which could be self-reliant. For the year 2022, since there were the flood situation and frequent storm surges until causing danger to the lives and well-being of the people which was partly due to coastal problems caused by population growth and the rapid expansion of the city and climate change. Although the mangrove forests could help preventing flooding situations and reducing risks to some coastal areas, however mangrove forests in Thailand had decreased due to natural situations and encroachment. Therefore, the Company brought employees to participate in the 1,000 mangrove planting project last year to help increase the ecological balance and promote the growth of the country's mangrove forests.

Another important part of the internal control and corporate governance process was that, the Company declared its intention to be a part of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), which the Company had participated in since 2015



and was certified by the CAC Committee on March 9, 2017, and received a certificate in the same year. After that, the Company was re-certified as a member of the CAC on February 7, 2020 and in the past year 2022, the Company had submitted an application for CAC membership certification for the 3rd time and had been re-accredited for 3 years, which was certified this year. The certificate would be awarded in July 2023. In addition, the Company had supported CAC's project in implementing the "No Gift Policy" and displaying such logo on the Company's website and on other communication channels in order that the Company's personnel at all levels refrained from accepting and giving gifts on various festivals in order to reduce the opportunity of giving and receiving bribes.

4. The sale of the remaining assets of the former business to be used as a source of funds for future business expansion

At the end of 2022, the Company had land assets from the former business which was under the process of disposing in order to strengthen the investment readiness for future investment.

At present, the Company had 2 large plots of land from the former business, namely

1. The land in Rayong Province, having the area of 52 Rai, which was currently in the process of negotiating for sale to those who was interested in purchasing.

2. The land in Tak Province, having the area of 1,732 Rai, which the Company used as collateral for the issuance of debentures according to the Company's issuance of debentures No. 1 in the year 2022 on March 15, 2022 with the total value of sold debentures of 894.7 million Baht.

Finally, in the midst of the situation that continues to fluctuate which was the factor that could occur in business operations, the Company placed importance on regularly analyzing various factors that might affect the sustainability of the Company. The factor that the Company considered to be good for business today was the significant recovery of travel and tourism around the world, including the trend of travel and tourism in the form of Luxury Wellness and Sustainable, which were a form of service for the 2 hotels of the Company. From the fact that the Company owned world-class hotel brands with strong existing customer bases ready to travel and which could continue to create new customer bases due to the global expansion of brands "Four Seasons" and "Capella". Furthermore, the ongoing government support measures to the tourism industry, both advertising and publicizing Thailand in foreign markets and the Thai travel market. However, the factor that remained the risk and needed to be monitored was the slowdown of economic growth from the prolonged Covid-19 epidemic situation, and exchange rate fluctuation, interest rate, financial cost, including the political situation that might lead to unrest situation. However, the Company believed that a good risk management system was a very important factor that would support the Company to achieve business goal and help the Company to be ready for adaption of finding business opportunities that could meet the needs of consumers which change all the time.

After that, the Chairman provided an opportunity for shareholders and proxies to make any inquiries and express the opinions on this agenda. There were shareholders who wished to remain anonymous making inquiries and expressing the opinions which could be summarized as follows:

The shareholder inquired about the trend of operating results in the 2nd quarter of 2023 and inquired that whether the increase in electricity prices would affect the Company.



Mrs. Kamonwan Wipulakorn clarified that the Company had announced in various channels that the Company had set a revenue target for the year 2023 at 2,800 million Baht, which was considered as an increase of 31 percent from the year 2022 due to the improvement of the tourism industry. Together with the marketing plan of the 2 hotels, resulting in the 1st quarter of 2023, the 2 hotels had very good operating results and were better than the target. For the sale revenue in 2nd quarter of 2023, it was expected that, the sale revenue in April would be better than the target, and estimated that the sale revenue in May and June would be meet the target, the Company, therefore, expected that the sale revenue in the 2nd quarter of 2023 would achieve the target.

As for the revenue forecast, the Company had not adjusted the total annual sales target which was still at 2,800 million Baht. However, from the situation in the 1st quarter of 2023 and the 2nd quarter of 2023, the Company was confident that the Company's operating results would be in accordance with the target.

For the adjustment of electricity price, although the government had raised electricity prices since 2022, the Company's profitability still better since 2022. In this regard, the Company would control the electricity price not to exceed 5% of the total income. At present, the electricity price was still at a control level and did not affect the profitability of the Company

The shareholder inquired about the current occupancy rate of Four Seasons Hotel and Capella Hotel of the Company

Mrs. Kamonwan Wipulakorn clarified that the Company could not disclose the occupancy rate information since it was commercially sensitive information. However, the Company would periodically disclose sales information and overview of operating results to shareholders, such as SET Opportunity Day.

At present, the Company placed more attention to the Average Daily Rate (ADR), which was a factor that had more effect on generating profits for the Company. However, the occupancy rates of the 2 hotels had grown significantly. When comparing to 2021, the occupancy rate of the 2 hotels was 30% generating the sales amounted to 2,135 million Baht. In 2023, the Company targeted the Average Daily Rate (ADR) of the 2 hotels at 55%. However, ADR had been increasing, resulting in the sales of the Company growing more than 31%.

A shareholder inquired about investment plans in 2023 and inquired whether the Company would focus on acquiring existing assets or developing new assets

Mrs. Kamonwan Wipulakorn clarified that the Company would regularly consider business opportunities as informed to investors. The Company would consider both revenue growth and profitability in the short term of 3 - 5 years and long term of 10 years. In this regard, the 2 hotels had the potential to grow in both sales and profitability. Therefore, the growth rate over the 3 years that could be clearly seen would come from the 2 hotels.



However, the Company was always looking for opportunities to expand its business growth. At present, the Company foresees that various areas of Thailand were still attractive for investment and the Company would expand its business by diversifying risks in areas and customer base. Therefore, the Company planned to expand its business to other provinces in Thailand. The Company was in the process of planning an investment which was expected to be completed and was able to announce to investors within the 3rd quarter of 2023.

A shareholder inquired about the revenue from banquets in the 4th quarter of 2022 and inquired whether the revenue during the 4th quarter of 2022 could be considered as at the peak revenue.

Mrs. Kamonwan Wipulakorn clarified that the 2 hotels still had growth opportunities for sure. It could be seen from the sales throughout the year 2022 continuing until the 1st quarter of 2023. From the number of reserved banquet and the banquet that had already been organized in the 1st quarter of 2023, the Company expected that the sale of banquet would be higher than last year. Therefore, it was not considered to be at the peak revenue. In this regard, 2 hotels had spaces to accommodate other kinds of banquet other than weddings which was very popular, such as national and regional conferences, product launch event, and various social event.

A shareholder inquired about the plan for investment in the hotel business in other provinces in Thailand.

Mrs. Kamonwan Wipulakorn clarified that the Company was in the process of planning an investment which was expected to be completed and could disclose to the investors within the 3rd quarter of 2023. However, the Company's growth rate in the next 3 years would mainly come from the 2 hotels owned by the Company at present.

Since there were no further inquiry and opinion from shareholders and proxies. The Secretary to the Meeting informed the meeting that since this agenda was for acknowledgment of the Company's performance results for the year 2022, the voting was not required for this agenda.

Agenda 3 To consider and approve the financial statement for the fiscal year ended December 31, 2022

The Chairman assigned the Secretary to the Meeting to report this agenda to the meeting.

The Secretary to the Meeting reported to the meeting that in accordance with the Public Limited Companies Act B.E.2535 (1992) and Article 34 (2) of the articles of association. The Company shall prepare the statement of financial position and the statement of profit and loss of the Company for the fiscal year ended and submit them to the shareholders' meeting for approval.

In this regard the Company has prepared the financial statement for the fiscal year ended December 31, 2022, which reviewed by the Audit Committee and audited by the authorized auditor of the Company. The details appeared in the Annual Report for the Year 2022 (QR Code) (Attachment No.1) which can be summarized as follows:

At December 31, 2022, the Company has;

- Total assets amounted to 13,345.63 million Baht, decreased 5% from December 31, 2021, mainly due to the sale of assets of existing businesses and additional investments in hotel business



- Total liabilities amounted to 7,242.93 million Baht, decreased 6% from December 31, 2021.
- Total shareholders' equity amounted to 6,102.70 million Baht, decreased 5% from December 31, 2021, mainly due to the net loss during the year.
- Total revenue from sales and services from continuing operations amounted to 2,148.31 million Baht, increased 869% from 2022, due to the full year recognition of revenue from hotel operations in the amount of 2,135.26 million baht after the consolidation of the financial statements since the end of 2021.

After that, the Chairman provided an opportunity for shareholders and proxies to make any inquiries and express the opinions on this agenda. However, there was no shareholders and proxies making any inquiries and expressing the opinions on this agenda one questioned or commented on the agenda.

Resolution

The Meeting approved the financial statements for the fiscal year ended December 31, 2022, which was reviewed by the Audit Committee and audited by the Company's auditors, with a simple majority vote of the shareholders attending the meeting and casting their votes, as following details:

Shareholders' Votes	No. of Votes (1 share = 1 vote)	Percentage of Shareholders and Proxies
Approval	162,380,302	100.00
Disapproval	0	0.00
Abstention	100	Not being included in calculation base
Invalid Voting Card(s)	-None-	-None-
Total	162,380,402	100.00

Remark: In this agenda must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes.

Agenda 4 To consider and acknowledge the omission of the allocation of 2022 net profit as a reserved fund and approve the omission of 2022 annual dividend payment

The Chairman assigned the Secretary to the Meeting to report this agenda to the meeting.

The Secretary to the Meeting reported to the meeting that in accordance with Section 116 of the Public Limited Companies Act B.E.2535 (1992) and the articles of association of the Company 39. The Company shall allocate no less than 5% of its annual net profit as a statutory reserve. The annual net profit minus accumulated losses (if any) until the reserve is no less than 10% of the registered capital. Presently the registered capital was 6,026,599,840 Baht and according to the separate financial statements the statutory reserve is 252,242,297 Baht.

In addition, the Company also has a policy that under normal circumstances dividends are paid at 50% of the net profit after deducting corporate income tax. Unless, the Company needed to use the funds for business expansion in the future the Company can pay dividends according to Articles 115 and 116 of the Listed Companies Law (1992) and according



to Article 40 of the Company's Articles of Association it was forbidden to pay dividends from other types of cash other than profits and the Company must allocate a part of its annual net profit as a reserve the amount of which shall not be lower than the ratio prescribed by law.

In 2022, the Company's net loss was 25,483,454 Baht as shown in the separate financial statements as of December 31, 2022. The Board of Directors has considered and deemed it appropriate to make recommendations to the 2023 Annual General Meeting of Shareholders to confirm the abandonment of reserve allocation in accordance with the law and considered to appropriate not to pay the 2022 dividend as according to laws and regulations the Company's operating performance in 2022 was not profitable, which followed by law, rules and The Company's dividend payment policy

After that, the Chairman provided an opportunity for shareholders and proxies to make any inquiries and express the opinions on this agenda. However, there was no shareholders and proxies making any inquiries and expressing the opinions on this agenda one questioned or commented on the agenda.

Resolution

The Meeting acknowledged the omission of the allocation of 2022 net profit as a reserved fund and approved the omission of 2022 annual dividend payment, with a simple majority vote of the shareholders attending the meeting and casting their votes, as following details:

Shareholders' Votes	No. of Votes (1 share = 1 vote)	Percentage of Shareholders and Proxies
Approval	162,380,402	100.00
Disapproval	0	0.00
Abstention	0	Not being included in calculation base
Invalid Voting Card(s)	-None-	-None-
Total	162,380,402	100.00

Remark: In this agenda must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes

Agenda 5 To consider and approve the appointment of auditors and to determine the audit fee for the year 2023

The Chairman assigned the Secretary to the Meeting to report this agenda to the meeting.

The Secretary to the Meeting reported to the meeting that According to Article 34 (5) of the Company's Articles of Association regulated the Annual General Meeting of shareholders to appoint of auditors and determination of auditor's remuneration. Moreover, Section 120 of the Public Limited Companies Act B.E. appoint an auditor and determine the audit fee of the Company every year. In appointing the auditor can be reappointed.



In this regard, the Audit Committee has considered selecting the auditor for the year 2023 and viewed that the performance in the past year of the auditor from EY Office Company Limited, an auditor licensed by Office SEC has performed their duties appropriately and completely. In addition, they are independent and did not have any relationship or any benefits or interests with the Company subsidiaries executive major shareholders or those related to such persons in any way therefore being independent in auditing and express opinions on the Company's financial statements. Then proposed to the Board of Directors for consideration. The Board of Directors considered and agreed with the Audit Committee's proposal to propose to the 2023 Annual General Meeting of Shareholders to consider appointing 3 former auditors from EY Office Limited to be auditors of the Company for the year 2023 with the following names:

1. Ms. Manee Rattanabunnakit, Certified Public Accountant number 5313, who was approved by the majority votes of the shareholders attending the Meeting and casting their votes as an auditor of the Company since 2021 and signed on the Company's Financial Statement since 2021 for 2 years; and/or

2. Mrs. Ponnard Paocharoen, Certified Public Accountant number 5238, who was an auditor of the Company since 2021, but she has never signed on the Company's financial statement; and/or

3. Ms. Sineenart Jirachaikhuankhan, Certified Public Accountant number 6287, who was an auditor of the Company since 2021, but she has never signed on the Company's financial statement.

Profiles and experience of the auditors appeared in Invitation Letter of the 2023 Annual General Meeting of Shareholders. (Attachment No. 2)

In case those three auditors are not able to perform their work EY Office Company Limited would appoint its proper qualified and certified auditor to perform the audit and express an opinion on the Company's financial statements in their place.

For the audit fee, The Audit Committee has considered the audit fee as EY Office Company Limited has proposed the audit fee for the year 2023 and the quarterly audit fee totaling 750,000 baht which increased 50,000 baht from the year 2022 and then proposed to the Board of Directors. The Company considers The Board of Directors considered and agreed with the Audit Committee's proposal to propose to the 2023 Annual General Meeting of Shareholders to consider determining the auditor's remuneration for the year 2023 at the rate proposed by EY Office Company Limited.

EY Office Company Limited is the auditor of the Company and its 4 subsidiaries. Several subsidiaries will use auditing services from auditors other than EY Office Company Limited if there are no complicated transactions in the preparation of the consolidated financial statements. On the other hand, the selection of auditors for each subsidiary is mostly based on service quality and audit fees. The Board of Directors will monitor and govern that the auditor will conduct and prepare the Company's financial statement according to the schedule.

After that, the Chairman provided an opportunity for shareholders and proxies to make any inquiries and express the opinions on this agenda. However, there was no shareholders and proxies making any inquiries and expressing the opinions on this agenda one questioned or commented on the agenda.

**Resolution**

The Meeting approved the appointment of auditors from EY Office Company Limited as the Company's auditors for the year 2022, namely

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|--------------------------------------|---------------------|
| (1) Ms. Manee Rattanabunnakit | CPA No. 5313 and/or |
| (2) Mrs. Ponnard Paچارoen | CPA No. 5238 and/or |
| (3) Ms. Sineenart Jirachaikhuan Khan | CPA No. 6287 |

In the event that those auditors were unable to perform their duties, EY Office Company Limited was authorized to assign other auditors from its office to audit, review and express an opinion on the Company's financial statements in their place.

In addition, the Meeting approved the determination of the 2023 audit fee in the amount of 750,000 Baht.

In this regard, the resolution was passed with a simple majority vote of the shareholders attending the meeting and casting their votes, as following details:

Shareholders' Votes	No. of Votes (1 share = 1 vote)	Percentage of Shareholders and Proxies
Approval	162,380,402	100.00
Disapproval	0	0.00
Abstention	0	Not being included in calculation base
Invalid Voting Card(s)	-None-	-None-
Total	162,380,402	100.00

Remark: In this agenda must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes

Agenda 6 To consider and approve the appointment of directors to replace the directors retiring by rotation.

The Chairman assigned the Secretary to the Meeting to report this agenda to the meeting.

The Secretary to the Meeting reports to the meeting that in accordance with Section 71 of the Public Limited Companies Act B.E.2535 (1992) and the articles of association of the Company Article 21 and Article 34 (4) stipulate that at each Annual General Meeting of Shareholders the longest serving one-third of the directors shall retire whether holding office in that term from the beginning or holding office for that term on behalf of another person must vacate office. The director who retired by rotation may be re-elected.

There were three directors who retired in the 2023 Annual General Meeting of Shareholders as follows:

- | | |
|---------------------------|--|
| 1. Mr. Chumpol Rimsakorn | Independent Director / Chairman of the Audit Committee |
| 2. Dr. Kurujit Nakornthap | Independent Director / Member of the Audit Committee |



3. Mr. Michael Sagild Director / Member of the Nomination and Remuneration Committee

In order to be in accordance with the recommendations of the Thai Investors Association, all 3 directors who retired by rotation had temporarily left the meeting during the consideration of this agenda.

Apart from the Nomination and Remuneration Committee's selection of the Company's directors, the Company provided an opportunity for all shareholders to nominate qualified candidates for election as the Company's directors via the Stock Exchange of Thailand's channel and the Company's website, "Investor Relation" section between October 3, 2022, to February 1, 2023. However, no shareholder had nominated a qualified person to be elected as the Company's Director

The Company has established a policy stating that the Nomination and Remuneration Committee was responsible for filtering candidates or carefully and cautiously considering them in order to obtain people with knowledge, ability, and experience related to the Company's business. Further, the candidates must possess qualifications as required by the Company and be able to fully devote time to performing duties which is beneficial to the operation of the Company.

Additionally, the Nomination and Remuneration Committee (only non-interested directors) considered and agreed that all three directors have performed their duties well and are capable of providing independent opinions and recommendations in the best interest of the Company and in compliance with the relevant regulations and laws. Hence, the Nomination and Remuneration Committee deemed it was reasonable and necessary to approved the proposal to the 2023 Annual General Meeting of Shareholders to consider re-appointing all 3 directors for another term. The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee. It proposed that the meeting consider appointing Mr. Chumpol Rimsakorn Dr. Kurujit Nakornthap and Mr. Michael Sagild who had to retire by rotation to be re-appointed for another term. Mr. Chumpol Rimsakorn and Dr. Kurujit Nakornthap as Independent Directors and would like to inform that Mr. Chumpol Rimsakorn has been in the position of an Independent Directors of the Company for 1 year and if re-appointed to the position this time and hold the position until the end of the term Mr. Chumpol Rimsakorn will be an Independent Directors of the Company for 4 years. Dr. Kurujit Nakornthap has been in the position of an Independent Directors of the Company for 7 years and if re-appointed to the position this time and holds the position until the end of the term Dr. Kurujit Nakornthap will serve as an Independent Directors of the Company for 10 years. However, Dr. Kurujit Nakornthap is knowledgeable and experienced in business related to the Group. During his tenure as an Independent Directors, he devoted his knowledge ability experience and opinions that were independent and beneficial to the Company's business operations as well as performing their duties responsibly cautiously and honestly all along.

Profiles of the nominated candidates for the appointment of directors and the definition of the Independent Directors are enclosed in Invitation Letter of the 2023 Annual General Meeting of Shareholders. (Attachment No. 3.)

After that, the Chairman provided an opportunity for shareholders and proxies to make any inquiries and express the opinions on this agenda. However, there was no shareholders and proxies making any inquiries and expressing the opinions on this agenda one questioned or commented on the agenda.

Resolution



The Meeting approved the appointment of directors to replace the directors retired by rotation, with a simple majority vote of the shareholders attending the meeting and casting their votes, as following details:

(1) The Meeting approved the appointment of **Mr. Chumpol Rimsakorn** as the Independent Director for another term of office

Shareholders' Votes	No. of Votes (1 share = 1 vote)	Percentage of Shareholders and Proxies
Approval	162,150,402	100.00
Disapproval	0	0.00
Abstention	230,000	Not being included in calculation base
Invalid Voting Card(s)	-None-	-None-
Total	162,380,402	100.00

Remark: In this agenda must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes

(2) The Meeting approved the appointment of **Dr. Kurujit Nakornthap** as the Independent Director for another term of office.

Shareholders' Votes	No. of Votes (1 share = 1 vote)	Percentage of Shareholders and Proxies
Approval	162,059,202	99.8022
Disapproval	321,200	0.1978
Abstention	0	Not being included in calculation base
Invalid Voting Card(s)	-None-	-None-
Total	162,380,402	100.00

Remark: In this agenda must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes

(3) The Meeting approved the appointment of **Mr. Michael Sagild** as the Director for another term of office.

Shareholders' Votes	No. of Votes (1 share = 1 vote)	Percentage of Shareholders and Proxies
Approval	162,354,702	99.9842
Disapproval	25,700	0.0158
Abstention	0	Not being included in calculation base



Invalid Voting Card(s)	-None-	-None-
Total	162,380,402	100.00

Remark: In this agenda must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes

Agenda 7 To consider and approve the determination of the remuneration of the Board of Directors and Sub-Committees for the year 2023

The Chairman assigned the Secretary to the Meeting to report this agenda to the meeting.

The Secretary to the Meeting reported to the meeting that in this agenda the Board of Directors would propose to the meeting to consider and approve the remuneration for the Board of Directors and sub-committees for the year 2023 which will be paid only to non-executive directors. The Nomination and Remuneration Committee has been approved and informed the meeting that Remuneration for the Board of Directors and sub-committees for the year 2023. The opinion that the compensation to be offered is appropriate comparable to companies in the industry and similar in size, duties, responsibilities, meeting plans and business expansion of the Company. The details are as follows.

(1) Board of Directors' Remuneration: Remunerations for the Board of Directors, by maintaining the annual retention fee and meeting allowance for directors, attending the meeting, as the same rate as the previous year:

The Board of Directors' Remuneration	Director	Year 2023 (Proposed Year)	Year 2022
1. Annual Retention Fee	Chairman	300,000 Baht/Year	300,000 Baht/Year
	Director	300,000 Baht/Year	300,000 Baht/Year
2. Meeting Allowance	Chairman	35,000 Baht/Year	35,000 Baht/Year
	Director	30,000 Baht/Year	30,000 Baht/Year

(2) Remunerations for sub-committees:

(2.1) Remuneration for the Audit Committee, by maintaining the annual retention fee as the same rate as the previous year, without meeting allowance for the Audit Committee;

(2.2) Remuneration for sub-committees (excluding the Audit Committee), by maintaining the meeting allowance as the same rate as the previous year for the subcommittees, namely the Executive Committee, the Risk Management Committee, and the Nomination and Remuneration Committee. This meeting allowance shall be paid to the members of sub-committees attending the meeting. In this regard, there was no annual retention fee for those sub-committees:

The details are as follows;



Sub-Committees	Positions	Remuneration 2023 (Proposed year)		Remuneration 2022	
		Annual Retention Fee	Meeting Allowance	Annual Retention Fee	Meeting Allowance
Audit Committee	Chairman	200,000 Baht	-	200,000 Baht	-
	Director	200,000 Baht	-	200,000 Baht	-
Executive Committee	Chairman	-	25,000 Baht	-	25,000 Baht
	Director	-	20,000 Baht	-	20,000 Baht
Nomination and Remuneration Committee	Chairman	-	25,000 Baht	-	25,000 Baht
	Director	-	20,000 Baht	-	20,000 Baht
Risk Management Committee	Chairman	-	25,000 Baht	-	25,000 Baht
	Director	-	20,000 Baht	-	20,000 Baht

(3) Other Benefits:

There was no other benefits to be paid to the directors and members of sub-committees.

After that, the Chairman provided an opportunity for shareholders and proxies to make any inquiries and express the opinions on this agenda. However, there was no shareholders and proxies making any inquiries and expressing the opinions on this agenda one questioned or commented on the agenda.

Resolution

The Meeting approved the determination of the remuneration of the Board of Directors and Sub-Committees for the year 2023. In this regard, the resolution was passed with a vote of no less than two-thirds of the total number of votes of the shareholders attending the meeting, as following details:

Shareholders' Votes	No. of Votes (1 share = 1 vote)	Percentage of Shareholders and Proxies
Approval	162,380,402	100.00
Disapproval	0	0.00
Abstention	0	0.00
Invalid Voting Card(s)	-None-	-None-
Total	162,380,402	100.00

Remark: The resolution for this agenda requires a vote of no less than two-thirds of the total number of votes of the shareholders attending the meeting.



Agenda 8 To consider and approve the decrease of the Company’s registered capital in the amount of Baht 2,928,353,330 from the existing registered capital of Baht 6,026,599,840 to Baht 3,098,246,510 by means of canceling the unissued registered shares of the Company in the amount of 292,835,333 shares at the par value of Baht 10.

The Chairman assigned the Secretary to the Meeting to report this agenda to the meeting.

The Secretary to the Meeting reports to the meeting, As the 2018 Annual General Meeting of Shareholders held on April 24, 2018, resolved to approve the issuance and allocation of warrants to purchase the Company’s ordinary shares No. 1 (“PDI-W1 Warrants”) amounting to 75,333,333 units to the existing shareholders of the Company according to the shareholding proportion free of charge and approved the allocation of 75,333,333 newly issued ordinary shares to reserve for the exercise of PDI-W1 warrants at a par value of 10 Baht per share. The Company, in subsequence, allocated PDI-W1 warrants to the Company’s existing shareholders in the amount of 75,326,518 units and allocated newly issued ordinary shares to accommodate the exercise of PDI-W1 warrants of 75,326,518 shares at par value Baht 10 per share.

The Company thereafter decreased the Company’s registered capital by 68,150 Baht by canceling the unissued registered shares of the Company, which were the remaining shares from the allocation, to reserve the exercise of the warrants PDI-W1 in the amount of 6,815 shares with a par value of 10 Baht per share, according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on February 1, 2021. Nonetheless, PDI-W1 Warrants expired on May 15, 2021, with the remaining shares allocated to reserve for the exercise of PDI-W1 Warrants in the amount of 75,326,252 shares.

In addition, the Extraordinary General Meeting of Shareholders No. 1/2021, held on February 1, 2021, resolved to approve the increase of the Company’s registered capital of 3,013,334,660 Baht from the existing registered capital of 3,013,265,180 Baht to the amount of 6,026,599,840 Baht by issuing new ordinary shares in the amount of 301,333,466 shares and approved the allocation of such newly issued ordinary shares for:

1. Offered to the Company’s existing shareholders in proportion to their shareholdings (the “Right Offering”) in the amount of 226,000,100 shares at a par value of 10 Baht per share within the period specified by the Company, that is, between August 2, 2021, and August 6, 2021. Subsequently, some shareholders expressed their intention to exercise their rights to subscribe for 62,868,301 newly issued ordinary shares of the Company, so there were remaining shares allocated for offering to the existing shareholders in proportion to the shareholding of each shareholder in the amount of 163,131,799 shares with a par value of 10 Baht per share.

2. Reserved for the exercise of warrants to purchase the Company’s ordinary shares No. 2 (“BEYOND-W2 Warrants”) in the amount of 75,333,366 shares, which the Company will issue and allocate to the existing shareholders for exercising the right to subscribe for the newly issued ordinary shares of the Company under 1. with no charge.

The Company then allocated 20,956,084 units of BEYOND-W2 warrants to the existing shareholders, who exercised their rights to subscribe to the Company’s newly issued ordinary shares. It allocated 20,956,084 units of BEYOND-W2 warrants to reserve for the exercise of the BEYOND-W2 warrants at a par value of 10 Baht per share. Therefore, the remaining shares reserved for the exercise of BEYOND-W2 warrants, which are unallocated, are 54,377,282 shares at a par value of 10 Baht per share.



For the reasons abovementioned, it was proposed that the meeting consider and approve the decrease of the Company's registered capital by 2,928,353,330 Baht from the existing registered capital of 6,026,599,840 Baht, in the amount of 3,098,246,510 Baht, by canceling the Company's unissued registered shares in the amount of 292,835,333 shares with a par value of 10 Baht per share, consisting of:

(1) The remaining shares allocated to reserve for the exercise of PDI-W1 warrants amount to 75,326,252 shares at a par value of 10 Baht per share.

(2) The remaining shares allocated for offering to the Company's existing shareholders in proportion to the shareholding of each shareholder in the amount of 163,131,799 shares with a par value of 10 Baht per share and,

(3) The remaining shares allocated to reserve for the exercise of BEYOND-W2 warrants were unallocated in the amount of 54,377,282 shares with a par value of 10 Baht per share.

After that, the Chairman provided an opportunity for shareholders and proxies to make any inquiries and express the opinions on this agenda. However, there was no shareholders and proxies making any inquiries and expressing the opinions on this agenda one questioned or commented on the agenda.

Resolution

The Meeting approved the decrease of the Company's registered capital in the amount of Baht 2,928,353,330 from the existing registered capital of Baht 6,026,599,840 to Baht 3,098,246,510 by canceling the unissued registered shares of the Company in the amount of 292,835,333 shares at the par value of Baht 10, with a vote of no less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, as following details:

Shareholders' Votes	No. of Votes (1 share = 1 vote)	Percentage of Shareholders and Proxies
Approval	162,400,402	100.00
Disapproval	0	0.00
Abstention	0	0.00
Invalid Voting Card(s)	-None-	-None-
Total	162,400,402	100.00

Remark: The resolution for this agenda requires a vote of no less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 9 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 in order to be in line with such a decrease of the Company's registered capital.

The Chairman assigned the Secretary to the Meeting to report this agenda to the meeting.

The Secretary to the Meeting reports to the meeting, due to the approval of the decrease of the Company's registered capital as detailed in Agenda 8 above, the Board of Directors agreed to propose to the shareholders' meeting to consider and approve the



amendment of Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital. In this regard, the Company's Memorandum of Association clause 4 shall be repelled and replaced with clause 4 as follows:

Clause 4	Registered Capital	3,098,246,510 Baht	(Three Thousand Ninety Eight Million Two Hundred forty Six Thousand Five Hundred and Ten Baht)
	Divided into	309,824,651 Shares	(Three Hundred Nine Million Eight Hundred Twenty Four Thousand Six Hundred and Fifty One shares)
	Par Value	10 Baht	(Ten Baht)
	Consisting of		
	Ordinary Share	309,824,651 Shares	(Three Hundred Nine Million Eight Hundred Twenty Four Thousand Six Hundred and Fifty One shares)
	Preferred Share	- shares	(-)

After that, the Chairman provided an opportunity for shareholders and proxies to make any inquiries and express the opinions on this agenda. However, there was no shareholders and proxies making any inquiries and expressing the opinions on this agenda one questioned or commented on the agenda.

Resolution

The Meeting approved the amendment to the Company's Memorandum of Association, Clause 4, in order to be in line with the decrease of the Company's registered capital, with a vote of no less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, as following details:

Shareholders' Votes	No. of Votes (1 share = 1 vote)	Percentage of Shareholders and Proxies
Approval	162,400,402	100.00
Disapproval	0	0.00
Abstention	0	0.00
Invalid Voting Card(s)	-None-	-None-
Total	162,400,402	100.00

Remark: The resolution for this agenda requires a vote of no less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 10 To consider and approve the amendment of the Company's Articles of Association, Article 18, 19, 28, 29, 30, 31, 34, 40 and addition of Article 43.

The Chairman assigned the Secretary to the Meeting to report this agenda to the meeting.

The Secretary to the Meeting reports to the meeting that according to the Public Limited Companies Act (No. 4) B.E. 2565, which amends the law to allow public companies to perform various operations through electronic media, increasing efficiency and convenience.



The Board of Directors deemed it appropriate to propose to the meeting. Consider and approve the amendments to the Company’s Articles of Association. To be in line with the amendments to the Public Limited Companies Act. The details are as follows.

1. The amendment of Articles 18 and 19 in Chapter 4 “Board of Directors”

Current Version		Proposed Amendment	
Article 18	The Board of Directors must meet at least four (4) times a year, each time at most three (3) months apart. The meeting’s date, time, and place are at the discretion of the Chairman of the Board of Directors.	Article 18	The Board of Directors must meet at least four (4) times a year, each time at most three (3) months apart. The meeting’s date, time, and place are <u>at the discretion of the Chairman of the Board of Directors the locality where the principal business office of the Company is located or in a nearby province or elsewhere in the Kingdom as specified by the Chairman</u> <u>As mentioned in paragraph one, the Board of Directors Meeting may be conducted via electronic media as provided in the law on electronic conferencing, and it shall be deemed that the head office of the Company is the meeting place.</u>
Article 19	Meetings of the Board of Directors shall be summoned by the Chairman of the board of directors or any person assigned by the Chairman. The notice to the directors at least seven (7) days prior to the meeting date. Unless in urgent need to protect the rights or benefits of the Company, the Meeting may be notified by other means, or an earlier meeting date may be chosen.	Article 19	Meetings of the Board of Directors, <u>whether in person or via electronic conferencing</u> , shall be summoned by the Chairman of the board of directors or any person assigned by the Chairman. The notice to the directors at least seven (7) days prior to the meeting date. Unless in urgent need to protect the rights or benefits of the Company, the Meeting may be notified by other means, or an earlier meeting date may be chosen. <u>In case there is no Chairman, the Vice-Chairman shall summon the Meeting of the Board of Directors. In the absence of a Vice Chairman, at least two (2) directors may jointly summons the Board of Directors’ Meeting</u> <u>If it is reasonable or for the protection of the Company’s benefit, at least two directors may jointly request that the Chairman</u>



			<p><u>summons the Board of Directors’ meeting and they shall also propose the meeting agenda to the Chairman. In this case, the Chairperson shall summon and fix the date of the board of directors’ meeting within 14 days from the date of the request.</u></p> <p><u>In the case where the Chairman does not summon and fix the date of the meeting within the period specified in the above paragraph, the requesting directors may jointly summon and fix the date of the meeting to resolve the proposed agenda items within 14 days from the end of such 14 day period mentioned in the above paragraph.</u></p>
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2. The amendment of Articles 28-31, 34 in Chapter 5 “Shareholders Meeting”

Current Version		Proposed Amendment	
Article 28	<p>The Board of Directors shall convene two (2) types of meetings of shareholders as follows</p> <p>(1) Annual general meeting shall be held once a year within four (4) months from the last day of the fiscal year of the Company.</p> <p>(2) Extraordinary meeting will be held whenever the Board of Directors deems appropriate or shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold, number of issued shares, may at any time subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, providing that the reasons for such request shall be stated in the said letter. In this case, the Board of Directors shall call the shareholder meeting within forty five (45) days from the date of receiving of such letter from the</p>	Article 28	<p>The Board of Directors shall convene two (2) types of meetings of shareholders as follows</p> <p>(1) Annual general meeting shall be held once a year within four (4) months from the last day of the fiscal year of the Company.</p> <p>(2) Extraordinary meeting will be held whenever the Board of Directors deems appropriate or shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold, number of issued shares, may at any time subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, providing that the reasons for such request shall be stated in the said letter. In this case, the Board of Directors shall call the shareholder meeting within forty five (45) days from the date of receiving of such letter from the</p>



<p>shareholders.</p>	<p>shareholders.</p> <p><u>In case the Board of Directors fails to arrange for the Meeting within such a period under the above paragraph, 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 days from the date of expiration of the period under paragraph four. In such a case, the Meeting is deemed the Shareholders' Meeting summoned by the Board of Directors. The Company shall be responsible for any necessary expenses that may be incurred during such Meeting, and the Company shall reasonably provide facilitation.</u></p> <p><u>Suppose the shareholders summon a shareholders' Meeting under the second paragraph. In that case, if the shareholder has informed the company of his or her intention or given consent, the notice may be sent electronically, as specified in Article 43.</u></p> <p><u>In the event that, at the Meeting summoned by the shareholders under the second paragraph, the number of shareholders present does not constitute a quorum as prescribed by this Article of Association, the shareholders under the second paragraph shall jointly compensate the Company for the expenses incurred in making the arrangements for holding that Meeting.</u></p> <p><u>The Shareholders' Meeting may be conducted via electronic media, as the Electronic Conferencing Law provides, and it shall be deemed that the head office of the Company is the meeting place.</u></p>
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<p>Article 29</p>	<p>In summoning the shareholders meeting, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the Registrar for information not less than seven (7) days prior to the meeting. Publication of invitation of the meeting shall be made in a newspaper for no less than three (3) days prior to the meeting.</p>	<p>Article 29</p>	<p>In summoning the shareholders meeting <u>whether in person or via electronic conferencing</u>, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the Registrar for information not less than seven (7) days prior to the meeting.</p> <p>Publication of invitation of the meeting shall be made in a newspaper <u>or via any electronic means</u> for no less than three (3) days prior to the meeting.</p>
<p>Article 30</p>	<p>In the case where Shareholders are unable to attend and vote at any shareholders' meetings in person, they may authorize other persons who has come of age as proxy to vote at the meetings on their behalf. The appointment shall be made in writing specifying the day, month and year of appointment, name of the proxy, the number of shares held by them and bearing the signatures of shareholder, proxy and witness, and specify the meeting and vote for which the appointment is the proxy for the said purpose shall be only one person regardless of how many shares are held by the shareholder.</p> <p>Such written appointment shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the</p>	<p>Article 30</p>	<p>In the case where Shareholders are unable to attend and vote at any shareholders' meetings in person, they may authorize other persons who has come of age as proxy to vote at the meetings on their behalf. The appointment shall be made in writing specifying the day, month and year of appointment, name of the proxy, the number of shares held by them and bearing the signatures of shareholder, proxy and witness, and specify the meeting and vote for which the appointment is the proxy for the said purpose shall be only one person regardless of how many shares are held by the shareholder.</p> <p>Such written appointment shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the</p>



	meeting.		meeting. <u>The proxy may also be submitted electronically. It must ensure that the proxy is cast by the shareholder using a mechanism that is secure and trustworthy.</u>
Article 31	At the shareholders meeting, there shall be shareholders and proxies attending the meeting amounting to not less than twenty - five (25) and holding or not less than one half of the total number of shareholders holding shares in aggregate not less than one-third (1/3) of the total number of issued shares to constitute a quorum.	Article 31	At the shareholders meeting whether in person, <u>whether in person or via electronic conferencing</u> , there shall be shareholders and proxies attending the meeting amounting to not less than twenty - five (25) and holding or not less than one half of the total number of shareholders holding shares in aggregate not less than one-third (1/3) of the total number of issued shares to constitute a quorum.
Article 34	<p>Transactions to be conducted at the annual general meeting are as follows:</p> <p>(1) Acknowledging the report of the Board of Directors covering the Company’s business during the preceding year;</p> <p>(2) Considering and approving the balance sheet and profit and loss statement as of the end of the fiscal year of the Company;</p> <p>(3) Considering the allocation of profits for dividend declaration in the case where the profit is sufficient for dividend payment;</p> <p>(4) Electing new directors in place of those who retire by rotation;</p> <p>(5) Appointing the auditor and fixing his remuneration;</p> <p>(6) Fixing remuneration of the Company directors;</p> <p>(7) Approving the transfer of the reserve other than statutory reserve or the share premium reserve to set off the accumulated loss of the Company;</p>	Article 34	<p>Transactions to be conducted at the annual general meeting are as follows:</p> <p>(1) Acknowledging the report of the Board of Directors covering the Company’s business during the preceding year;</p> <p>(2) Considering and approving the balance sheet and profit and loss statement as of the end of the fiscal year of the Company;</p> <p>(3) Considering the allocation of profits for dividend declaration in the case where the profit is sufficient for dividend payment;</p> <p>(4) Electing new directors in place of those who retire by rotation;</p> <p>(5) Appointing the auditor and fixing his remuneration;</p> <p>(6) Fixing remuneration of the Company directors;</p> <p>(7) Approving the transfer of the reserve other than statutory reserve or the share premium reserve to set off the accumulated loss of the</p>



	(8) Considering other business which is benefit for the Company.		Company; <u>(7)</u> Considering other business which is benefit for the Company
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3. The amendment of Articles 40 in Chapter 7 “Dividends”

Current Version		Proposed Amendment	
Article 40	<p>No dividends may be declared from any money except from the profits. In the case where the Company has an accumulated loss, the declaration of dividends shall be prohibited.</p> <p>The dividends shall be distributed as per the number of shares equally for each share unless it is otherwise stipulated under the matter concerning preferred shares. No declaration of dividends shall be made unless approved by the Shareholders’ Meeting.</p> <p>Subject to the Articles of Association, the Board of Directors may from time to time announce interim dividends if it deems that the Company has appropriate profits. The Board of Directors shall inform a declaration of interim dividends to the subsequent shareholders’ meeting.</p> <p>Payment of dividends shall be made within one (1) month after the shareholders’ meeting or the Board of Directors meeting has resolved, as the case may be, provided that such notice shall be made to shareholders and published in a newspaper.</p>	Article 40	<p>No dividends may be declared from any money except from the profits. In the case where the Company has an accumulated loss, the declaration of dividends shall be prohibited.</p> <p>The dividends shall be distributed as per the number of shares equally for each share unless it is otherwise stipulated under the matter concerning preferred shares. No declaration of dividends shall be made unless approved by the Shareholders’ Meeting.</p> <p>Subject to the Articles of Association, the Board of Directors may from time to time announce interim dividends if it deems that the Company has appropriate profits. The Board of Directors shall inform a declaration of interim dividends to the subsequent shareholders’ meeting.</p> <p>Payment of dividends shall be made within one (1) month after the shareholders’ meeting or the Board of Directors meeting has resolved, as the case may be, provided that such notice shall be made to shareholders and published in a newspaper <u>or apply any other means for electronic advertising.</u></p>

4. The amendment by adding Articles 43 in Chapter 8 “Other Matters”

Current Version		Proposed Amendment	
Article 43	-None-	Article 43	<p><u>If the Company or the Board of Directors is required by these rules or the Public Limited Companies Act to deliver letters or documents to the Company’s directors, shareholders, or creditors, and if those parties notify or give consent to receiving them electronically, the Company or the Board of Directors may do so.</u></p> <p><u>Any notice can be published in the newspaper or use electronic means of advertising instead, as specified in these Articles of Association or the Public Limited Companies Act.</u></p>

After that, the Chairman provided an opportunity for shareholders and proxies to make any inquiries and express the opinions on this agenda. However, there was no shareholders and proxies making any inquiries and expressing the opinions on this agenda one questioned or commented on the agenda.

Resolution

The Meeting approved the amendment to the Company’s Articles of Association, Articles 18, 19, 28, 29, 30, 31, 34, 40 and addition of Article 43, with a vote of no less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, as following details, as following details:

Shareholders’ Votes	No. of Votes (1 share = 1 vote)	Percentage of Shareholders and Proxies
Approval	162,400,402	100.00
Disapproval	0	0.00
Abstention	0	0.00
Invalid Voting Card(s)	-None-	-None-
Total	162,400,402	100.00

Remark: The resolution for this agenda requires a vote of no less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

After considering all the agenda items specified in the meeting invitation letter. The Secretary to the Meeting explained to the meeting that according to Section 105 of the Public Limited Company Act, after the agenda specified in the invitation letter has been completely considered, shareholders holding shares in aggregate of not less than one-third of the total number of issued shares of the Company was entitled to ask the meeting to consider matters other than those specified in the meeting invitation letter. If any shareholder wished the meeting to consider other matters please inform the chairman of the meeting. However, there was no shareholder proposed the meeting to consider any additional matters.

