

(Translation)

Minutes of the 2024 Annual General Meeting of Shareholders

JCK International Public Company Limited

Time and Place

The Meeting was held on April 30, 2024 at 14.00 hours through electronic means (“E-AGM”) according to the Emergency Decree on Electronic Conferencing B.E. 2563, including other laws and regulations related by broadcast from the Meeting room on the 5th floor of TFD Building, located at 18 Soi Sathorn 11, Yeak 9, Yannawa Subdistrict, Sathorn District, Bangkok.

Preliminary

Miss Atcharawan Santhitirungsri, Assistant Company Secretary, as a moderator, welcoming shareholders, proxies and attendees who are attending the 2024 Annual General Meeting of Shareholders through electronic means (“E-AGM”).

Subsequently, the Assistant Company Secretary introduced the Board of Directors, the executives and associate attendees as follows;

Directors in attendance, totaling 9 directors;

1. Dr. Apichai	Taechaubol	Director, Chairman and Executive Chairman
2. Mr. Anukul	Ubonnuch	Director, Vice Chairman, Executive Director and Managing Director
3. Mr. Gumpol	Tiyarat	Independent Director and Audit Committee Chairman
4. Mr. Tawil	Praisont	Independent Director and Audit Committee Member
5. Dr. Varnadharm	Kanchanasuvarna	Independent Director and Audit Committee Member
6. Mrs. Rachanee	Siwawej	Director, Executive Director and Director Deputy Managing Director, Finance
7. Pol.Capt. Noppawee	Taechaubol	Director and Executive Director
8. Mr. Krittawat	Taechaubol	Director, Executive Director and Director Deputy Managing Director
9. Ms. Siriporn	Tamenant	Director, Executive Director, Director Deputy Managing Director, Administration and Information Technology and Company Secretary

The proportion of directors who attended the Meeting was 100.00% of total 9 directors.

The executives 2 persons, namely;

1. Mr. Chaiya	Larpwarakitchai	Assistant Managing Director, Finance
2. Mr. Vichaya	Sirirattna	Assistant Managing Director, Business Development

Associate attendees, namely;

Representative from Far East Law Office (Thailand) Co., Ltd. which is the legal advisor and the Meeting's votes inspector, namely Mr. Meesak Pratheep. Representatives from EY Office Limited which are the auditors, consisting of Mr. Kittiphun Kiatsomphob, Ms. Pavinee Krachangwongchai and Ms. Chanakarn Kanchanahuta. Representative from FIS Capital Company Limited which is the financial advisor, namely Mr. Nirun Chamroonrat and Internal auditor, namely Mr. Theerachai Meekaew.

The Assistant Company Secretary reported the Meeting about on the promotion of good corporate governance practice and the equitable and fair treatment to all shareholders as follows:

The Company had offered the right to shareholders to propose, to the 2024 Annual General Meeting of shareholders, any agenda and qualified candidate for directorship. Besides, it had sent out a request for advance question that shareholders would need for clarification at the 2024 Annual General Meeting of Shareholders in an attempt to promote good corporate governance practice and for the purpose of an equitable and fair treatment to all shareholders with criteria and procedure as announced on the Company's website since November 15, 2023. The shareholders may fill in the document "Form to Propose Agenda to the 2024 Annual General Meeting of Shareholders", and send back to the Company via e-mail or fax and send an original to the Company in writing together with other supporting documents as required by the Company within December 31, 2023. Apparently, there was no shareholders exercised such right.

The Company is aware of the safety of all shareholders who will attend the meeting and attendees who participated in organizing the meeting. To prevent and reduce risks, the format of the 2024 Annual General Meeting of Shareholders was held through electronic means in accordance with the announcement of the Ministry of Digital Economy and Society regarding security standards for meetings via electronic media, B.E. 2020 including passing the conference control system certification from Electronic Transactions Development Agency (ETDA), and the criteria specified in the law related to electronic meetings.

A quorum for the Annual General Meeting of Shareholders shall be formed by at least 25 shareholders or not less than haft of the total number of shareholders and holding an aggregate number of shares of no less than 1/3 (one-third) of the total number of paid-up shares to be a quorum. Currently, the Company has received some amount by proxies from shareholders and satisfied the requirement by law and regulation to constitute a quorum to convene the Annual General Meeting of Shareholders.

Procedures for voting by attendees in person and the proxies

In this Annual General Meeting of Shareholders, each shareholder is entitled to one vote per share. In conducting the Meeting on each agenda if no shareholder vote disapproves or abstain it shall be deemed that the shareholders approve unanimously as proposed by the Chairman.

Any shareholder who has a special interest in any agenda will not have the right to vote in that agenda.

For shareholders who gave proxies to others to attend and represent the form of voting in the Meeting according to the wishes of the shareholders, the Company has scored approve, disapprove or abstain according to the shareholders' wishes, collectively recorded in the registration for voting according to each agenda. For proxies which the shareholders had specified their votes in the proxy form, the

Company has already recorded the votes as specified in the proxy form. Therefore, the proxies shall not vote in the system

For vote counting, the Company will deduct disapprove votes and abstain votes from the total number of votes. The remaining votes will be considered as approve votes.

Voting Methods

For voting, shareholders shall select agenda to vote. Then press the "Vote" button and the system will show the voting status Approve, Disapprove and Abstain.

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

If the shareholder wants to cancel the vote, press "Cancel the vote" button. For any shareholder who does not vote within the specified time, the Company will assume that the shareholder agrees with the agenda. Additionally, shareholders can amend their votes until that agenda is closed for voting.

In the event that the proxy received proxies from many shareholders, select "User Icon" and click on the "Switch Account" button to access other accounts. The system will not remove votes from the Meeting.

If a shareholder wishes to leave the Meeting before the voting for any agenda is closed, their vote will not be counted towards the quorum for that agenda, and their vote will not be immediately counted for any remaining agenda. However, leaving the Meeting and not being counted towards the quorum for any agenda will not disqualify the shareholder's rights or proxies to return to the Meeting and vote on the next agenda in the system.

Shareholders have 1 minute after being notified of opening of voting for each agenda item to vote, and when voting results in each agenda have been closed, the results of that agenda will be announced to the Meeting.

Sending and answering questions in the Meeting room

If shareholders have questions or opinions on any agenda, the shareholders shall ask questions by selecting the agenda that the shareholders want to inquire, then press the symbol "Question", type the question, and press the symbol "Send Question". The shareholders must inform name, surname and status, such as coming in person or by proxy before asking questions every time in order to be able to record in the Minutes correctly and completely.

The Company reserves the right to consider and select questions as appropriate and in case there are any questions that are not answered during the meeting due to limited time, the Company will consider collecting questions, answering, and disclosing in the Minutes or through the Company's website.

Then, the Assistant Company Secretary informed the Meeting that there are shareholders attended the Meeting via electronic media by themselves and by proxies totaling 52 persons with the total number of shares 1,555,384,798 shares, or equivalent to 40.9016 percent of the total paid-up capital of 3,802,747,351 shares, which duly formed a quorum as stated in the Articles of Association.

The Assistant Company Secretary invited the Chairman, Dr. Apichai Taechaubol, as the Chairman of the Meeting, opening the Meeting.

The Chairman of the Meeting open the Meeting and assigned the Assistant Company Secretary as the person conducting this shareholders' Meeting according to the agendas of the Meeting as follows:

Agenda 1 : To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023.

The Assistant Company Secretary proposed the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on September 8, 2023 for the Meeting to approve.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

This agenda must be approved by simple majority of the total number of votes of the shareholders or proxies presented at the Meeting and eligible to vote, pursuant to Clause 33. of the Company's Articles of Association.

Resolved : The Meeting having considered the matter and deemed that the Minutes were correct, therefore the Meeting resolved with unanimously votes, adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on September 8, 2023 with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the Meeting and eligible to vote
1. Approve	1,557,684,798	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were 1 shareholder/proxy increasing from the start of the Meeting, together holding 2,300,000 shares. Total shareholders/proxies in this agenda are 53 persons, holding 1,557,684,798 shares.

Agenda 2 : To acknowledge the report of the Company's operating results in year 2023.

The Assistant Company Secretary reported the Company's operating results in year 2023 which can be summarized as following:

Unit : Million Baht

Financial Information	2023	2022	2021
1. Revenue from sale and services	2,795.95	611.07	508.05
2. Total revenues	2,840.35	637.51	572.63
3. Net Profit (loss)	582.14	(272.01)	(212.52)
4. Total assets	9,557.40	8,877.59	8,782.32
5. Total liabilities	6,621.54	6,540.55	6,712.96
6. Shareholders' equity	2,935.86	2,337.05	2,069.35

In 2023, the Company had total revenues of Baht 2,840.35 million, an increase of Baht 2,202.84 million from the same period of last year, or 345.54%, an increase from land sales revenue in the TFD industrial estate. The Company had a net profit of Baht 582.14 million, an increase from the same period of last year that the Company had a net loss of Baht 272.01 million, with an increase in profit of Baht 854.15 million or 314.02%, resulting from an increase of revenue from land sale in the TFD industrial estate.

The Company's total assets increased by Baht 679.81 million or 7.66% compared to the same period of last year, mainly due to the Company having more investment properties. In 2023, liabilities increased from 2022 in the amount of Baht 80.99 million as a result of money received from subscription and making contract with customers. For shareholders' equity, an increase from the end of 2022 in the amount of Baht 598.81 million because the Company has issued newly ordinary shares and issued convertible debentures which exercised the right to ordinary shares during the year.

Financial Ratio	2023	2022	2021
1. Net profit ratio to total revenues ratio	20.52%	-42.67%	-37.11%
2. Return on equity ratio	22.11%	-12.35%	-10.17%
3. Return on total assets ratio	6.32%	-3.08%	-2.47%
4. Net Profit (loss) per share (Baht)	0.17	(0.09)	(0.10)
5. Dividend per share (Baht)	-	-	-
6. Book value per share (Baht)	0.77	0.71	0.90
7. Liquidity ratio (times)	1.56	1.53	2.21
8. Total liabilities to Shareholders' equity (times)	2.26	2.80	3.24

The Company had a return on equity equal to 22.11%, an increase from the previous year because an increase from the profit of operations. The current ratio in 2023 increased from 2022 to 1.56 times as a result of having fewer current liabilities.

The Company has total debt to equity at 2.26 times, a decrease when compared to the end of 2022, which had a debt-to-equity ratio of 2.80 times because in 2023 the Company has interest-bearing debt in the amount of Baht 5,428.10 million, a decrease from the end of 2022 that was Baht 5,977.16 million. Meanwhile, the Company's shareholders' equity

increased from the profit of operations in the year 2023, resulting in the Company's debt-to-equity ratio decreasing when compared to the end of 2022.

In the matter of anti-corruption, the Company has created a written anti-corruption policy to provide clear guidelines for conducting business and developing the organization towards sustainability. The details appear in the 2023 Annual Report (Form 56-1 One Report) in QR Code format as in Attachment 2, pages 311 – 312 in Thai Version, to prevent and concretely oppose corruption according to the principles of good corporate governance by using it as a practice guideline. In addition, the Board of Directors has arranged to review the said policy annually including supporting anti-corruption by organizing training to provide knowledge and refresh the understanding of the Company's employees in the Company's anti-corruption policy. The Company has not found any complaints of fraud and corruption until now.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

Resolved : The Meeting acknowledged the Annual Report of the Board of Directors and the 2023 operating results of the Company.

Agenda 3 : **To consider and approve the consolidated Financial Statements for the fiscal year ended December 31, 2023.**

The Assistant Company Secretary proposed the Financial Statements for the fiscal year ended December 31, 2023, which comprise of the consolidated Financial Statements, the consolidated Statement of Comprehensive Income, the Statements of Changes in Shareholders' Equity and the consolidated Statement of Cash Flow which have been audited and certified true and correct by the auditor, and also have been reviewed by the Audit Committee. The results are presented in the Annual Report of the year 2023 (Form 56-1 One Report) in the form of QR Code page 173 to page 182 (Thai Version), as per Attachment 2 in the Invitation Letter which has already been delivered to the shareholders.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

This agenda must be approved by simple majority of the total number of votes of the shareholders or proxies presented at the Meeting and eligible to vote, pursuant to Clause 33. of the Company's Articles of Association.

Resolved : The Meeting having considered the matter, resolved with unanimously votes, approve the Statement of Financial Statements which comprise of the consolidated Financial Statements, the consolidated Statement of Comprehensive Income, the Statements of

Changes in Shareholders' Equity and the consolidated Statement of Cash Flow for the fiscal year ended December 31, 2023 with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the Meeting and eligible to vote
1. Approve	1,557,684,798	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 53 persons, holding 1,557,684,798 shares.

Agenda 4 : To consider and approve the allocation of the 2023's net profit, and the omission of dividend payment.

The Assistant Company Secretary proposed the allocation of the 2023's net profit, and the omission of dividend payment for the Meeting to consider and approve.

According to Clause 41. of the Company's Articles of Association, the Company must allocate no less than 5 percent of its annual net profit deducted by accumulated loss brought forward (if any) as its reserves until the reserves reach not less than 10 percent of its registered capital. In addition, Clause 40. of the Company's Articles of Association also prohibits any split of other types of money to be paid as dividend unless it is a profit. In case the Company still suffers from accumulated loss, no dividend shall be made. The dividend shall be equally divided among the number of shares for an equal amount. Payment of dividend is subject to the approval of the shareholders' meeting. The Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company has enough profit to do so before reporting to the shareholders' meeting at a subsequent meeting.

For the dividend payment policy, the Company and subsidiaries will pay no fewer than 60 percent of net profit based on a separated financial statement as a dividend if there is enough profit to do so unless the Board of Directors and shareholders find it is reasonable and necessary to suspend the dividend payment or to pay less than the stated rate. In addition, the Board of Directors may consider paying an interim dividend from time to time as appropriate. (Details of Dividend payments of the past year appeared on Page 3 - 4 of the Invitation Letter (English Version) which has already been delivered to the shareholders).

According to the Company had cumulative loss at the end of the Year 2023, the Board of Directors deemed that the Meeting is appropriate to approve the omission of dividend payment and legal reserve.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

This agenda must be approved by simple majority of the total number of votes of the shareholders or proxies presented at the Meeting and eligible to vote, pursuant to Clause 33. of the Company's Articles of Association.

Resolved : The Meeting having considered the matter, resolved with unanimously votes, approve the omission of dividend payment and legal reserve with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the Meeting and eligible to vote
1. Approve	1,557,684,798	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 53 persons, holding 1,557,684,798 shares.

Agenda 5 : To consider and elect the directors in replacement of those retiring by rotation.

The Assistant Company Secretary proposed the election of directors to replace those retiring by rotation to the Meeting for consider and approve.

According to Clause 17. of the Company's Articles of Association, one-third of the directors shall be retired on rotation at the 2024 Annual General Meeting of Shareholders. The Articles of Association require the approval vote by simple majority vote, and the Company will propose each person for shareholders to consider and elect. The directors who have been in the office for the longest period and shall resign and be eligible for re-appointment by the shareholders.

In this year, the directors who had been in the office for the longest period and shall be retired by rotation are as follows:

1. Mr. Anukul Ubonnuch Director, Vice Chairman, Executive Director and Managing Director
2. Mr. Gumpol Tiyarat Director, Independent Director and Audit Committee Chairman
3. Pol.Capt. Noppawee Taechaubol Director and Executive Director

In this regard, the election process for the Company's director positions has not been considered by the Corporate Governance, Nomination and Remuneration Committee since the prior of the Corporate Governance, Nomination and Remuneration Committee resigned on June 28, 2023. The Board of Directors has not yet appointed the new

Corporate Governance, Nomination and Remuneration Committee to replace the directors who resigned. However, the Board of Directors, which excluded the member who have the related benefits, has considered the matter and deemed that the three directors who are to retire on rotation are fully qualified according to Public Limited Company Act, B.E. 2535 including terms and conditions which related to the executive of listed company that were issued by the Securities and Exchange Commission. In addition, they are competent, have experiences that benefit the Company's business, have visionary and worked well as directors in the past. They also have a good record of meeting attendance and participation at the Meeting, therefore, proposed to nominate such three directors. The details of the three directors' backgrounds and performances appears in Attachment 3 in the Invitation Letter, pages 50 to 52 (English Version) that have been delivered to the shareholders.

Therefore, Mr. Gumpol Tiyarat, who has been nominated to be re-elected as an independent director, the Board of Directors, which excluded the directors who have the related benefits, has considered this matter and deemed appropriate that the proposed person to be nominated to be an independent director has qualification in accordance with the law regarding the requirements of independent directors and be able to express opinions independently and perform duty in adherence to relevant laws, regulations, and rules for the highest benefit of every shareholder.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

This agenda must be approved by simple majority of the total number of votes of the shareholders or proxies presented at the Meeting and eligible to vote, pursuant to Clause 33. of the Company's Articles of Association

Resolved : The Meeting having considered the matter, resolved with unanimously votes, re-elect three directors who were retired by rotation as directors for another term.

Whereas the Meeting had elected each individual person, with the following votes:

1. The Meeting resolved with unanimously votes, re-elect **Mr. Anukul Ubonnuch** as a director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the Meeting and eligible to vote
1. Approve	1,557,684,798	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

2. The Meeting resolved with unanimously votes, re-elect **Mr. Gumpol Tiyarat** as an independent director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the Meeting and eligible to vote
1. Approve	1,557,684,798	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

3. The Meeting resolved with unanimously votes, re-elect **Pol.Capt. Noppawee Taechaubol** as a director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the Meeting and eligible to vote
1. Approve	1,557,684,798	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 53 persons, holding 1,557,684,798 shares.

Agenda 6 : To determine directors' remuneration.

The Assistant Company Secretary proposed the Meeting to consider and approve the remuneration for the directors.

The remuneration which was approved by the 2023 Annual General Meeting of Shareholders is Baht 10,000,000.- (Ten million Baht) per year as remunerations for all directors, whereby the Board of directors was authorized to allocate and distribute such remuneration to each director. In 2024, the Board of Directors has considered the remuneration by taking into consideration their responsibilities, scopes of work and duties as well as rationale and benefits the Company would get from the directors to attract and keep qualified directors as required. The Board of Directors therefore deemed appropriate to propose the Meeting to determine the directors' remuneration of the year 2024 to remain the same as the year 2023's remuneration for a total of Baht 10,000,000.- (Ten million Baht) per year.

The details of the remuneration payment of each director and the scope of responsibility of the Board of Directors, Audit Committee and the Corporate Governance, Nomination and Remuneration Committee are appeared in the Annual Report 2023 (Form 56-1 One Report) in the form of QR Code, as per Attachment 2 in the Invitation Letter on page 130 to page 131 (Thai Version) which has already been delivered to the shareholders.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

This agenda must be approved by not less than two-thirds of the total number of votes of the shareholders or proxies presented at the Meeting, pursuant to Section 90 of the Public Limited Company Act B.E. 2535.

Resolved : The Meeting having considered the matter, resolved with unanimously votes, approved the directors' remunerations of the year 2024 to remain the same as the year 2023's remuneration for a total of Baht 10,000,000.- (Ten million Baht) per year whereby the Board of Directors has authorized to allocate the remuneration to each director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the Meeting
1. Approve	1,557,684,798	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 53 persons, holding 1,557,684,798 shares.

Agenda 7 : **To appoint the auditors and to determine the auditor's fees.**

The Assistant Company Secretary proposed the Meeting to consider and approve the appointment of auditors and the auditor fees.

To comply with the Public limited Company Act B.E 2535 which requires the Annual General Meeting of Shareholders to appoint the auditors and to determine the audit fee every year and by the recommendation from the Audit Committee, the Board of Directors deems appropriate to propose to the Meeting to appoint the auditors from EY Office Company Limited according to the following list as the auditors of the Company and its subsidiaries for the year 2024 where either of the following auditors shall audit and express opinions to the Company's and its subsidiaries' financial statements, and in the event that those auditors are unable to perform their duties, EY Office Company Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's and its subsidiaries' financial statements in their places as follows.

Mr. Kittiphun Kiatsomphop CPA No. 8050 and/or
(Being the Company's auditor since 2023, for a total of 2 years)

Ms. Supanee Triyanantakul CPA No. 4498 and/or
(Being the Company's auditor since 2018, for a total of 7 years)

Mr. Preecha Arunnara CPA No. 5800
(Being the Company's auditor since 2018, for a total of 7 years)

The auditor proposed the 2024 auditor's fee for the Company in the amount of Baht 2,700,000.- per year, increasing Baht 340,000.- from the 2023 auditor's fee which was Baht 2,360,000.- per year, and also proposed to be the auditor for 4 subsidiaries of the Company comprising of JCK Utilities Co., Ltd., SG Land Co., Ltd., Crown Development Co., Ltd., and Ratchadamri Real Estate Co., Ltd. Therefore, the year 2024 auditor's fees of the Company and its subsidiaries is totaling Baht 4,580,000.- per year, decreasing Baht 110,000.- from the 2023 auditor's fee which was Baht 4,690,000.- per year.

The accounting firm, EY Office Company Limited, is also known for its auditing experiences of various listed companies, its reliability and creditability both domestic and abroad. The firm also has adequate personnel to maintain its audit standard at an international level. The auditor has no relationship or transaction that may lead to a conflict of interest with the Company nor does it have any interest with the Company, its subsidiaries, executives or major shareholders or those related thereto in any manner.

In this regard, the auditor of the Company and its subsidiaries is affiliated with the same audit firm which the Board of Directors will ensure that the financial statements can be prepared in time.

The auditor's fees in year 2024 does not include other service fees (Non-Audit Services Fee). In 2022 - 2023, the Company did not receive any other services from the audit firm that the auditor is affiliated with.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

This agenda must be approved by simple majority of the total number of votes of the shareholders or proxies presented at the Meeting and eligible to vote, pursuant to Clause 33. of the Company's Articles of Association.

Resolved : The Meeting having considered the matter, resolved with unanimously votes, appoint the EY Office Company Limited, by Mr. Kittiphun Kiatsomphop CPA No. 8050, and/or Ms. Supanee Triyanantakul CPA No. 4498, and/or Mr. Preecha Arunnara CPA No. 5800, as the auditor of the Company and the subsidiaries for the year 2024 with the total audit fee of Baht 4,580,000.- per year, with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the Meeting and eligible to vote
1. Approve	1,557,684,798	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 53 persons, holding 1,557,684,798 shares.

Agenda 8 : To consider and approve to decrease the registered capital of the Company and to amend Clause 4. Registered capital of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.

The Assistant Company Secretary reported to the Meeting that the Company has to completely decrease registered capital of the Company by canceling unissued ordinary shares and to amend Clause 4. Registered capital of the Memorandum of Association of the Company prior to any increase of its capital in compliance with the provisions of the Public Limited Company Act that requires the Company to decrease the registered capital by canceling non allotment of the registered ordinary shares prior to increase new registered share capital.

In this regard, the Board of Directors deemed appropriate to propose the Meeting of Shareholders to consider and approve to decrease the registered capital of the Company by Baht 4,168,668,971.00 from the existing registered capital of Baht 7,971,416,322.00 to the new registered capital of Baht 3,802,747,351.00 by canceling 4,168,668,971 unissued ordinary shares with a par value of Baht 1.00 per share, which are the shares allocated to accommodate the issuance of shares for rights offering to the existing shareholders in proportion to their shareholdings (Right Offering) under specifying the purpose of utilizing proceeds and the issuance of shares for rights offering to the existing shareholders in proportion to their shareholdings (Right Offering) and specific persons (Private Placement) under General Mandate that have not yet been sold according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023 on September 8, 2023, and approve to amend Clause 4. Registered capital of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital as follows:

“Clause 4. Registered capital amount	3,802,747,351.00	Baht	(Three billion eight hundred and two million, seven hundred forty-seven thousand and three hundred and fifty-one Baht)
divided into	3,802,747,351	shares	(Three billion eight hundred and two million, seven hundred forty-seven thousand and three hundred and fifty-one shares)
Par value	1.00	Baht	(One Baht)
separated into :			
Common stock	3,802,747,351	shares	(Three billion eight hundred and two million, seven hundred forty-seven thousand and three hundred and fifty-one shares)
Preferred stock	-	share	(- share)”

Including proposing to the Meeting to consider and approve the delegation of authority to the Board of Directors and/or Managing Director and/or the persons designated by the Board of Directors and/or Managing Director as the authorized person to determine the conditions and details of the relevant procedures regarding the capital decrease. As well as, to change words or phrases of the minutes of the shareholders' meeting, the Company's Memorandum of Association, and/or any application and/or any proceeding to comply with the orders of the registrar in order to file the registration of the decrease of capital and the amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

This agenda must be approved by not less than three-fourths of the total number of votes of the shareholders present at the Meeting and eligible to vote, pursuant to Clause 33. of the Company's Articles of Association.

Resolved : The Meeting having considered the matter, resolved by not less than three-fourths of the total number of votes of the shareholders present at the Meeting and eligible to vote, approve to decrease the registered capital of the Company and to amend Clause 4. Registered capital of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital including the authorization related according to the details as proposed, with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the Meeting and eligible to vote
1. Approve	1,557,684,086	99.9999
2. Disapprove	712	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 53 persons, holding 1,557,684,798 shares.

Agenda 9 : To consider and approve to increase the registered capital of the Company and to amend Clause 4. Registered capital of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

The Assistant Company Secretary reported to the Meeting that the Company Intend to increase the registered capital to use as the working capital, as the debt repayment, for the current operation of the Company, for development of the current Company's and its subsidiaries' projects, and to reserve for supporting the future investment expansion plan. Therefore, the Board of Directors deemed appropriate to propose the Meeting of Shareholders to consider and approve to increase the registered capital of the Company in the amount of Baht 1,140,824,205.00 from the existing registered capital of Baht

3,802,747,351.00 to the new registered capital of Baht 4,943,571,556.00 by issuing 1,140,824,205 newly ordinary shares with a par value of Baht 1.00 per share to accommodate the issuance and offering of the newly issued ordinary shares under General Mandate of not exceeding 1,140,824,205 shares, details are shown in the Capital Increase Report Form (F53-4) (Attachment 5) which has been sent to all shareholders along with the Invitation Letter, and approve to amend Clause 4. Registered capital of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital as follows:

“Clause 4.	Registered capital amount	4,943,571,556.00 Baht	(Four billion nine hundred and forty-three million, five hundred seventy-one thousand, five hundred fifty-six Baht)
	divided into	4,943,571,556 shares	(Four billion nine hundred and forty-three million, five hundred seventy-one thousand, five hundred fifty-six shares)
	Par value	1.00 Baht	(One Baht)
	separated into :		
	Common stock	4,943,571,556 shares	(Four billion nine hundred and forty-three million, five hundred seventy-one thousand, five hundred fifty-six shares)
	Preferred stock	- share	(- share)”

Including proposing to the Meeting to consider and approve the delegation of authority to the Board of Directors and/or Managing Director and/or the persons designated by the Board of Directors and/or Managing Director as the authorized person to determine the conditions and details of the relevant procedures regarding the capital increase. As well as, to change words or phrases of the minutes of the shareholders' meeting, the Company's Memorandum of Association, and/or any application and/or any proceeding to comply with the orders of the registrar in order to file the registration of the increase of capital and the amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

This agenda must be approved by not less than three-fourths of the total number of votes of the shareholders present at the Meeting and eligible to vote, pursuant to Clause 33. of the Company's Articles of Association.

Resolved : The Meeting having considered the matter, resolved by not less than three-fourths of the total number of votes of the shareholders present at the Meeting and eligible to vote, approve to increase the registered capital of the Company and to amend Clause 4. Registered capital of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital including the authorization related according to the details as proposed, with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the Meeting and eligible to vote
1. Approve	1,557,684,086	99.9999
2. Disapprove	712	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 53 persons, holding 1,557,684,798 shares.

Agenda 10 : To consider and approve the allocation of newly issued ordinary shares for reservation of the issuance and offering under General Mandate.

The Assistant Company Secretary reported to the Meeting that to comply with the law, the Board of Directors deemed appropriate to propose the Meeting of Shareholders to consider and approve the allocation of not exceeding 1,140,824,205 newly issued ordinary shares with a par value of Baht 1.00 per share to accommodate the issuance and offering of the newly issued ordinary shares under General Mandate with details as follows:

- 1) The allocation of newly issued ordinary shares of not exceeding 760,549,470 shares with a par value of Baht 1.00 per share, representing not more than 20 percent of the issued and paid-up capital of the Company on the date of the Board of Directors' meeting No. 4/2024, held on March 19, 2024, in order to offer to existing shareholders in proportion to their shareholdings (Right Offering) under General Mandate. This may be issued and offered at one time in full or in part and may be offered at the same time or from time to time.
- 2) The allocation of newly issued ordinary shares of not exceeding 380,274,735 shares with a par value of Baht 1.00 per share, representing not more than 10 percent of the issued and paid-up capital of the Company on the date of the Board of Directors' meeting No. 4/2024, held on March 19, 2024, to offer to specific persons (Private Placement) under General Mandate. This may be issued and offered for sale at one time in full or in part and may be offered for sale at the same time or from time to time. In this regard, this allocation of newly issued ordinary shares to specific persons will not be an offering of shares at a low price in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 28/2022 Re: Permission for Listed Companies to Offer Newly Issued Shares via Private Placement dated December 28, 2022 (including additional amendments). In this respect, the specific persons must not be deemed as connected persons with the Company. Therefore, authorized the

Board of Directors to have the power to determine the offering price of shares according to market conditions during the offering of shares to investors, whereby the market price shall be calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date of determination of the offering price. However, the Board of Directors may set the offering price with a discount but not more than 10 percent of such market price.

The allocation of such newly issued ordinary shares in total does not exceed 1,140,824,205 shares or equals to 30 percent of the issued and paid-up capital of the Company on the date of the Board of Directors' meeting resolved to approve the capital increase under the General Mandate under the Regulations of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company, B.E. 2560.

Therefore, as the Company has recorded an accumulated loss, as shown on its financial statements for the year ended December 31, 2023, the Company shall be able to determine such offering price lower than its par value upon obtaining an approval from the shareholders' meeting in accordance with Section 52 of the Public Limited Company Act, B.E. 2535 but cannot be lower than Baht 0.01 per share (as stipulated in Section 52 of the Public Limited Company Act, B.E. 2535 that any company having been in operation for not less than one year, if suffering a loss, may offer its shares for sale at a price lower than the registered value, but must obtain an approval from the shareholders' meeting and determine a definite discount rate).

In this respect, also approved the authorizing the Board of Directors to take any actions relating to the allocation of the newly issued ordinary shares under General Mandate in accordance with the related laws and regulations and the resolutions of the shareholders' meeting, including the following actions:

- (a) To determine details of the allocation of the newly issued ordinary shares under General Mandate;
- (b) To determine or change the method of the allocation of the newly issued ordinary shares, e.g. the allocation wholly in one time or in several times, offering ratio, the seeking for investors under private placement, the date for determining the list of shareholders who are entitled to be allocated the newly issued ordinary shares (Record Date) (under the rule of law), the date of share subscription and payment, the offering period, the offering price, the payment methods, and other details of the allocation and offering;
- (c) To sign the applications for approval, applications for waiver, notices, or any documents relating to the allocation of the newly issued ordinary shares, including to contact and file the documents with the official or representative of any agency concerned and to list the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand; and

(d) To perform any actions necessary for and relating to the allocation of the newly issued ordinary shares in all respects under the applicable laws and regulations.

Therefore, the allocation of newly issued ordinary shares under General Mandate above must be completed within the date that the Company will hold the 2025 Annual General Meeting of Shareholders.

Details are shown in the Capital Increase Report Form (F53-4) (Attachment 5) which has been sent to all shareholders along with the Invitation Letter.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

This agenda must be approved by simple majority of the total number of votes of the shareholders or proxies presented at the Meeting and eligible to vote, pursuant to Clause 33. of the Company's Articles of Association.

Resolved : The Meeting having considered the matter, resolved by simple majority of the total number of votes of the shareholders or proxies presented at the Meeting and eligible to vote, approve the allocation of not exceeding 1,140,824,205 newly issued ordinary shares with a par value of Baht 1.00 per share to accommodate the issuance and offering of the newly issued ordinary shares under General Mandate with details as follows:

- (1) Amount of not exceeding 760,549,470 shares with a par value of Baht 1.00 per share, in order to offer to existing shareholders in proportion to their shareholdings (Right Offering) under General Mandate.
- (2) Amount of not exceeding 380,274,735 shares with a par value of Baht 1.00 per share, in order to offer to specific persons (Private Placement) under General Mandate.

Including the authorization related according to the details as proposed, with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the Meeting and eligible to vote
1. Approve	1,557,684,086	99.9999
2. Disapprove	712	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 53 persons, holding 1,557,684,798 shares.

Agenda 11 : Other matter (if any)

The Assistant Company Secretary asked if any shareholders would like to submit other matters to the Meeting or if anyone would have any question.

Mrs. Phajit Singhachot, proxy from Thai Investors Association (TIA), has suggestion for the Company in the case of organizing the Annual General Meeting of Shareholders (AGM) as follows:

TIA implement a policy requiring listed companies on the Stock Exchange of Thailand (SET) to hold hybrid shareholders' meeting, combining on-site and online components. This hybrid approach would facilitate face-to-face interaction, communication, and question/answer sessions between shareholders, management, and the Board of Directors. This policy aligns with the Securities and Exchange Commission of Thailand's (SEC) No. KorLorThor. Nor.Lor. (Vor) 2/2024, dated January 10, 2024, regarding cooperation in the organization of annual general meetings of shareholders by suggests the Company consider organizing the hybrid shareholders' meeting.

The Assistant Company Secretary will be submit the above matter to the Board of Directors.

As there were no further matter questions or opinions from the shareholders or proxies, the Assistant Company Secretary then invites the Chairman of the meeting stated closing the meeting.

The Chairman of the meeting expressed his appreciation to all shareholders and proxies who attended the meeting and announced the meeting to be adjourned.

The Meeting was adjourned at 15.17 hours.



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(Dr. Apichai Taechaubol)
Chairman of the Meeting