

# (FOR TRANSLATION PURPOSE ONLY, THAI LANGUAGE TEXT WILL BE FOR OFFICIAL USE) Minutes of the Annual General Meeting of Shareholders for the Year 2023 of Big Camera Corporation Public Company Limited

# Date, Time and Venue of the Meeting

The Annual General Meeting of Shareholders for the Year 2023 (the "**Meeting** was held on Wednesday 26<sup>th</sup>April 2023 at 14.00 PM., by broadcasting the signal via Inventech Connect from the meeting room on the 1<sup>st</sup> floor at Big Camera Corporation Public Company Limited No. 115,115/1, Sawaddikarn1 Road, Nong Khaem, Bangkok 10160

# Directors in Attendance

1. Mr. Chan	Thienkanjanawong	Chairman (Chairman of the Meeting)
2. Mrs. Wankamon	Thienkanjanawong	Director
3. Mr.Thanasit	Thienkanjanawong	Director
4. Mr. Atit	Chunhachatrachai	Director
5. Dr. Suwit	Thaniyavan	Independent Director and Chairman of Audit Committee
6. Prof.Dr.Poomthan	Rangkakulnuwat	Independent Director and Audit Committee
7. Mrs.Haruthai	Sukying	Independent Director and Audit Committee

The Company has 7 directors and there are 7 directors attending the meeting or equivalent to 100% of the Board.

## Participating

1.	Ms. Chutima	Klongprateepphol	Chief Financial Officer
2.	Ms. Piyaporn	Sripornsawan	Legal Advisor and Company Secretary

## Auditor from EY Office Limited

1. Miss Krongkaew Limkittikul

## Commencement of the Meeting at 14:00 pm.

Dr.Niwan Tueanjaiya (the "meeting moderator") notified the preliminary information of Big Camera Corporation Public Company Limited (the "Company") to the Meeting as follows:

Registered capital	352,877,880	Baht
Paid-up capital	352,877,880	Baht
Divided into	3,528,878,800	Shares
With the par value of	0.10	Baht



The meeting moderator informs about the meeting that The company will proceed to collect, use and disclose personal information including still images voices and video of all attendees for recording and preparation of meeting minutes management of the meeting, etc. and would like to clarify the method and criteria for the meeting as follows:

- To vote at the meeting Shareholders will have votes equal to the number of shares they hold. and proxies, 1 share equals 1 vote.

- 1 shareholder has the right to vote for agree, disagree, or abstain one way only. Except for custodian shareholders who can split their votes.

- For Agenda 7 the appointment of directors to replace those retiring by rotation and Agenda 8 the appointment of new directors will use the method of election on an individual basis to comply with good corporate governance principles.

The meeting moderator additionally notified on the voting procedures and the counting of votes as follows:

- The meeting will consider the matters in order of the agenda specified in the meeting invitation letter, by presenting information in each agenda and giving shareholders an opportunity to ask questions before voting and will notify the result of the vote to the meeting when the votes are counted in that agenda finish in order.
- 2. Vote let the shareholders choose the agenda they want to vote. Then press the "Vote" button, the system will display all 3 voting channels, namely Agree, Disagree and Abstain.

If shareholders do not vote. The system will calculate your vote plus the approval vote. However, Shareholders can change their voting until the voting is closed.

For shareholders or many proxies, the system will display all names of proxies by voting separately for each user account.

If wishing to cancel the vote, press the "Cancel Vote" button for any shareholder who has not voted within the specified time. The company will assume that the shareholder agrees with that agenda and voting can be edited until there is a notice to close voting for that agenda. The Company gives voting time of 1 minute and when the voting results for each agenda are closed the result of that agenda will be announced to the meeting later.

- 3. In the case of shareholders accepting proxies from many shareholders press to select the menu "Account" and click on the "Change Account" button to access other shareholders' accounts. The system will not remove votes from the meeting base.
- 4. The votes of the number of shareholders in each agenda may not be equal because the shareholders and proxies gradually entered the meeting room therefore, the number of attendees in each agenda may not be equal.
- 5. Shareholders who make a proxy for others to attend the meeting and is a voting form according to the wishes of the shareholders. The Company used the votes of agreeing, disagreeing or abstaining according to the



wishes of the shareholders. It has already been included in the registration for voting according to the agenda.

- 6. The counting of votes for each agenda is as follows: Agenda 1, Agenda 3, Agenda 4, Agenda 5, Agenda 7 and Agenda 8 by majority votes of the shareholders who attend the meeting and cast their votes. Agenda 6 must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting and have the right to vote and Agenda 9 must be approved by a vote of not less than thirds-fourths of the total number of votes of the shareholders attending the meeting and have the right to vote. However, in the event that there is no objection opinion or leave a comment otherwise shall be deemed that the meeting approves or unanimously approved.
- 7. In case a shareholder wishes to leave the meeting before closing the voting for any agenda Shareholders' votes will not be counted as a quorum for such agenda and the votes will not be counted immediately in the remaining agenda. However, leaving the quorum in any agenda will not disqualify the shareholders' rights or proxies to return to the meeting and vote on the next agenda in the system.
- 8. Asking questions or expressing opinions in the meeting room

Before voting on each agenda the company will give the meeting participants an opportunity to ask questions or express opinions on issues related to that agenda as appropriate by selecting the agenda that would like to ask questions or express opinions then press the "Question" button, which can be asked in 2 ways:

- Inquire through messages, you can type your desired inquiry then press the button "Send Question" whereby the company will answer questions in the meeting room on the agenda related to that question. However, if there are many questions sent in the company reserves the right to consider selecting questions as appropriate or

- Inquire via video and audio (vdo conference), you can pressing the button "Inquire via video and audio", then press "OK" to confirm the reservation. Once authorized by the staff, turn on your camera and microphone the attendees must inform their first and last names and status as a shareholder or proxy before asking questions every time for the company to be able to accurately and completely record in the minutes of the meeting.

In the event that shareholders have questions or comments beyond the agenda under consideration please ask or express opinions on other agenda items at the end of the meeting and kindly request the shareholders to comment or inquire more concisely and refrain from asking questions or expressing opinions on duplicate issues to give an opportunity other shareholders have exercised their rights as well. Therefore, the shareholders are kindly requested to cooperate in order for the meeting to go well and to manage the meeting within the specified time.

The company reserves the right to cut off the picture and sound of shareholders who ask questions or



make impolite comments or defame others or violating any laws Including infringement of the rights of others or disturbing the meeting or causing trouble to other attendees.

- 9. In the event that there are questions related to that agenda has been sent into the system a lot, in order to maintain the duration of the meeting disturb shareholders to ask questions via messages for the staff to answer questions or bring your questions to answer at the end of the meeting or bring it to answer on the company's website.
- 10. In case of shareholders having problems accessing the meeting system or voting system Please study and follow the instructions given together with the meeting invitation letter. Or select the "Help" menu in the system, you can contact Inventech Call Center staff from phone numbers and Line Official.
- 11. If there is a system failure during the meeting shareholders will receive an email to return to the meeting through the backup system.

In the meeting today, there were 8 shareholders presented in persons and 28 by proxies, totaling of 36 shareholders representing 2,514, 867,852 shares or accounting for 71.2653 % of the Company's total issued shares. The quorum of the meeting was thus constituted, by the Company's Articles of Association, the specification on the quorum regarding the shareholders' meeting stated that the number of shareholders and proxy of shareholders (if any) to attend the meeting shall not be less than 25 people or not less than half of the total shareholders. And the total shares are to be not less than one-third of the total issued shares of the Company in order to complete the quorum.

For transparency and to comply properly in accordance with the laws and company regulations at this shareholders' meeting, the company invited representatives from auditors from EY Office Co., Ltd. and legal advisor attended this meeting as well.

Before entering the meeting, the meeting moderator introduced the board of directors and the advisors of the companies participating in this meeting.

The meeting moderator opened the Annual General Meeting of Shareholders for the year 2023 of Big Camera Corporation Public Company Limited to consider various matters according to the agendas, the details are as follows.

#### Agenda 1 Adoption of the minutes of the 2022 Annual General Meeting of Shareholders

The meeting moderator proposed the meeting to adopt the Minutes of Annual General Meeting of Shareholders for the year 2022, held on April 26<sup>th</sup>, 2022, which had been distributed together with the invitation letter for this meeting to all shareholders. If there was no one objecting or requesting to revise the minutes, then would like to request the resolution from the meeting.

This agenda required a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.



**RESOLVED** The Minutes of the 2022 Annual General Meeting of Shareholders, held on April 26th, 2022 be and hereby adopted with the following votes;

Approved	2,514,867,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

## Agenda 2 Acknowledgement of the Company's operation result of the year 2022

The company attaches great importance to the anti-corruption measures policy. The Audit Committee is able to freely express opinions and the Company also provides various channels for employees to report fraudulent information. The company also encourages independent directors to attend training courses to increase knowledge at all times and the company has set policies regarding anti-corruption as follows;

1) Directors, management, staff and employees of the company are prohibited Acts that are related to all forms of corruption. For direct or indirect benefits to oneself, family, friends, and acquaintances, whether they are the recipient, the giver or the person offering the bribe both in monetary or not in cash either to public or private agencies in which the company has run business or contact.

2) Public relations to create knowledge understanding with relevant parties of the company failure to comply will result in disciplinary action. Which will depend on the facts and the surrounding circumstances.

3) The company has no policy to reduce the position. Punish or negatively affect employees who refuse corruption even though that action will make the company lost any business opportunity.

4) Regularly review the compliance with the anti-corruption policy. Including reviewing the guidelines and operation requirements to be in line with business changes.

In 2022, the company has implemented the policies as well and will be developed even further in the future.

Mr. Thanasit Thienkanjanawong, the Director, clarify the company's operation result of the year ended 31<sup>st</sup> December 2022, as follows;

First of all, I would like to start updating the number of branches that have been available in the past year. Since the outbreak of the Coronavirus 2019 (COVID-19) in 2020 and 2021 is the year that the company has reduced the number of branches quite a lot due to the impact of sales during the COVID-19 situation, but it can be seen that in the past year, the number of camera store branches was relatively stable at about 150 branches from the past, there were about 200 branches. It can be seen that after 3 years, the company has closed many branches, from the year 2021, it can be seen that the company's sales are the lowest ever due to various conditions, but in 2022, the



company has grown quite well as a result, the number of branches was close to that of the previous year. It can be seen that in the past year, the company's sales grew more than 40% from the number of existing branches. Therefore, the Company thinks that the number of branches at present is quite reasonable covering 68 provinces out of 77 provinces in Thailand, the company's branch expansion is in line with the expansion of department stores. In the past, from the COVID 19 situation, there was no department store expansion as a result, there is no branch expansion of the company as well.

In 2021, it was the period when the company's sales were the lowest with total sales of about 2,000 million baht. In the past year, you can see that the economy began to recover, tourism began to return to normal, people began to return to spend, resulting in the company's sales increasing from the previous year, about 40% is about 2,800 million baht, which the company has forecasted that this year, the company's sales should grow from the previous year about 20-25%.

Due to the past COVID-19 situation, it has greatly affected the company's operations, which from the growth of the past year, the company believes that growth is still limited because the economic recovery is not yet complete. Although the activities are unlocked and the marketing activities are fully organized, the company still faces a shortage of products as mentioned earlier in the past year that in terms of chip set devices, various types of devices are still unable to return to production to fully meet the needs of consumers, which cameras and imaging equipment are all made up of components of this chip set device resulted in the last year the number of products that were sold in the market was limited, but this year with the marketing activities that we can fully organize Including the company expects that in the third quarter of this year, various photographic products will be produced more to fully meet the needs of consumers. The company therefore believes that in the second half of this year, the company's sales will return 100%.

In terms of digital camera products, the consumer group has begun to change. That is to say, before the outbreak of COVID-19, consumers tended to use cameras for travel photography, but since the outbreak of COVID-19, consumers tended to use cameras for travel photography, but since the outbreak of COVID-19, consumers for work photography, going live to sell products and making content to produce various online media resulted in the demand for this type of product quite high in the past as well. But nowadays, this consumer group is already quite saturated because it has been growing for 2-3 years, but the travel consumer has started to come back and start shooting travel vlogs. There has been more growth in the online market due to the recent COVID-19 situation, consumers are all forced to change their online trading behavior. Therefore, the company has changed to focus on all online sales, but when the situation began to improve, the company has set up a new system to develop offline sales. The behavior of consumers in choosing to buy digital cameras are all preferring to buy online rather than offline, resulting in the company still focusing on selling offline rather than online. The online



market has not grown as expected by the company. In the past year, the company's sales through online channels were less than 15% and the company predicted that in 2023, the online market should have sales less than 10% of the company's total sales. Therefore, the company has put in place other strategies to replace the online market.

This year, the company has improved all 4 parts together to generate sales growth, namely

1. Store upgrade & renovations in 2023 : In the past year, the opening of the Company's branches may not be as large as it should be as the department stores did not expand more than before, but this year the Company plans to expand about 3-4 branches resulting from the expansion of department stores and there is also a plan to renovate about 15 branches to attract more customers than before.

2. Products sourcing and adding product mixes : In the past, the company has always followed up on consumer behavior. Therefore, it has developed and improved, including the selection of products to meet the needs of consumers. In the past year, the company has added products such as gadgets, drones, as well as various Action Cameras to meet the needs of consumers and subsidiaries. Piccasus has been recruiting new products to meet the needs of consumers.

3. Increase average price and ticket size : In the past, there was a shortage of chipset products, which are essential components of camera equipment, resulting in a very low production capacity of cameras when the number of chipsets was low, resulting in the production of cameras as a starting point. Most of them will be used to produce expensive cameras, resulting in a higher number of camera prices as well, and the consumer group in the initial camera market began to disappear, but this year the chipset problem began to disappear. Manufacturers are starting to return to producing more entry-level cameras. The company expects that the consumer market for entry-level cameras will return, and in the high-end segment, the company will release more to meet the needs of consumers in accordance with the manufacturer's schematics.

4. Focus on hybrid, not pure online, channel to improve sales and average GP : The company mainly focuses on offline distribution channels, but the company does not abandon online distribution channels. Nowadays, as I have informed before, the market share of the online market is likely to be less than 10% because most consumers buy products through online channels from various promotions. In which this promotion is one of the expenses, the company therefore focuses on 2 channels, namely offline and online. to meet the needs of consumers in all channels.

From the foregoing, the company has expected that the sales situation of the company will be better according to the strategy that the company has laid out.



#### Questions from shareholders

Q: How many full-time officers in each branch? because I used to visit one of the branches didn't find that there was an officer at the shop and tried to call the number provided, didn't accept it, sat and waited for about 20-30 minutes, noticed that there were foreign customers who stopped by to look at the products and stood waiting to ask the officer, finally couldn't wait and walked away. What policy does the company think has to make the store service satisfactory to customers? Including branch staff to maximize benefits for the company?

## - Mr.Thanasit Thienkanjanawong Managing Director

The company pays attention to customer service, with each branch having enough employees to serve customers. If it is a branch located in the center of the city, there will usually be about 3-4 employees, but the branch upcountry or branches with not very high sales, there will be about 2-3 salespeople per branch, or in some cases, you may meet during the shift of employees or during the time when the employees are on leave, it may be as a result, the number of employees left is only 1 person, insufficient for service. Including during the past COVID-19 situation, there may be some interruptions in the service of employees, but the company is not indifferent and will use the aforementioned problems to develop and improve the service of the company. If the shareholders have additional information, you can inform the company in order to improve and develop the service to be better than before.

**RESOLVED** This Agenda was the report of the operation result for acknowledgement. Therefore, there was no voting.

# Agenda 3 Approval on the Financial Statements for the year ended 31<sup>st</sup> December 2022 together with the Auditor Report

The moderator informed proceeded from agenda 2, the company has clarified the company's business operation in 2022. Then proposed the shareholders to consider and approve the Financial Statements for the year ended 31<sup>st</sup> December 2022 which has been certified by the auditor of EY Office Company Limited and approved by the audit committee. Therefore, propose to the general meeting of shareholders to approve.

This agenda required a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

**RESOLVED** Approved the Financial Statements for the year ended 31<sup>st</sup> December 2022 by the unanimous votes as follows;



Approved	2,514,867,852 votes	or 100 percent
Disapproved	0 votes	or 0 percent
Abstained	0 votes	or 0 percent

# Agenda 4 Approval the allocation of profits for the Company's operating results for the year ended December 31<sup>st</sup>, 2022 and dividend payment.

The meeting moderator informed the Company's Articles of Association, Chapter 6, Article 49, the company must allocate a portion of its annual net profit to a reserve not less than 5 (five) percent of the annual net profit less the accumulated loss brought forward (if any) until this reserve. The amount of not less than 10 (ten) percent of the registered capital and the dividend payment policy of the company is that the company has a policy to pay dividends to shareholders at the rate of not less than 50 percent of the net profit after deduction of reserves. All other things, unless it is necessary and justifiable reason that cannot be paid. In this regard, the payment of dividends shall Into consideration such as financial status, liquidity, business expansion and other factors involved in the management of the company. The above dividend payment must be approved by the Board of Directors and approval from the shareholders.

According to the 2022 operating results of the Company, the Company has net profit of 79,232,877 Baht. The Board of Directors' Meeting no.1/2023 held on 21st February 2023, endorsed the dividend payment for the operating results of the fiscal year 2022 to all shareholders at 0.02 Baht per share. The total amount to be paid is 70,577,576 Baht or 89.08% of the company only net profit, The company has fixed the names of shareholders who are entitled to receive dividends on March 15, 2023 (Record Date) and there will be no additional allocation because the company's statutory reserves are in compliance with legal requirements. The dividend will be paid on May 10, 2023.

This agenda required a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

**RESOLVED** Approved the allocation of profits for the Company's operating results for the year ended December 31<sup>st</sup>, 2022 and dividend payment by the unanimous votes as follows;

Approved	2,514,867,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent



#### Agenda 5 Approval on the appointment of the auditor for the Year 2023 and determination of the remuneration

The meeting moderator proposed to the meeting for the approval on the appointment of the auditor for the Year 2023 and determination of the remuneration. In order to ensure compliance with Section 120 of the Public Company Act B.E.2535 with regard to the appointment of auditor and determination of auditor remuneration by the Meeting of Shareholder every year.

The Audit Committee had selected the auditor of the Company and its subsidiary for the year 2023 by considered the freedom, qualification, experience, knowledge, continuity and efficiency including the appropriate audit fee then proposed to the Board of Directors to propose to the Meeting of Shareholders to appoint the EY Office Limited as the auditor of the Company and its subsidiary for the year 2023 as listed below;

- 1. Miss Krongkaew Limkittikul Certified Public Accountant Registration number 5874 and / or
- 2. Ms. Watoo Kayankannavee Certified Public Accountant Registration number 5423 and / or
- 3. Mr. Vatcharin Pasarapongun Certified Public Accountant Registration number 6660

Any of these auditors shall be appointed as the Company and its subsidiary's auditor and the auditor remuneration for the year 2023 shall be determined at the amount of 2,960,000 Baht, which increased by 250,000 baht from last year. (The auditor remuneration is exclusive of other fees (Non-audit fee) if any, which will be billed per actual i.e. traveling expenses)

#### Questions from shareholders

Q: What criteria does EY Office Limited use to determine the audit fee? From auditing the audit fee of a real estate development company with an income of 8,000 to 10,000 million baht, the office charged an audit fee of about 1.45 million baht, but of BIG, the income was about 2,000 to 5,000 million baht, but there is an audit fee set at 2.96 million baht, or is there any complexity that makes BIG's audit fee higher than a real estate company?

- Miss Krongkaew Limkittikul Auditor

Normally, the calculation of audit fees is not based on income of the company alone but will also take into account the nature of the business, which will be calculated from the number of hours spent in auditing. For example, BIG is a retail company. There are quite a lot of branches, resulting in quite a lot of time checking the income, which, if compared to the real estate business, although a lot of income, but we will mainly consider the number of projects. If a real estate company has a lot of projects, it will take a lot of hours to check as well. It can be seen that if compared with these 2 businesses, they are businesses with different structures that cannot be compared but considering the audit of BIG's account, because BIG is a retail business, inventories are very high in inventory. BIG



also has a number of branches and therefore the inspection team spends many hours checking and counting such inventory. Then that will be the criteria for considering the initial audit fee of the EY Office.

This agenda required a majority vote of shareholders attending and cast their votes.

RESOLVED Approved the appointment of either Miss Krongkaew Limkittikul, Certified Public Accountant No. 5874 or Mr. Watoo Kayankannavee , Certified Public Accountant No. 5423 or Mr. Vatcharin Pasarapongun, Certified Public Accountant No. 6660 from EY Office Limited to be the auditors of the Company and its subsidiaries for the year 2023 and to determine the auditor remuneration of 2,960,000 Baht . (if any, which will be billed per actual) In the event that such auditors are unable to perform their duties, EY Office Limited shall appoint another certified auditor in its office to audit and express an opinion on the financial statements of the company and its subsidiaries on behalf of the auditor such with unanimous votes as follows:

Approved	2,514,867,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

## Agenda 6 To determine the director remuneration for the year 2023

The meeting moderator proposed the meeting for the approval of the director remuneration for the year 2023, which consists of Compensation, Meeting allowance, Bonus / gratuity, etc. In addition, there are no other benefits, by taking into account the benchmark rates of peers in the industry, and the Company's business expansion, the performance of the Company and its subsidiary, as well as scope and responsibility of each committee and agreed to propose the shareholders to approve the director remuneration at the aggregate amount of not more than 2,000,000 Baht, which is same amount of previous year. The meeting allowance remains the same as follow;

•	Chairman of the Board of Directors	Meeting allowance /person /time 22,000 Baht
•	Chairman of the Audit Committee	Meeting allowance /person /time 22,000 Baht
•	Director	Meeting allowance /person /time 15,000 Baht
•	Audit Committee	Meeting allowance /person /time 15,000 Baht

This agenda required an affirmative vote of not less than two-thirds of the total number of shareholders attending the meeting and have the right to vote.



**RESOLVED** Approved the director remuneration for the year 2023 as proposed by the Board with the following votes;

Approved	2,514,867,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

# Agenda 7 Approval on the election of the directors to replacement of the directors who retire by rotation

The meeting moderator reported to the meeting that as Chapter 4 Article 22 of the Articles of Association of the Company, at every annual general meeting of shareholders, one-third (1/3) of the total number of directors shall retire by rotation. If the number of vacated directors does not reach the exact one-third (1/3), the number nearest to one-third (1/3) shall be subject to the above retirement. A retiring director may be eligible for re-election. This year three directors who are retired by rotation in this year are as follows;

1. Mr. Chan Thienkanjanawong	Director
2. Mrs. Wankamon Thienkanjanawong	Director
3. Mr. Atit Chunhachatrachai	Director

Since the Company made an announcement to invite the shareholders to propose the names of qualified candidates for the positions of the directors in the 2023 Annual General Meeting of Shareholders via the Company's website and SET's channel from 15<sup>th</sup> November 2022 to 15<sup>th</sup> February 2023. However, no such proposals were made.

The Board of Directors conducted its review of screened process under the Company's nomination policy and ruled that the nominated directors are fully qualified as directors and had duly performed their duties well. In addition, the Board of Directors has considered and ensured that the 3 directors are completely qualified as directors, have knowledge, competence, experience which shall be beneficial to the Company's business operation. Accordingly, the Board of Directors excluding the directors who are proposed for re-election, agreed to propose the shareholders to re-elect the of the 3 retired directors are Mr. Chan Thienkanjanawong, who has been a Director of the Company since April 2014 until now for 9 years consecutive years, Mrs. Wankamon Thienkanjanawong, who has been a Director of the Company since April 2014 until now for 9 years consecutive years and Mr. Atit Chunhachatrachai, who has been a Director of the Company since April 2014 until now for 9 years consecutive years for another term.

This agenda required a majority vote of shareholders attending and cast their votes.

**RESOLVED** Approved the re-appointment of the directors who retire by rotation, to be the directors of the Company for another term with the following votes;



# 7.1 Mr. Chan Thienkanjanawong Director

Approved	1,399,253,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

## 7.2 Mrs. Wankamon Thienkanjanawong Director

Approved	2,193,315,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

#### 7.3 Mr. Atit Chunhachatrachai Director

Approved	2,514,867,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

## Agenda 8 Approval the increase of the number of directors and the appointment of new directors

The meeting moderator reported to the meeting that for the benefit of the Company's business operations The Board of Directors approved and proposed to the Annual General Meeting of Shareholders to consider and approve the increase of the number of directors of the Company from 7 to 10 for the benefit of the Company's operations and approve the appointment of new directors.

The Board of Directors' meeting has considered the appointment of the following persons as new directors of the Company:

- 1. Dr. Nattapol Praditphonlert
- 2. Dr. Thitipong Nandhabiwat
- 3. Ms. Thanida Chenvanich

The meeting moderator reported to the meeting that The Board of Directors conducted its review of screened process under the Company's nomination policy and ruled that the nominated directors are fully qualified as directors and had duly performed their duties well. In addition, the Board of Directors has considered that all 3 directors are qualified as directors of the Company in accordance with the requirements of the Securities and Exchange Commission of Thailand and in accordance with the criteria set by the Company. Therefore, it was deemed



appropriate to propose to the shareholders' meeting to appoint Dr. Nattapol Praditphonlert, Dr. Thitipong Nandhabiwat and Ms. Thanida Chenvanich as a new directors of the Company.

This agenda required a majority vote of shareholders attending and cast their votes.

**RESOLVED** Approved the increase of the number of directors and the appointment of new directors with the following votes;

#### 8.1 Dr. Nattapol Praditphonlert Director

Approved	2,514,867,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

# 8.2 Dr. Thitipong Nandhabiwat Director

Approved	2,514,867,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

8.3 Ms. Thanida Chenvanich Director

Approved	2,514,867,852 votes	or 100 percent
Disapproved	0 votes	or 0 percent
Abstained	0 votes	or 0 percent

## Agenda 9 Approval the amendment of Article 29 and Article 36 of the Articles of Association of the Company

The meeting moderator reported to the meeting that this proposed amendment to the Articles of Association of the Company in order to comply with the Emergency Decree on Electronic Conferencing B.E. 27 June 2014 which canceled two main issues: 1. At least one-third of the participants of the quorum must be in the same meeting and 2. The participants must be in the Kingdom.

This is so that the participants can attend the meeting from anywhere in the country and abroad without having to be in the same meeting place, just having a connection via electronic media that can Meetings to discuss and express opinions among themselves in order to facilitate the company's operations, especially during the epidemic of the coronavirus disease 19 (COVID-19) like this.



In addition, it is proposed to authorize the Board of Directors to or the person assigned by the Board of Directors is authorized to amend the wording in the Articles of Association of the Company in the event that the Public Company Registrar and/or any government agency orders to amend certain wordings in such documents as well as take any action necessary or related to due to the amendment of Articles 29 and 36 of the Articles of Association of the Company as mentioned above in all respects. This includes but is not limited to the preparation, signing, delivery and/or submission of applications, including the preparation of relevant documents and contacting the Department of Business Development Ministry of Commerce government agency or any government organization or person for such purposes, etc.

The details of the proposed amendments to the Company's Articles of Association are as follows:

#### Current Regulations

Article 29. The Board of Directors of the Company must hold a meeting at least once every 3 (three) months at the locality where the Company's head office is located or as the Board of Directors deems appropriate. The meeting of the Board of Directors of the company can be conducted by electronic conferencing and the announcement of the Ministry of Information and Communication Technology regarding security standards of electronic conferencing. 2557 and the laws related to such meetings, regardless of any further amendments. The Company shall pay remuneration to the directors in relation to the performance of duties such as salary, meeting allowance, allowance, bonus, transportation expenses and other expenses as necessary and appropriate according to the resolution of the shareholders' meeting.

#### Proposed Amendments

Article 29. The Board of Directors of the Company must hold a meeting at least once every 3 (three) months at the locality where the Company's head office is located or as the Board of Directors deems appropriate.

The Chairman may prescribe that the meeting be held via electronic media in accordance with the rules prescribed in the laws or notifications relating to such meeting, including any amendments thereto. The quorum and voting for a meeting via electronic means shall be in accordance with the Company's Articles of Association, whereby the rules or procedures of laws, announcements or regulations relating to electronic meetings shall be applied to the Company's Articles of Association.

Meetings via electronic media must have information security procedures by recording sound or both audio and video, as the case may be, of all directors present at the meeting throughout the meeting, including computer traffic data that occurs from such recording and there is a meeting control system in accordance with the announcements or criteria of relevant agencies or as required by law.



The Company shall pay remuneration to the directors in relation to the performance of duties such as salary, meeting allowance, allowance, bonus, transportation expenses and other expenses as necessary and appropriate according to the resolution of the shareholders' meeting

#### Current Regulations

Article 36. In summoning a meeting of shareholders, the Board of Directors shall prepare a meeting notice specifying the place, date, time, agenda of the meeting and matters to be proposed to the meeting together with reasonable details and must clearly state that it is a matter to be proposed for acknowledgment, for approval, or for consideration, as the case may be, including the opinion of the Board of Directors on the aforementioned matters and delivered to the shareholders and the registrar for acknowledgment not less than 7 (seven) days prior to the meeting date and published the meeting notice in a newspaper for 3 (three) consecutive days. The place to be used as a meeting place shall be in the locality where the company's head office is located or a place or nearby province as determined by the Board of Directors.

#### Proposed Amendments

Article 36. In calling a meeting of shareholders The Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with reasonable details and must clearly state that it is a matter to be proposed for acknowledgment, for approval, or for consideration, as the case may be, including the opinion of the Board of Directors on such matters and send it to the shareholders and the Registrar at least 7 (seven) days prior to the meeting date and advertise the meeting invitation in a newspaper for 3 (three) consecutive days, or advertise through electronic media or by other means as required by law. The place to be used as the meeting place shall be in the area where the company's head office is located, or a place or nearby province as the Board of Directors deems appropriate.

In this regard, the shareholders' meeting may be held via electronic means by conducting the meeting via electronic means and in accordance with the rules prescribed in the laws or notifications related to such meetings, including that there will be any amendments. This can be done through a meeting control system that has information security procedures in accordance with announcements or criteria of relevant agencies or as required by law.

In the case of attending shareholders' meetings and voting through electronic media Shareholders and proxies must comply with the rules and conditions set by the company and in accordance with relevant announcements, regulations and laws including that there will be additional amendments.

This agenda required an affirmative vote of not less than three-fourths of the total number of shareholders attending the meeting and have the right to vote.



RESOLVED App

Approved the amendment of Article 29 and Article 36 of the Articles of Association of the Company with the following votes;

Approved	2,514,867,852 votes	or 100 percent
Disapproved	0 votes	or 0 percent
Abstained	0 votes	or 0 percent

# Agenda 10 Other

the meeting moderator asked any shareholder has questions.

There were no other matters for consideration and no shareholder having further inquiry. The Meeting moderator then declared the Annual General Meeting of shareholders for the year 2023 adjourned and thank you to all shareholders for attend the Meeting.

# The Meeting was adjourned at 16.30 p.m.

After the Meeting adjourned, there were 36 shareholders and proxy representing 2,514,867,852 shares equivalent to 71.2653% of the total number of shares sold of the Company.

- Signature -

Mr. Chan Thienkanjanawong Chairman of the meeting

- Signature -

Ms. Piyaporn Sripornsawan Company Secretary / Minutes taker