# (Translation)

# Minutes of the Annual General Meeting of Shareholders 2022 UOB Kay Hian Securities (Thailand) Public Company Limited

## Date, Time and Place

The Meeting was held on 29<sup>th</sup> April 2022 at 14.00 hours at UOB Kay Hian Securities (Thailand) Public Company Limited, No. 130-132 Sindhorn Tower 1, the Training Meeting Room, 3<sup>rd</sup> Floor, Wireless Road, Lumpini, Pathumwan Bangkok.

## The Meeting started at 14.05 hours.

Mr. Monthon Ploysophon was engaged to act as the meeting moderator. According to the requirements for the COVID-19 pandemic, the Company was concerned for the health of all Company's shareholders and set Guidelines to prevent the infection of COVID-19 at the Annual General Meeting 2022, in line with the measures of the Department of Disease Control, Ministry of Public Health as stated below:

- 1. Before Meeting
  - 1.1 Screening of the participants by taking the temperature, doing assessment and observation by Company's staff of participants who have fever and /or respiratory symptoms before the meeting.

Guidelines: The Company reserves the right not allowed to attend the meeting in the following cases.

- In case of participants have one of the following symptoms including, but not limited to, fever (with a temperature 37.5 degree Celsius or higher), cough, sore throat, sneezing and runny nose,
- In case of participants, showing symptoms of fever, or anyone who has returned from a high-risk country less than 14 days before the meeting

Accordingly, participants could grant the proxy to the Company's Independent Directors in order to vote on your behalf. Questions for each agenda items can be submitted in advance as usual.

- 1.2 The Company will provide a hand-washing point or adequate alcohol disinfectant gel in the meeting venue, especially in areas with a lot of common uses such as meeting rooms, registration points and etc.
- 1.3 The Company will emphasize the venue staff to clean equipment and common uses area with liquid detergent, cleanser and /or 70% alcohol regular basis.

2. During Meeting: The Company requested the participants who were admitted to the Annual General Meeting of Shareholders to abide by the following recommendations;

- 2.1 Wear a facemask at all time;
- 2.2 Wash your hands often with soap or hand sanitizer;
- 2.3 Avoid touching your eyes, nose and lips with unwashed hands;
- 2.4 Avoid sharing items with other people;
- 2.5 Leave the meeting immediately if they develop a fever, cough, runny nose, sore throat or breathing difficulties;

3. After Meeting: The Company encouraged the participants to wash their hands with soap and /or alcohol gel sufficiently after the meeting finished.

For registration and seating in the meeting room, the Company had set the distance according to the social distancing measures and in the event that the seats in the meeting room were full, the Company requested the cooperation of the shareholders in the granting of a proxy for the meeting or sent a voting card when registration was completed instead of attending the meeting in person.

The Company was well aware of and concerned with the risk of infection at shareholders' meeting as well as the safety of the meeting attendants and not contradict the laws and public announcements, and therefore, kindly be informed the shareholders via SET Link system of the following measures:

- 1. For shareholders or proxies who belong to the high risk group i.e. those recently travelled to or returned from high risk countries as announced by the Ministry of Public Health or have been in close or touch with people who travelled from other within 14 days before the date of meeting or show respiratory symptoms or having a fever a body temperature of 37.5 degrees Celsius or higher and or in the case of encountering high risk individuals, the Company reserves the rights to refuse their attendance at the meeting. In this connection, such shareholders can authorize others or the Company's independent directors to attend the meeting on their behalf.
- 2. Shareholders can submit the authorization documents or ask questions about the meeting regulations agenda at the Company Secretary or Investor Relations Department per the Company's address as follows, UOB Kay Hian Securities (Thailand) Public Company Limited No. 130-132 Sindhorn Tower 1, 2nd 3rd Floor, Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Email: legal@uobkayhian.co.th
- 3. The Company shall provide alcohol gel to be accessible in front of the meeting room.
- 4. Each attendee will be required to stand at any queuing line for health screening, documents check and registration, with approximately at least 1 2 Meters space from each other, including the seats in the meeting room, this will significantly limit the number of 20 seats available in the meeting room. When the seats are fully occupied, shareholders can authorize others or the Company's independent directors to attend the meeting on their behalf. The Company kindly requests all meeting attendees to prepare your own facemask and wear a facemask at all time.

- 5. Neither food nor beverage will be served at the meeting; eating and drinking are strictly prohibited in the meeting venue.
- 6. On the meeting day, the Company kindly requests shareholders, who wish to ask questions, to write down and submit the question at the registration counter or in the meeting room instead of speaking through microphone. Paper note and pen shall be provided for convenience. For the questions that are not addressed during the meeting, the Company will post the answers on the website.
- Attendees shall be required to fill in the health declaration at the registration counter. Please note that concealment of health information or traveling record could be considered a violation of the Communicable Diseases Act B.E. 2558.

Due to concerns on travel restrictions following the outbreak of the Corona Virus (COVID-19), Mr. Tan Chek Teck and Ms. Oh Whee Mian presented in the meeting via electronic channel.

At the Board of Directors' meeting on February 25, 2022, Mr. Viroj Tangjetanaporn, Independent Director and Chairman of the Audit Committee had been appointed as the Chairman of the Board of Directors to replace Mr. Tan Chek Tek and Mr. Viroj Tangjetanaporn acted as the chairman of the shareholders' meeting.

At 14.05, there were 19 shareholders present at the Meeting in person and 8 shareholders by proxy; total 27 shareholder participants. These shareholders held 441,958,018 shares in total, representing 87.96 percent which was more than one-third of the total issued shares of the Company. (The total number of shares issued by the Company is 502,448,570 shares.) Thus, a quorum was formed in accordance with Clause 38 of the Company's Articles of Association.

Mr. Viroj Tangjetanaporn, the Chairman opened the Annual General Meeting of Shareholders for the year 2022.

Before going into the agenda, Chairman introduced the Board of Directors, Executives, Auditor and the Legal Advisor who attended the Meeting and the assigned representative to explain the voting procedures for each agenda.

### Board of Directors

Mr. Viroj Tangjetanaporn

Independent Director, Chairman of Board of Directors, Chairman of Audit Committee and Chairman of Risk Management Committee.

Mr. Somchat Chinthammit	Independent Director, Audit Committee Member,	
	Risk Management Committee Member and Chairman of Nomination	
	Remuneration and Corporate Governance Committee.	
Mr. Yothin Viriyenawat	Director, Executive Director and Credit Committee Member.	
Mr. Chaipat Nakmontanakum	Director, Chief Executive Officer, Risk Management Committee	
	Member and Chairman of the Credit Committee.	

### Directors attended the meeting via video conference.

Mr. Tan Chek Teck	Director.
Ms. Oh Whee Mian	Director, Executive Director and Nomination Remuneration and
	Corporate Governance Committee Member.

#### Absent Director who was unable to attend the meeting due to traveling abroad

Mr. Paiboon Julasaksrisakul	Independent Director, Audit Committee Member,					
	Risk	Management	Committee	Member,	and	Nomination
	Remuneration and Corporate Governance Committee Member.					

The ratio of 6 directors attending the meeting from 7 directors is considered 86 percent.

The ratio of 6 directors attending the meeting in person from 7 directors is considered 86 percent.

# Executives

Miss Srisunan Kongtragoolpitug	Chief Operating Officer
Mr. Nitiphon Sophonpokai	Executive Vice President: Business Development & Sale
	Support
Miss Suvimol Kespokeaw	Executive Vice President: Operations
Mr. Somdech Ruksomboon	Senior Vice President: Compliance

## 2021 Auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

Mr. Yongyuth Lertsurapibul (Attended the meeting via video conference)

# Legal Advisor from Dherakupt Law Office Company Limited

Mr. Boonrat Tonjaroen

In order to have a mediator who was free to be witness to verify the accuracy of counting the votes for each agenda, the Company invited Shareholders representative Miss Sawitree Sritrakul to be the inspector of the vote counting.

Clarification of the meeting operation and the vote counting method of the shareholders which must vote on each agenda as follows;

Pursuant to Clause 42 of the Company's Articles of Association, a resolution of the shareholders meeting should be made by Voting, and one share should be counted as one vote. One shareholder has the vote equal to the number of shares held or were appointed proxy, and the shareholders can vote to approve, disapprove or abstain on each agenda equal to the number of shares they hold or were appointed proxy by using the voting slip received at the registration.

The votes will be counted for shareholders who vote 'disapproved' or 'abstained' for each agenda by the raising of hand. The staff will collect the 'disapproved' and 'abstained' voting slip and deduct this against the total number of votes of shareholders attending the meeting. The remaining votes will be counted as approved votes.

The counting of votes according to the agenda is divided into 3 categories;

- Agenda that must be approved with a majority vote of the shareholders attending the meeting and having the right to vote which will calculate the voting base by counting all the votes of shareholders attending the meeting and having the right to vote which including agree, disagree and abstain.
- Agenda that must be approved with a vote of not less than two-thirds of the total votes of the shareholders attending the meeting which will calculate the vote base by counting all the votes of shareholders attending the meeting.
- Agenda that must be approved with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote which will calculate the voting base by counting all the votes of shareholders attending the meeting and having the right to vote which including agree, disagree and abstain.

Except for agenda 5 on re-election of directors retired by rotation, shareholders will be asked to vote on the re-election of the individual directors and the Company will collect the voting slips of those who voted 'disapproved' or 'abstained'. It will keep the votes of all those who 'approved' for to be in line with the guideline of holding good shareholders' meeting.

If the majority of votes approved and abide with the articles of association of the Company, the meeting should be deemed to agree or approve the agenda.

For shareholders who want to leave the meeting or will not be present in the meeting room during any of the agenda, they can vote by sending the voting slip to the staff before leaving.

Voting slip will be voided slip if the intent is not clear on the voting slip, such as voting in more than one choice or if there is a correction or cancellation in the voting slip without counter-signing against the correction or cancellation etc.

Before voting on each agenda, the Chairman will give the shareholders the opportunity to ask questions related to the agenda by asking shareholders to raise their hands and send the question in paper instead of asking through the microphone. The shareholders please always identify name – surname. Shareholders are requested to be concise in asking questions or commenting on the appropriate agenda and to give other shareholders their right to ask questions and to manage the meeting in appointed time. If shareholders have a question that is not in the agenda under consideration, they are requested to ask the question under 'Any Other Business' at the end of the meeting.

The Company will collect all shareholders' voting slips at the end of the meeting to substantiate the agenda voted on.

For the proxies who were attending the meeting on behalf of the shareholders who have voted disapproved or abstained in the proxy form, the Company has already recorded such votes since the registered proxy has attended the meeting.

Subject to inform the shareholders as follows:

The summary of the criteria for minority shareholders propose agenda and the name of nominating director in advanced for Annual General Shareholders' meeting 2022, pursuant to Section 89/28 of the Securities and Exchange Act (No.4) B.E. 2551, the Company should treat all shareholders with fairness and equitability. In this regard, the opportunity for minority shareholders to propose the agenda in advance is part of Company's good corporate governance for the purpose of providing equal and fair treatment to all shareholders.

To ensure that procedure and method for consideration were made clear and transparent, the Company had established the criteria for minority shareholders to propose the agenda in advance which would be duly considered by the board of directors. The criteria were posted on the Company's website (http://www.utrade.co.th) from November 1 until December 31, 2021.

The summary from the above criteria had indicated that no shareholders had proposed any agenda or nominate director for Annual General Shareholders' meeting 2022.

The Chairman then proposed the meeting to consider the matters on the agenda as follows:

#### Agenda 1 To acknowledge the report on the Company's operating results for the year 2021.

The Chairman proposed to the Meeting to acknowledge the report on the Company's operating results for the year 2021 was shown in the attached Annual Report which had been distributed to the shareholders together with this meeting notice.

Board's opinion: The meeting should acknowledge the report on the Company's operating results for the year 2021.

This agenda was for shareholders' acknowledgment, voting was not required.

Before reporting the Company's operating results, the Company would like to inform the meeting that with regard to the project alliance with Thailand's Private Sector Collective Action Coalition against Corruption, the Company signed to participate in the Project and also had a policy of Anti-Corruption declared on November 13, 2015. Subsequently, the Company qualified for certification from the committee of Thailand Institute of Directors which had resolution to extend in Q3/2020 on December 31, 2020 the certificate will be valid for 3 years until December 31, 2023. Kindly be informed accordingly.

The Chairman assigned Mr. Chaipat Nakmontanakum, CEO, to report on the Company's operating results for the year 2021.

No more questions from shareholders.

The Meeting acknowledged the report on the Company's operating results for the year 2021 as proposed.

This agenda was for shareholders' acknowledgment, voting was not required.

#### Agenda 2 To approve the Company's financial statement for the year ended 31 December 2021.

The Company's financial statements for the year ended 31 December 2021 were audited by the Auditor, the details of the financial statement were in the attached Annual Report distributed to the shareholders together with the notice.

7

Board's opinion: The Meeting should approve the financial statements for the year ended 31 December 2021 which had been audited by the Auditor and reviewed by the Audit Committee as proposed. The Board of Directors had also endorsed the financial statements.

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

The Chairman assigned Mr. Chaipat Nakmontanakum, CEO, to report on the Company's Performance of the year ended 31 December 2021.

No more questions from shareholders.

**Resolved** The Meeting resolved that the financial statements for the year ended 31 December 2021 which had been audited by the Auditor and reviewed by the Audit Committee as proposed. The Board of Directors had also endorsed the financial statements, be approved as proposed. The vote result was as follows:

		Percentage of voting rights		
Votes	Number of Votes	exercised by the shareholders		
		present and cast the vote (%)		
1. Approved	441,958,017	100.00		
2. Disapproved	0	0.00		
3. Abstained	1	0.00		
4. Voided	0	0.00		

### Agenda 3 To approve the profit apportionment and dividend payment for the year 2021.

The Company's net profits for the financial year ended December 31, 2021 amounted to Baht 381,045,224. The Company has no accumulated losses. Therefore, the Company may consider paying dividends to the shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535. Pursuant to the policy on dividend for the payment of minimum 20% of the remaining net profit after deducting all reserves specified by the laws and provided that there are no negative business or economic factors prevailing at that time that will significantly affect the business operations of the Company.

Approval for payment of dividend of Baht 0.007 and Baht 0.10 per share to the holders of the Company's ordinary shares from the Company's operating results in respect of the financial years

ended December 31, 2019 and 2020, respectively had been granted in previous years. The total dividend amount was Baht 3,517,139.99 for financial year 2019 and Baht 50,244,857 for financial year 2020 which was equal to 22.08% and 20.97% of the net profit, respectively. The Company is required to allocate a portion of annual net profit as a reserved fund in the amount not less than 5% of the annual net profit less the accumulated loss brought forward (if any) until the reserved fund attains the amount not less than 10% of the registered capital prescribed by laws in accordance with Section 116 of the Public Limited Companies Act B.E.2535 and Article 51 of the Company's Articles of Association. The Company currently has in reserves Baht 50,244,857, which is equal to 10% of the registered capital.

The Board considered and proposed that the dividend payment from the 2021 operating results of Baht 0.16 per share and the total amount Baht 80,391,771.20 which was in line with the dividend payment policy of the Company that a dividend equivalent to no less than 20% of the net profit after deducting all reserves required by laws and provided that there were no negative business or economic factors prevailing at that time that would significantly affect the business operations of the Company, be proposed to the shareholders for approval.

The Company would pay dividend to shareholders whose names appear in the share register book according to the article of association of the Company. The record date for the right to receive dividend payment should be recorded on 14 March 2022 and the date for dividend payment date on 26 May 2022, respectively. The dividend payment has uncertainty to pay due to it must be waited for approval by Shareholders in Annual General Meeting.

Board's opinion: The meeting should approve the annual dividend payment for 2021 of 0.16 Baht per share and the total amount Baht 80,391,771.20 which is in line with the dividend payment policy of the Company. If approved, the dividend and shall be payable on May 26, 2022. The shareholders entitled to receive the dividend are per the shareholder list on the Record Date, March 14, 2022.

The dividend payment will be subject to approval by Shareholders in the Annual General Meeting.

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

No more questions from shareholders.

**<u>Resolved</u>** The Meeting resolved that the dividend payment for 2021 of 0.16 Baht per share and the total amount Baht 80,391,771.20 which is in line with the dividend payment policy of the

Company. The Company did not allocate any additional amount to the legal reserve because the Company's reserves total of Baht 50,244,857 is equal to 10 percent of the registered capital. The dividend should be payable on May 26, 2022. The shareholders entitled to receive the dividend were per the shareholder list on the Record Date, March 14, 2022., respectively, as proposed be approved. The vote result was as follows:

		Percentage of voting rights		
Votes	Number of Votes	exercised by the shareholders		
		present and cast the vote (%)		
1. Approved	441,958,017	100.00		
2. Disapproved	0	0.00		
3. Abstained	1	0.00		
4. Voided	0	0.00		

#### Agenda 4 To approve the appointment of directors replacing those retired by rotation.

Pursuant to the Public Limited Companies Act B.E. 2535 and Article 18 of the Company's Articles of Associations, one-third of the Company's directors must be retired on each Annual General Meeting of Shareholders. Those directors to be retired by rotation in 2022 are as follows:

- Mr. Somchat Chinthammit Independent Director, Member of the Board, Chairman of the Nomination Remuneration and Corporate Governance Committee, Member of the Audit Committee and Member of the Risk Management Committee.
- 2. Mr. Paiboon Julasaksrisakul Independent Director, Member of the Board, Member of the Nomination Remuneration and Corporate Governance Committee, Member of the Audit Committee and Member of the Risk Management Committee.

During the period November 1, – December 31, 2021 when the Company provided an opportunity to minority shareholders to propose nominate qualified candidate(s) for the directorship; there was no proposal from minority shareholders for consideration.

The NRC Committee considered, in accordance with the Company's Nomination Guidelines as approved by the Board of Directors, which requires that the Committee nominate persons who are qualified as directors with relevant expertise and experience, including the chartered directors from the Director Pool, by taking into consideration the qualification of candidates as stipulated by the relevant laws and the Company's Articles of Association, as well as attributes of leadership, far-sighted vision, and ability to express their opinions independently. In addition, the Committee also took into account diversity and composition of knowledge and particular professional skills that are needed or missing.

2 candidates who are retiring Directors have been proposed. The NRC Committee considered qualifications of each individual candidate and propose to the Board the re-election of the following 2 retiring Directors, namely Mr. Somchat Chinthammit and Mr. Paiboon Julasaksrisakul as the Directors of the Company for another term since they are eminent individuals with expertise in the management of the organization, economics and investment. In addition, they have various experiences pertinent to business strategies of the Company, together with attributes of leadership, far-sighted vision, good morals and ethical principles, clear and unblemished career records, and had performed their duties well as Directors.

The selection process of the NRC Committee would take into consideration the education, experience, career expertise and the performance of the director in his previous term. Therefore, the NRC Committee recommends that Mr. Somchat Chinthammit and Mr. Paiboon Julasaksrisakul who would retire by rotation be re-elected as the directors of the Company for another term.

Details about age, percentage of shareholding, educational background, work experiences, and Board of Directors' meeting attendance for each director are provided in Enclosure 2.

For scope of duty and responsibility of the Board of Directors and of other committees, they are in the 2021 Annual Report under the title "Management Structure". The definition of Independent Director is provided in Enclosure 4.

Noted: The Article of Association of the Company stipulates voting procedure as follows.

17. A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

(1) Each shareholder has one vote for each share held;

(2) A shareholder may cast votes for each individual director or a group of directors as determined by a meeting of shareholders. In casting the votes, each shareholder must cast all the votes he/she has under sub-clause (1) above in electing the individual director or the group of directors, as the case may be, in which case those votes are not divisible; and

11

(3) The election of directors requires a resolution of shareholders passed by a majority vote. In the case of an equality of votes, the Chairman of the meeting must exercise a casting vote.

Board's opinion: The Board of Directors, excluding directors who are due to retire by rotation at the 2022 Annual General Meeting of Shareholders, has considered the names of persons nominated through the NRC Committee's nomination process as well as meticulously and carefully consider and scrutinize the qualifications, education, professional experience, and performance of the directors in the previous agenda individually, the Board of Directors was of view that the proposed directors are appropriately qualified without prohibited characteristics under any applicable rules and laws, have knowledge, skills and expertise which will be benefits the organization, business ethic, vision, and good attitude toward the Company, and are able to devote their full capability for the interests of the Company and able to provide opinions on an independent basis in accordance with the relevant rules and regulations. Therefore, it was resolved to propose to the shareholders' meeting to elect 2 directors who are due to retire by rotation, namely Mr. Somchat Chinthammit and Mr. Paiboon Julasaksrisakul who would retire by rotation be re-elected as the directors of the Company for another term.

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

No more questions from shareholders.

Before voting, directors who would retire by rotation were invited to the reception room so that the shareholders were free to vote.

**<u>Resolved</u>** The Meeting resolved that Mr. Somchat Chinthammit and Mr. Paiboon Julasaksrisakul who would retire by rotation be re-elected as the directors of the Company for another term, be approved as proposed. The vote results for individual director were as follows:

Votes	Number of Votes	Percentage of voting rights
		exercised by the shareholders
		present and cast the vote (%)
1. Approved	,441745,015	99.95
2. Disapproved	2	0.00
3. Abstained	213,001	0.05
4. Voided	0	0.00

1) Mr. Somchat Chinthammit

# 2) Mr. Paiboon Julasaksrisakul

		Percentage of voting rights		
Votes	Number of Votes	exercised by the shareholders		
		present and cast the vote (%)		
1. Approved	,441745,017	99.95		
2. Disapproved	0	0.00		
3. Abstained	213,001	0.05		
4. Voided	0	0.00		

The Chairman invited directors back to the meeting room and congratulated for the re-appointment for another term.

## Agenda 5 To consider the directors' remuneration for the year 2022.

Pursuant to Article 34 of the Company's Articles of Association, "The directors' fees and remuneration must be fixed by a meeting of shareholders." and pursuant to Section 90 of the Public Limited Companies Act, "... the Directors' remuneration payment shall be pursuant to the General Meeting's resolution, consisting of not less than two-third of total votes of shareholders, attending the Meeting."

The proposal for the remuneration of the directors had been carefully considered by the Nomination Remuneration and Corporate Governance Committee and the Board of Directors after taking into consideration remuneration in comparable industries and the complexity and profitability of the Company. The fees approved by the Board for independent directors and unauthorized directors attending each meeting for the year 2022 set out as follows;

Board of Directors' Meeting – Chairman 25,000 Baht / Time Member 20,000 Baht / Time, and other sub-committee such Audit Committee, Risk Management Committee and Nomination Remuneration and Corporate Committee - Chairman 10,000 Baht / Time Member 5,000 Baht / Time with no other benefits.

Directors that serve as Company's management are not eligible for the meeting fees as those directors are compensated as Company's management position.

The compensation for the year 2022 is equal to 2021 and different from 2020, only in the part of the chairman of the board of directors that has been added and no other benefits, to be presented to the shareholders' meeting for approval.

Board's opinion: The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the remuneration of the Company's directors and sub-committees annually. Even though such criteria and remuneration rates have not changed from the approval of the shareholders' meeting. It is proposed to maintain the remuneration of the Company's directors and sub-committees for the year 2022 in accordance with the same rules and rates as proposed by the NRC Committee determine compensation and supervise the business, which is considered appropriate from the scope of duties. As well as comparative information in the same industry carefully and the Board has approved.

Vote required: Not less than two-thirds of the total number of votes of the shareholders present at the meeting.

No more questions from shareholders.

**<u>Resolved</u>** The Meeting resolved that The fees for independent director and unauthorised director attending each meeting for the year 2022 was as follows; Board of Directors' Meeting – Chairman 25,000 Baht per Time, Member 20,000 Baht per Time, and other sub-committee such Audit Committee, Risk Management Committee and Nomination Remuneration and Corporate Committee - Chairman 10,000 Baht per Time, Member 5,000 Baht per Time with no other benefits, be approved as proposed. The vote result was as follows:

Votes	Number of Votes	Percentage of voting rights	
		exercised by the shareholders	
		present(%)	
1. Approved	441,958,017	100.00	
2. Disapproved	0	0.00	
3. Abstained	1	0.00	
4. Voided	0	0.00	

#### Agenda 6 To consider the appointment of auditors and their remuneration for 2022.

Pursuant to Article 59 and 60 of the Company's Articles of Association, "The auditors must be appointed by the annual general meeting of shareholders each year. A retiring auditor is eligible for reappointment." and "The auditors' remuneration must be fixed by a meeting of shareholders" respectively. Pursuant to Section 120 of the Public Limited Companies Act, "the General Meeting shall appoint auditor and fix the remuneration for auditing every year. The same auditor is eligible for reelection." Furthermore, pursuant to Section 121 of the Public Limited Companies Act, "the auditor must not be Director, officer, employee, or anyone who retain any Company's position."

The Audit Committee had recommended the Board to propose to the shareholders' meeting the appointment of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as auditors of the Company for the year 2022. As such, the Board recommends to approve the appointment of Mr. Chavala Tienpasertkij, CPA No. 4301 and/or Mr. Yongyuth Lertsurapibul, CPA No. 6770 and/or Dr. Suwatchai Meakhaamnouychai CPA No. 6638 and/or Ms. Wilasinee Krishnamra, CPA No. 7098 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company of the year 2022, any one being authorized to conduct the audit and express an opinion on the annual financial statement of the Company. In the absence of the above-named auditors, Deloitte Touche Tomatsu Jaiyos Audit Co., Ltd. is authorized to identify one other Certified Public Accountant with Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to carry out the work. Their remuneration which is to be negotiated at group level will be at no more than Baht 2,300,000 per annum (excluded out of pocket expenses). Proposed audit fee for the year 2022 unchanged by comparing to 2021.

The proposed auditors have no relationship or stockholdings with the Company/management/major shareholder or relations of the said persons. They have been the auditors of the Company as follows;

Name	CPA N	lo. Appointed Y	ear
Mr. Chavala Tienpasertkij	4301	2013-2021	Signed the financial of the Company of
			2018 and 2019
Mr.Yongyuth Lertsurapibul	6770	2018-2021	Signed the financial of the Company of
			2020 and 2021
Dr. Suwatchai Meakhaamnouychai	6638	2018-2021	
Ms. Wilasinee Krishnamra	7098	2020-2021	

Board's opinion: The Meeting should approve the appointment of Mr. Chavala Tienpasertkij, CPA No. 4301 and/or Mr. Yongyuth Lertsurapibul, CPA No. 6770 and/or Dr. Suwatchai Meakhaamnouychai CPA No. 6638 and/or Ms. Wilasinee Krishnamra, CPA No. 7098 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company of the year 2022, any one being authorized to conduct the audit and express an opinion on the annual financial statement of the Company. In the absence of the above-named auditors, Deloitte Touche Tomatsu Jaiyos Audit Co., Ltd. is authorized to identify one other Certified Public Accountant with Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to carry out the work. Their remuneration which is to be negotiated at group level will be at no more than Baht 2,300,000 per annum (excluded out of pocket expenses) as proposed by the Audit Committee. This proposal has been subsequently endorsed by the Board of Directors.

15

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

No more questions from shareholders.

**Resolved** The Meeting resolved the appointment of Mr. Chavala Tienpasertkij, CPA No. 4301 and/or Mr. Yongyuth Lertsurapibul, CPA No. 6770 and/or Dr. Suwatchai Meakhaamnouychai CPA No. 6638 and/or Ms. Wilasinee Krishnamra, CPA No. 7098 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company of the year 2022, any one being authorized to conduct the audit and express an opinion on the annual financial statement of the Company. In the absence of the above-named auditors, Deloitte Touche Tomatsu Jaiyos Audit Co., Ltd. is authorized to identify one other Certified Public Accountant with Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to carry out the work. Their remuneration which is to be negotiated at group level will be at no more than Baht 2,300,000 per annum (excluded out of pocket expenses). This proposal had been subsequently endorsed by the Board of Directors., be approved. The vote result was as follows:

Votes	Number of Votes	Percentage of voting rights
		exercised by the shareholders
		present and cast the vote (%)
1. Approved	441,958,017	100.00
2. Disapproved	0	0.00
3. Abstained	1	0.00
4. Voided	0	0.00

#### Agenda 7 To consider any other business (if any)

According to the Public Limited Company Act B. E. 2535, Shareholders attending a meeting, who altogether hold shares not less one-third of the total number of shares sold of the Company, may propose the Meeting to consider the matter other than those indicated in the agenda.

The Board of Director's Opinion: The meeting should not consider any other matters proposed at the meeting. This is to comply with the Principles of Good Corporate Governance for Listed Companies 2017 and the Annual General Shareholders Meeting Assessment Project that the Meeting should consider only the issues already informed in advance for fairness of the overall shareholders.

The Chairman asked the shareholders, who attended the meeting if they had any inquiries.

The Chairman informed the Meeting that the Company would disclose the resolution of the General Meeting of Shareholders via the Stock Exchange of Thailand on the Meeting date and would post the minutes of the General Meeting of Shareholders on the Company website within 14 days after the Meeting date, as well as notifying all shareholders through the Stock Exchange of Thailand. If shareholders wish to make any corrections or provide additional views related to the minutes of the General Meeting date. Meeting of Shareholders, please inform the Company within 30 days after the Meeting date. More inquiries could be sent to the Investor Relations Unit or Corporate Secretary.

Since there was no other question, the Chairman expressed his gratitude to all shareholders for their support.

The Meeting was declared close 15.05 hours.

Signed <u>Signature</u> Chairman (Mr. Viroj Tangjetanaporn)

Signed <u>Signature</u> Recorder

(Mr. Pirahuht Usubzin)