

**Minute of 2024 Annual General Meeting of Shareholders  
Rayong Wire Industries Public Company Limited**

<b>Date</b>	:	Tuesday, April 30, 2024, at 10.00 a.m.
<b>Place</b>	:	At the meeting room, No. 1011, Supalai Grand Tower Building, 17th Floor, Room No. 1703-1704, Rama 3 Road, Chong Nonsi Subdistrict, Yannawa District, Bangkok Via electronic media (E-Meeting)
<b>Chairman</b>	:	Mr. Somchai Apiwattanaporn Chairman
<b>Secretary's meeting</b>	:	Miss Nongnuch Kumchaithep Corporate Secretary
<b>The Right to attend</b>	:	Number of shareholders as of March 28, 2024 (Record Date) The total number of shareholders is 5,769 persons, and the total number of shares is 915,276,280 shares.
<b>Agenda 1-9</b>	:	There were a total of 28 shareholders and proxies attending the meeting, holding a total of 495,707,479 shares, representing 54.16 percent of the total shares. A quorum was formed according to the Company's Articles of Association

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**Before the Meeting Started**

Miss Jantharat Sodsongchi acted as the moderator of this meeting. welcomed all shareholders to enter the 2024 Annual General Meeting of Shareholders of Rayong Wire Industries Public Company Limited and announced to the meeting that there were 28 shareholders' proxies attending the meeting, counting a total of 495,707,479 shares. Therefore, in total, there were 28 shareholders attending the online meeting and 28 proxies, counting a total of 495,707,479 shares, representing a percentage. 54.16 of the total number of shares sold in the company thus constituting a quorum according to Article 36 of the Company's Articles of Association, including introducing the Board of Directors, executives, and auditors of the Company attending the meeting as follows:

**The name of all directors who attended the meeting was as follows:**

1. Mr. Somchai Apiwattanaporn Chairman
2. Miss Laphassarin Kraiwongwanitrungrong Company Director, Chairman of Executive Director, Recruitment and Remuneration Committee, and Managing Director
3. Miss Nongnuch Kumchaithep Company Director, Executive Director, Factory Director and Financial Accountant, and Company Secretary

Continue Pages 2 / **List of directors**

**The list of directors attending the meeting via the E-Meeting system is as follows:**

- |                   |                   |   |
|-------------------|-------------------|---|
| 1. Mr. Theerachai | Leenabanchong     | Vice-Chairman of the Board Director   |
| 2. Mr. Worawit    | Siriwatwimol      | Chairman of the Audit Committee,<br>Chairman of the Recruitment and Remuneration<br>Committee, and Independent Director |
| 3. Mr. Wichain    | Sopanpanichkul    | Company Director, Audit committee,<br>Recruitment and Remuneration Committee,<br>and Independent Director               |
| 4. Mr. Aniwut     | Pongpaijit        | Company Director, Audit committee,<br>and Independent Director  |
| 5. Mr. Siriphong  | Vongvuttipornchai | Company Director  |
| 6. Miss Wanna     | Sakulchaimongkol  | Company Director  |

**The company's legal advisor attended the meeting via the E-Meeting system**

Mr. Uthai Klangpimai

**The company's auditor attends the meeting via the E-Meeting system**

- |                           |                          |
|---------------------------|--------------------------|
| 1. Miss Susan Eiamvanicha | SP AUDIT COMPANY LIMITED |
| 2. Miss Rasarin Apiwang   | SP AUDIT COMPANY LIMITED |

At present, there are 9 Directors and the proportion of directors who attended this meeting equals 100% of the total number of Directors.

Mr. Somchai Apiwattanaporn, Chairman of the Board of Directors presides over the meeting's Opening remarks for the 2024 Annual General Meeting of Shareholders and welcomes the attending shareholders before starting the meeting, Miss Jantharat Sodsongchi, the moderator of the meeting, was assigned to clarify the voting method, which can be summarized as follows:

The moderator of the meeting has informed the Company's capital shareholders as follows:

- Registered Capital amounting to 686,457,172.50 Baht
- Paid Up Capital amounting to 457,638,140.00 Baht

and acknowledge shareholders as the company has good corporate governance related to equitable treatment of shareholders as follows:

1. Allow shareholders (who could not attend the meeting) can give a proxy to and independent director.

Continue Pages 3 / 2. Allow shareholders

2. Allow shareholders to send questions to the company in advance.

and before starting to consider the agenda would like to clarify the voting method as follows:

1. The rules for voting in this meeting follow through the company of association No.38 as count one share equals one vote.
2. In voting at the meeting to act openly Shareholders who register to attend the meeting via electronic means E - Meeting can vote for, agree, disagree, or abstain on each agenda by way of counting votes, The company will count the votes of shareholders who register for the meeting via electronic means E - Meeting by pressing the voting button of all shareholders. By pressing one of the buttons Agree, Disapprove, or Abstain. in each agenda from the beginning of that agenda until the moderator informed the meeting to vote on each agenda. After the meeting facilitator is notified to vote Shareholders have 30 seconds to vote after the agenda is closed. If shareholders or proxies did not press the voting button the system assumes that the shareholders or proxies agree with the proposal of the company and cannot change the vote.
3. In case the shareholders appoint independent directors by the Shareholders specified in the proxy statement.
4. If shareholders or proxies have questions kindly request the shareholder to submit a question by typing a message. The shareholder must click on the question menu and type a message in the text box. If shareholders have problems during the meeting via electronic media, please contact the DAP Operation team on telephone number 02 - 009 - 9888 press 1.
5. Shareholders can check the accuracy and voting results of the closed agenda at any time during the meeting.
6. For questions related to the agenda, the Company Secretary collects questions received before the meeting and during the meeting to submit to the Board of Directors for answers.

When the meeting operator has finished explaining the voting method proposed to the shareholders' meeting consider matters According to the following agenda.

Continue Pages 4 / **Agenda 1**

**Agenda 1 To acknowledge the report of the Board of Directors for the year 2023**

Mr.Somchai Apiwattanaporn, the chairman of the meeting, assigned Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department are the reporters.

Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department, informed the shareholder meeting that the company has summarized the report of the Board of Directors and the Company's operating results for the year 2023, which appear in report form 56-1 One Report, year 2023, as delivered to shareholders along with the invitation letter for the 2024 Annual General Meeting of Shareholders already in advance.

Therefore, the shareholders' meeting was requested to acknowledge the report of the Board of Directors for the year 2023.

**Resolution** The shareholders' meeting acknowledged the report of the Board of Directors for the year 2023.

**Agenda 2 To consider and approve the financial statements for the year 2023 ended December 31, 2023**

Mr.Somchai Apiwattanaporn, the chairman of the meeting, assigned Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department are the reporters.

Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department, informed the shareholder meeting that The Board of Directors has published details of the financial statements for the year 2023, which consist of a statement of financial position. and audited statement of comprehensive income for the year ending December 31, 2023. and certified by a certified public accountant of the office of S.P. Audit Co., Ltd. and received approval from the Audit Committee and included in the 2023 annual report, which was sent to shareholders for consideration in advance. Along with the invitation letter for the 2024 Annual General Meeting of Shareholders for consideration, we would like to summarize the main points as follows:

(Unit: Million Baht)

Transaction	2023	2022	Increase (Decrease)	Percentage
Total Assets	1,216.90	1,352.89	(135.98)	(10.05) %
Total Liabilities	215.92	241.00	(25.08)	(10.41) %
Proportion of shareholders	1,000.99	1,111.89	(110.91)	(9.97) %
Revenue from sales	731.63	941.14	(209.50)	(22.26) %
Total Revenue	737.52	960.47	(222.95)	(23.21) %
Total Expenses	848.79	1,182.78	(333.99)	(28.24) %
Loss Annually	(111.27)	(222.02)	(110.75)	(49.88) %
Loss Company	(110.91)	(222.02)	(111.12)	(50.05) %
Loss per share (Baht)	(0.12)	(0.24)	(0.12)	(49.90) %

Overview of operating results at the end of 2023 is summarized as follows:

### **Financial Status**

#### **Total Assets**

As of December 31, 2023, the company had total assets of 1,216.90 million baht, a decrease from 2022 of 135.98 million baht or a decrease of 10.05 percent, which had total assets of 1,352.89 million baht, mainly due to trade receivables decreased this is due to the decrease in sales volume and product selling prices, which is a result of the overall economy and the construction industry slowed down. Moreover, when the sales volume decreases the company therefore reduced and controlled inventories this causes inventories to be lower than in 2022, both in quantity and value. In addition, other current financial assets also decreased due to the equity assets that the company has made the investment the value has been decreased, which is in accordance with the mechanism of the capital market at a certain time.

#### **Liabilities**

At the end of 2023, the company had total liabilities of 215.92 million baht, a decrease of 25.08 million baht from 2022, or a decrease of 10.41 %. The main liabilities are current liabilities, which consists of short-term loans from financial institutions to purchase raw materials trade accounts payable the reason for the decrease is due to has made repayments on short-term loans for purchasing raw materials. In order to reduce interest costs for the debt-to-equity ratio, it is 0.22 times, which is considered a good ratio and very low when compared to the same industry group.

Continue Pages 6 / **Shareholders' Equity**

### **Shareholders' Equity**

At the end of 2023, the company had shareholders' equity equal to 1,000.99 million baht, a decrease of 110.91 million baht or a decrease of 9.97% from the same period of 2022, which was equal to 1,111.89 million baht, because the company had a net total comprehensive loss for 2023. Amount 110.91 million baht.

### **Business Operation**

#### **Revenue**

The company has income from product sales in 2023 totaling 731.63 million baht, a decrease of 209.50 million baht when compared to the same period of 2022, which had a total income of 941.14 million baht or a decrease of 22.26 % following the decrease in world steel prices from the global economic situation that is still at high risk whether it is higher interest rates. In addition, the Chinese steel wire market is both the main producer and consumer. There was a contraction in demand as a result of the real estate crisis and the policy to control the steel production process to reduce environmental pollution while the demand for domestic use in Thailand has also been affected by delays in approving new construction projects of the public sector during the government transition these factors affect world steel prices and raw material prices the company's product sales prices fluctuate in the same direction.

#### **Expenses**

Expenses: Year 2023 is equal to 848.79 million baht, a decrease of 333.99 million baht, a decrease of 28.24% compared to year 2022, which is equal to 1,182.78 million baht. The main expenses are cost of sales expenses decreased by 23.48 % due to decreased sales volume but still able to make gross profit in a situation where the economy and environmental factors are slowing down strategies that can still make gross profits. The company has a policy to strictly and concisely control the price of raw materials and the amount of safety stock to prevent fluctuations in raw material prices raw materials are the main component of cost of goods sold for sales and administrative expenses still controllable and close to 2022.

#### **Net Profit**

Net profit in 2023, net loss equal to 111.27 million-baht, loss decreased by 110.75 million baht, decreased 49.88 % compared to year 2022, which had a net loss equal to 222.02 million baht due to various factors, which has been explained above

Therefore, we would like to propose that the shareholders' meeting consider approving the financial statements for the year 2023 ending on December 31, 2023.

Continue Pages 7 / **Resolution**

**Resolution** The shareholder meeting considered there was a unanimous resolution to approve the financial statements for the year 2023 ending December 31, 2023, with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share equals 1 vote)</b>	<b>Percentage of shares attending the meeting and having the right to vote</b>
Agree	495,707,479	100.00
Disagree	0	0.00
Abstain	0	0.00
From 495,707,479 votes attended the meeting and have the right to vote on this agenda		

**Agenda 3 To consider profit allocation of omit dividend payment**

Mr.Somchai Apiwattanaporn, the chairman of the meeting, assigned Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department are the reporters.

Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department informed the shareholders' meeting that according to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 48 of the Company's Regulations , the company must allocate a portion of its annual net profits as a reserve fund of not less than 5 percent of annual net profit Deducted by the amount of accumulated losses brought forward (if any) until this reserve fund is not less than 10 percent of the registered capital.

And the company has a policy to pay dividends at a rate of not less than 50 percent of the net profits of the separate financial statements after taxes or as appropriate. If there is no other necessary, reason and the dividend payment have no significant impact on the Company's normal operations or unless the company has an investment project in another project.

In 2023, the Company's financial statement has a net operating loss of 111.27 million baht. Therefore, the Board of Directors would like to propose that dividend payments for operations be omitted from January 1, 2023, to December 31, 2023, and refrain from allocating legal reserve funds.

Therefore, we would like to propose that the shareholders' meeting consider approving the allocation of profits and refraining from paying dividends.

**Resolution** The shareholder meeting considered there was a unanimous resolution to approve the suspension allocate profits and refrain from paying dividends as proposed for performance from January 1, 2023, to December 31, 2023, because the company has profit and loss with the following votes:

Continue Pages 8 / **Resolution**

<b>Resolution</b>	<b>Number of votes (1 share equals 1 vote)</b>	<b>Percentage of shares attending the meeting and having the right to vote</b>
Agree	495,707,479	100.00
Disagree	0	0.00
Abstain	0	0.00
From 495,707,479 votes attended the meeting and have the right to vote on this agenda		

#### **Agenda 4 To appoint Directors who retired by rotation**

Mr.Somchai Apiwattanaporn, the chairman of the meeting, assigned Miss Laphassarin Kraiwongwanitrungr, the Executive Director, Company Director, Recruitment and Remuneration Committee and Director Managing are the reporters.

Miss Laphassarin Kraiwongwanitrungr, the Executive Director, Company Director, Recruitment and Remuneration Committee and Director Managing informed the meeting that at the 2024 Annual General Meeting of Shareholders, there were 3 directors who had to resign from their positions as follows:

1. Mr.Somchai            Apiwattanaporn    Chairman of the Board of Directors
2. Miss Nongnuch      Kumchaithep        Company Director
3. Miss Wanna          Sakulchaimongkol<sup>1</sup> Company Director

Remark: <sup>1</sup> Vacant position this is because 1 company director, namely Mr. Jetsada Sornsurk, has requested to resign from 8 August 2023.

The Board of Directors' Meeting No. 2/2024 resolved to approve on March 13, 2024, the appointment of 1 new director, appointed as a replacement director in the vacant position.

Effective from March 13, 2024, namely Ms. Wanna Sakulchaimongkol, the new director's term of office will be equal to the remaining term of the resigning director.

The Board of Directors, excluding nominated directors it was proposed that the meeting consider and approve the re-election of all 3 directors who retired by rotation to be re-appointed as a director for another term that passed the selection process by the Nomination and Remuneration Committee and presented to the Board of Directors, excluding the nominated directors. jointly considered the qualifications in various aspects suitable for the business of the Company by looking at the suitability in terms of qualifications, experience, expertise in various professions, leadership, and wide vision, including morality, and ethics, as well as having a good attitude towards the organization and performing well as a director of the Company, used the experience to propose policy guidelines to the company as well as being a person with legal qualifications related to notices and company regulations Including

Continue Pages 9 / performance

performance as a director of the company in the past. Therefore, it was deemed appropriate to select 3 directors who retired by rotation to be re-elected as directors for another term.

For details about age shareholding proportion in the company educational qualifications and work experience appeared in enclosure No.2 was sent to the shareholders for consideration in advance along with the Notice of the Annual General Meeting of Shareholders for the year 2024.

In this regard, in considering the nomination of people to be elected as directors the company did not allow the shareholders to nominate names of people for consideration.

In addition, the Public Limited Companies Act B.E. 2535 (1992), Section 86, and the Company's Articles of Association, Article 32, state that "A director is prohibited from operating a business of the same nature and in competition with the business of the Company. Whether doing it for their benefit or the benefit of others unless notified to the shareholders' meeting before the resolution of the appointment

Therefore, before the meeting will vote for the election would like to inform the meeting that 3 directors were nominated for appointment in this meeting no director is a director of another company operating the same business and in competition with the company.

Therefore, it is proposed that the shareholders' meeting consider the election of all 3 directors, whereby shareholders can elect directors individually.

**Resolution** The shareholder meeting considered it was resolved to re-elect all 3 directors to serve as directors of the company for another term with the following votes:

**1. Mr.Somchai Apiwattanapron**

The shareholder meeting unanimously approved with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share equals 1 vote)</b>	<b>Percentage of shares attending the meeting and having the right to vote</b>
Agree	495,707,479	100.00
Disagree	0	0.00
Abstain	0	0.00
From 495,707,479 votes attended the meeting and have the right to vote on this agenda		

## 2. Miss Nongnuch Kumchaithep

The shareholder meeting unanimously approved with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share equals 1 vote)</b>	<b>Percentage of shares attending the meeting and having the right to vote</b>
Agree	495,707,479	100.00
Disagree	0	0.00
Abstain	0	0.00
From 495,707,479 votes attended the meeting and have the right to vote on this agenda		

## 3. Miss Wanna Sakulchaimongkol

The shareholder meeting unanimously approved with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share equals 1 vote)</b>	<b>Percentage of shares attending the meeting and having the right to vote</b>
Agree	495,707,479	100.00
Disagree	0	0.00
Abstain	0	0.00
From 495,707,479 votes attended the meeting and have the right to vote on this agenda		

Therefore, the Board of Directors of the year 2024 totaling 9 people by the following name list:

1. Mr. Somchai                      Apiwattanaporn                      Chairman
2. Mr. Theerachai                      Leenabanchong                      Vice-Chairman of the Board Director
3. Mr. Worawit                      Siriwatwimol                      Chairman of the Audit Committee,  
Chairman of the Recruitment and Remuneration  
Committee, and Independent Director
4. Mr. Wichain                      Sopanpanichkul                      Company Director, Audit committee,  
Recruitment and Remuneration Committee,  
and Independent Director
5. Mr. Aniwut                      Pongpaijit                      Company Director, Audit committee,  
and Independent Director
6. Miss Laphassarin                      Kraiwongwanitrungr                      Company Director, Chairman of Executive Director,  
Recruitment and Remuneration Committee,  
and Managing Director
7. Mr. Siriphong                      Vongvuttipornchai                      Company Director
8. Miss Wanna                      Sakulchaimongkol                      Company Director

Continue Pages 11 / 9. Miss Nongnuch

9. Miss Nongnuch Kumchaithrep Company Director, Executive Director,  
Factory Director and Financial Accountant,  
and Company Secretary

By Mr.Worawit Siriwatwimol, Mr.Wichain Sopanpanichkul, and Mr.Aniwut Pongpajit are independent directors and audit committee members of the company.

**Agenda 5 To set the remuneration of the Board of Directors the for the year 2024**

Mr.Somchai Apiwattanaporn, the chairman of the meeting, assigned Miss Laphassarin Kraiwongwanitrungr, the Executive Director, Company Director, Recruitment and Remuneration Committee and Director Managing are the reporters.

Miss Laphassarin Kraiwongwanitrungr, the Executive Director, Company Director, Recruitment and Remuneration Committee and Director Managing informed to the meeting that according to the Company's Articles of Association, Article 16, it is stated that the Company's directors have the right to receive remuneration for performing their duties. The remuneration includes salary, meeting allowances, allowances, bonuses. In 2023, the remuneration of directors which was approved by the 2023 Annual General Meeting of Shareholders is in the amount of 1,800,000 baht for the year 2023, the company has paid remuneration to the directors in the total amount of 1,020,000. - baht

In this regard, the Company summarized the amount paid to the Board of Directors individually in the Annual Report 56-1 One Report 2023 as shown in Attachment No.1 on the topic of shareholding structure and management, subject to meeting attendance and individual remuneration of the Board of Directors.

For the year 2024, the Board of Directors agreed with the Nomination and Remuneration Committee's proposal, agreeing that the directors' remuneration for the year 2024 should be set at 1,800,000 baht (one million - eight hundred thousand baht), which is equal to the year 2023, not including compensation or benefits that company directors receive as employees or employees of the company which is scheduled to be paid on a per-time basis and there are additional conditions in the consideration of special annual compensation. If the company has good operating results. However, this must not exceed the limit of 1,800,000 baht per year by carefully screening for suitability in various respects and compare references from the same industry and economic conditions Including the suitability of the details are as follows:

Continue Pages 12 / 1. Monetary

1. Monetary Compensation: Meeting allowance

(1) The Board of Directors (all times attendance)

- Meeting allowance for the Chairman of the Board of Directors at 30,000 baht per time, for the Chairman of the Board of Directors who receives the Company's regular salary or is a person who receives a salary from an affiliated company will receive the meeting allowance for attending the meeting at 20,000 baht instead.
- Board meeting allowance of 20,000 baht per time, for any director who receives a regular salary or those who receive salaries from affiliated companies, will receive a meeting allowance of 5,000 baht for attending the meeting instead.

(2) Audit Committee (all times attendance)

- Meeting allowance for the Chairman of the Audit Committee 25,000. - baht per time.
- Audit Committee meeting allowance of 15,000. - baht per time.

(3) Recruitment and Remuneration Committee (all times attendance)

- Meeting allowance for the Chairman of the Recruitment and Remuneration Committee at 25,000. - baht per time, for the Chairman of the Recruitment and Remuneration Committee who receives the Company's regular salary or is a person who receives a salary from an affiliated company will receive the meeting allowance for attending the meeting at 20,000 baht instead.
- Board meeting allowance of the Recruitment and Remuneration Committee at 15,000. - baht per time, for Recruitment and Remuneration Committee who receives the Company's regular salary, or a person who receives a salary from an affiliated company will receive the meeting allowance for attending the meeting at 5,000 baht instead.

(4) Executive (all times attendance)

- The meeting allowance for the Chairman of the Executive Committee is 15,000 baht per time, for the Chairman of the Executive Committee who receives the company's regular salary or is a person who receives a salary from an affiliated company will not receive the meeting allowance.
- The meeting allowance for the Executive Committee is 10,000 baht per time, for the Executive Committee who receives the company's regular salary or a person who receives a salary from an affiliated company will not receive the meeting allowance.

Continue Pages 13 / 2. Other

2. Other compensation or other benefits, the company has additional considerations for special annual compensation if the company has good operating results. However, this must not exceed the limit of 1,800,000 baht per year by carefully screening for suitability in various respects and compare references from the same industry and economic conditions including the appropriateness of the number of the board of directors. There is no policy to provide compensation other than compensation as a director or employee that is normally received from the company no shares, debentures or other securities are given to the directors and executives of the company.

This will take effect from January 1, 2024, onwards until there is a resolution to change otherwise.

Therefore, it is proposed that the shareholders' meeting consider and approve the directors' remuneration for the year 2024 at the rate detailed above.

**Resolution** The shareholder meeting considered There was a unanimous decision approved the determination of directors' remuneration for the year 2024 as proposed by the Board of Directors with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share equals 1 vote)</b>	<b>Percentage of shares attending the meeting and having the right to vote</b>
Agree	495,707,479	100.00
Disagree	0	0.00
Abstain	0	0.00
From 495,707,479 votes attended the meeting and have the right to vote on this agenda		

**Agenda 6 To consider and appoint the Company's auditor and fix the auditor's fee for the year 2024**

Mr.Somchai Apiwattanaporn, the chairman of the meeting, assigned Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department are the reporters.

Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department informed the meeting that according to Section 120 of the Public Limited Companies Act B.E 2535 (1992) appoint an auditor and determine the audit fee of the company every year. In appointing an auditor, the former auditor may be appointed, and Article 44 of the Company's Articles of Association stipulates that the auditor must not be a director, employee, or person holding any position in the Company.

For the year 2024, the Audit Committee has considered selecting auditors for the new accounting firm which is on the list of auditors approved by the Securities and Exchange Commission. In considering the selection of new auditors' Various qualities such as independence have been taken into account past work ability to provide suggestions and advice that are beneficial to the company. Therefore, it is considered appropriate to propose the appointment of auditors for the year 2024 as follows:

<u>Name - Surname</u>		<u>Certified Public Account No.</u>
1. Miss Susan	Eiamvanicha	4306 and/or
2. Mr. Suchart	Panitcharoen	4475 and/or
3. Miss Chuenta	Chommern	7570 and/or
4. Miss Wandee	Eiamvanicha	8210 and/or
5. Mr. Kiatisak	Vanithanun	9922

of the office of SP Audit Co., Ltd. as the auditor for the year 2024 for the 5th year due to being an expert There are generally accepted inspection standards. They are independent and have good work standards. Sufficient support team and has complete qualifications according to the Company's Articles of Association and regulations of the Securities and Exchange Commission and considered to approve the remuneration as follows:

<b>Details</b>	<b>Amount (Baht)</b>	<b>Amount (Baht)</b>
	<b>The year 2024</b>	<b>The year 2023</b>
Review of Financial Statements 1 <sup>st</sup> Quarter	210,000.-	210,000.-
Review of Financial Statements 2 <sup>nd</sup> Quarter	210,000.-	210,000.-
Review of Financial Statements 3 <sup>rd</sup> Quarter	210,000.-	210,000.-
Yearly Auditor Fees	735,000. -	735,000. -
<b>Total</b>	<b>1,365,000.-</b>	<b>1,365,000.-</b>

The Company's certified auditor will be one of the auditors or the authorized auditor on behalf of the Office of SP Audit Co., Ltd. to ensure that the financial statement preparation process will be able to complete the audit on time.

In this regard, the auditors listed above have no relationship or interest with the company/subsidiaries/executives/ major shareholders or those related to such persons in any way. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements. In this regard, the Company has no subsidiary.

Continue Pages 15 / Incidentally,

Incidentally, even though the auditors of the Company and the parent company are auditors and belong to the same office. The Audit Committee and the Board of Directors are confident that the auditors will be able to prepare the financial statements of the Company and its parent company on time. Since the auditor will arrange a meeting with the management to systematically plan the audit and determine the audit period in advance.

Therefore, it is proposed that the shareholders' meeting consider and approve the appointment of the auditor for the year 2024 and determine the audit fee for the year 2024 in the amount of 1,365,000. - Baht.

**Resolution** The shareholder meeting considered there was a unanimous decision approval for appointment of auditors is

	<u>Name - Surname</u>	<u>Certified Public Account No.</u>
1.	Miss Susan Eiamvanicha	4306 and/or
2.	Mr. Suchart Panitcharoen	4475 and/or
3.	Miss Chuenta Chommern	7570 and/or
4.	Miss Wandee Eiamvanicha	8210 and/or
5.	Mr. Kiatisak Vanithanun	9922

of the office of SP Audit Co., Ltd. As the auditor for the year 2024 and approved the audit fee for the year 2024 in the amount of 1,365,000. – baht with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share equals 1 vote)</b>	<b>Percentage of shares attending the meeting and having the right to vote</b>
Agree	495,707,479	100.00
Disagree	0	0.00
Abstain	0	0.00
From 495,707,479 votes attended the meeting and have the right to vote on this agenda		

**Agenda 7 Consider and approve an increase in the company's registered capital and amending Section 4 of the Company's Memorandum of Association to reflect the increase in registered capital**

Mr.Somchai Apiwattanaporn, the chairman of the meeting, assigned Miss Laphassarin Kraiwongwanitrungrung, the Executive Director, Company Director, Recruitment and Remuneration Committee and Director Managing are the reporters.

Continue Pages 16 / Miss Laphassarin

Miss Laphassarin Kraiwongwanitruong, the Executive Director, Company Director, Recruitment and Remuneration Committee and Director Managing informed the meeting that the company needed to increase registered capital to be used as working capital of the business and/or to support future investment expansion and/or for other purposes as the Board of Directors or the Executive Committee deems appropriate. The Company therefore intends to increase the registered capital of the Company from the registered capital of 686,457,172.50 baht to a new registered capital of 823, 748,614.50 baht by issuing new common shares of not more than 274,582,884 shares with a par value per share 0.50 baht to support the capital increase by General Mandate, amounting to 274,582,884 shares (representing 30 percent of the paid-up capital as of the date the Board of Directors resolved to approve the capital increase), as details appear in the attachment report on capital increase (F53-4) (according to Attachment No. 5) and amend Section 4 of the Company's Memorandum of Association to be consistent with the increase in registered capital of the Company using the new text as follows:

“Item 4. Registered capital amount 823,748,614.50 baht (Eight hundred twenty three million seven hundred forty-eight thousand six hundred fourteen-baht fifty satang)

Divided into 1,647,497,229 shares (One billion six hundred forty-seven million four hundred ninety-seven thousand two hundred twenty-nine shares)

Value per sharer 0.50 baht (Fifty satang)

Divided into

Common shares 1,647,497,229 shares (One billion six hundred forty-seven million four hundred ninety-seven thousand two hundred twenty-nine shares)

Preference shares - shares (-shares)

In this regard, the person assigned by the Board of Directors shall register the amendment of the memorandum of association at the Department of Business Development Ministry of Commerce has the power to edit and add words or take any action to comply with the registrar's orders.

Therefore, I would like to propose that the shareholders' meeting consider approving the increase in the registered capital of the company and amending Section 4 of the Company's Memorandum of Association to reflect the increase in registered capital.

Continue Pages 17 / **Resolution**

**Resolution** The shareholder meeting considered there was a unanimous resolution to approve the increase in the company's registered capital and amend Clause 4 of the Company's Memorandum of Association to reflect the increase in registered capital with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share equals 1 vote)</b>	<b>Percentage of shares attending the meeting and having the right to vote</b>
Agree	495,707,479	100.00
Disagree	0	0.00
Abstain	0	0.00
From 495,707,479 votes attended the meeting and have the right to vote on this agenda		

**Agenda 8 Consider approving the allocation of additional shares to support the capital increase under the General Mandate**

Mr.Somchai Apiwattanaporn, the chairman of the meeting, assigned Miss Laphassarin Kraiwongwanitruong, the Executive Director, Company Director, Recruitment and Remuneration Committee and Director Managing are the reporters.

Miss Laphassarin Kraiwongwanitruong, the Executive Director, Company Director, Recruitment and Remuneration Committee and Director Managing informed the meeting that to support the capital increase by General Mandate, amounting to 274,582,884 shares, with a par value of 0.50 baht per share, under conditions and proportions as specified by relevant regulations.

Therefore, in the 2024 Annual General Meeting of Shareholders, the Company requests approval for the allocation of additional ordinary shares of the Company General authorization form ( General Mandate ) with the following details:

<b>Allocated to</b>	<b>Securities type</b>	<b>Number of shares</b>	<b>Percentage per Paid-up capital<sup>1</sup></b>	<b>Notes</b>
Right Offering (RO) or	Common Stock Preferred Stock	274,582,884 -	30.00 -	Please see the notes. and / or
Public Offering (PO) or	Common Stock Preferred Stock	- -	- -	Please see the notes. and / or
Private Placement (PP)	Common Stock Preferred Stock	91,572,628	10.00	Please see the notes (not exceed 10 percent)

<sup>1</sup> Percentage to paid-up capital as of the date the listed company's board of directors resolved to increase capital by General Mandate.

Using various conditions of allocation, including assignment to the Board of Directors and/or Executive Committee and/or Chairman of the Executive Committee and/or Managing Director and/or persons assigned by the Board of Directors. Has the authority to consider the criteria for valuation of the value of consideration received in lieu of cash by referring to the book value and/or the value of consideration from the report of the property appraiser in the capital market and the main appraiser or a financial advisory company that has received approval from the Office of the Securities and Exchange Commission and others in allocating additional common shares of the company.

Therefore, we would like to propose that the shareholders' meeting consider approving the allocation of additional shares to support the capital increase under the General Mandate.

**Resolution** The shareholder meeting considered and received a resolution of not less than three-fourths of the shareholders who attended the meeting and had the right to vote approve the allocation of additional shares to support the capital increase under the General Mandate with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share equals 1 vote)</b>	<b>Percentage of shares attending the meeting and having the right to vote</b>
Agree	495,707,379	99.9999
Disagree	100	0.0001
Abstain	0	0.00
From 495,707,479 votes attended the meeting and have the right to vote on this agenda		

**Agenda 9 Other business (if any)**

Mr. Somchai Apiwatthanaporn, Chairman of the meeting inform to the meeting that Currently, various agendas as specified in the shareholder meeting invitation letter, it has been completely and completely considered by the shareholder meeting. There were shareholders asking questions about various issues as follows:

**Mr. Supeeranat Kaweerat : Proxy**

I have learned to ask: Thai Investors Association there is a policy offered listed company in the Stock Exchange of Thailand Organize a general / extraordinary meeting of shareholders via On-site meeting and Online simultaneously or called Hybrid in order to conveniently meet, communicate and ask questions between shareholders, executives and the Board of Directors, which is consistent with circular letter of The Securities and Exchange Commission (SEC ) at SEC No. (W) 2/2024 , subject : Requesting cooperation regarding holding a general meeting of shareholders, dated January 10 , 2024, would like to present Please consider the proposal for organizing a hybrid meeting according to the policy of the Thai Investors Association above.

Continue Pages 19 / Using various

Miss Laphassarin Kraiwongwanitrunng : Manging Director

Has been explained as follows: Such opinions will be discussed and considered by the company at the next shareholder meeting.

When no shareholder had additional questions Chairman of the meeting said to the meeting that on behalf of the Board of Directors and executives thank you to all shareholders who took the time to attend today's meeting and would like to close the meeting now.

The meeting was adjourned at 11:41 a.m.

- Somchai Apiwattanaporn -

(Mr. Somchai Apiwattanaporn)

The chairman of the meeting

Certified true and correct

- Nongnuch Kumchaithep -

- Laphassarin Kraiwongwanitrunng -

(Miss Nongnuch Kumchaithep)

(Miss Laphassarin Kraiwongwanitrunng)

Director and Company Secretary

Managing Director