

**BuilderSmart Public Company Limited**

บริษัท บิวเดอสมาร์ต จำกัด (มหาชน)



Minutes of the Annual General Meeting of Shareholders for the year 2022 (“AGM2022”)

BuilderSmart Public Company Limited

Date, Time and Venue

The Meeting was held on 28 April 2022 at 10:00 a.m. at BuilderSmart Public Company Limited, 905/7 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120.

Preliminary Proceedings

Mr.Jirapong Pachanasuwan, introduced the Company’s Board of Directors and guests who attended the Meeting as follows:

**Members of the Board of Directors present at the Meeting:**

- |                                  |  |
|----------------------------------|--|
| 1. Mr.Anek Pichetpongsa          | Chairman of the Board                                |
| 2. Mr.Sunchai Nuengsit           | Vice Chairman of the Board / Chief Executive Officer |
| 3. Mr.Mark David Remijan         | Chairman of the Audit Committee                      |
| 4. Mr.Suresh Subramaniam         | Director   |
| 5. Mr.Warut Panupattanapong      | Director   |
| 6. Ms.Pitchthida Panupattanapong | Director (Online Meeting)                            |
| 7. Miss Thitiya Wongchirachai    | Audit Committee                                      |
| 8. Mr.Orsen Karnburisudthi       | Audit Committee (Online Meeting)                     |

The total number of directors attended the Meeting was 8 of 8 total directors, representing 100.00% of the Board of Directors.

**Guests present at the Meeting:**

- |                              |  |
|------------------------------|--|
| <b>Auditors:</b>             | Representative from ANS Audit Company Limited            |
| <b>Financial Advisors:</b>   | Representative from Asset Pro Management Company Limited |
| <b>Company’s Management:</b> | Ms. Missara Vongsinsirikul (Chief Financial Officer)     |

After that, Mr. Jirapong Pachanasuwan (“the Conductor”) had informed the Meeting about the form and procedure which were in accordance with the Company’s Articles of Association (“AOA”) and normal

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practice as prescribed in the invitation letter to the Meeting that the Company had informed to all Shareholders on the AGM2022 by three (3) channels as follows:

1. sending invitation letter to all Shareholders through postal service;
2. publishing the invitation letter in local daily newspaper; and
3. informing Shareholders the AGM schedule via the SET Link and on the Company's website.

The Conductor then informed the procedure of voting and vote counting in each agenda of the Meeting as follows:

With regard to voting in this Meeting, the number of votes of each Shareholder are equal to the number of shares one possessed where one share equals to one vote. Each Shareholder was entitled to vote in each agenda to approve, disapprove or abstain. Each Shareholder was allowed to vote only in one choice. Otherwise, the ballot would be considered void. In the case of Proxy, the same procedure shall be applied, except for the case that voting was specified in the Proxy Form B, in this case the votes had been registered in the Company's system.

To achieve the vote counting concisely, the vote counting would be based on the deduction of disapproval votes and abstention votes from the total number of votes of the Shareholders attending the Meeting for each agenda. Any Shareholders who would like to vote disapprove or abstain will be requested to raise their hands and the Company's staff would collect their ballot. If no one raised their hand, the vote would be counted as unanimous approval.

The Chairman would announce the voting result after the voting are completed in each agenda. The announced votes would be the result of the votes from Shareholders and Proxies who had the right to vote, and the votes from Proxy Form B.

In the event of a tie vote, the Chairman would have a casting vote in order to finalize that agenda.

To ensure the transparency of the vote counting and comply with good corporate governance, the Company's staff would collect all voting ballots at the end of the Meeting. If any Shareholders or Proxies wished to leave the Meeting before the meeting ended, the voting ballots were requested to be handed back to the Company's staff before leaving. The minutes of the Meeting would be publicized on the Company's website within 14 days after the Meeting.

After that, the Conductor informed the Meeting that the Chairman would proceed all matters in accordance with the agenda order specified in the invitation letter as follows:

Agenda 1: To adopt the minutes of the Annual General Meeting of Shareholders for the year 2021

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Agenda 2: To acknowledge the Company's performance for the fiscal year 2021

Agenda 3: To consider and approve the financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2021 and to acknowledge the auditor's report

Agenda 4: To consider and approve the un-allocation of the net profit from the operating results for the Year 2021 as legal reserve

Agenda 5: To consider and approve the omission of dividend payment for the year 2021

Agenda 6: To consider and approve the re-election of directors in place of the retiring directors by rotation for the year 2022

Agenda 7: To consider and approve the determination of the remuneration of the directors and Audit Committee for the year 2022 in terms of Meeting allowance and basis of director bonus payment for year 2022

Agenda 8: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2022

Agenda 9: Other business (if any)

Regarding the vote counting procedures in each agenda, majority vote would be the main principle of resolution of each agenda unless there was a legislation stating otherwise. The vote counting would be shown on the monitor screen and was provided into two (2) parts:

- **Part 1:**

Agenda No. 1, which was an agenda to adopt the minutes of the previous meeting, required majority of the votes of the Shareholders who attended the Meeting and cast (excluding abstained) to resolve the agenda.

Agenda No. 2, which was an agenda to acknowledge, required no vote casting.

- **Part 2:**

Agenda No. 3 – 6 and No. 8, which were ordinary matters, required vote casting of approval, disapproval, or abstention from Shareholders or Proxies. In addition, Agenda Nos. 3-6 and No. 8 required majority of the votes of the Shareholders who attended the Meeting and cast (excluding abstained) to resolve the agendas.

Agenda No. 7, required the votes of not less than two-thirds (2/3) of the total number of votes of the Shareholders who attended the Meeting to resolve the agenda.

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Agenda No. 9, required no vote casting. Shareholders could raise questions and/or queries and/or give valuable comments to the Board of Directors and the Management Team.

To ensure transparency, the Conductor had asked for volunteer of at least 1 person in the Meeting to be a checker in the vote counting procedures. Ms. Sirorat Kongthip, a Shareholder, volunteered as a checker together with the assigned staff from the Company Secretary Team. In addition, the financial advisors were also assigned to observed that the vote counting was done independently.

**Commencement of the Meeting**

Mr. Anek Pichetpongsa, Chairman of the Board, acting as the Chairman of the Meeting (the "Chairman") welcomed the Shareholders and Proxies and informed that there was 16 Shareholders and 35 Proxies totaling 51 persons held aggregate 1,630,206,385 shares or 76.5173% of total issued shares (2,130,506,193 shares) which constituted the quorum as required by law and the Company's Articles of Association. The Chairman then declared the Meeting open at 10.18 a.m. and asked the Conductor to conduct the Meeting.

**Agenda 1 To adopt the minutes of the Annual General Meeting of Shareholders for the year 2021**

The Chairman proposed to the Meeting to consider and adopt the minutes of the AGM2021 which was held on 29 April 2021. The copies of the said minutes had been submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days as stated by law. Moreover, the minutes had been published on the Company's website.

The Board of Directors had considered and had an opinion that the minutes of the AGM2021 held on 29 April 2021 were truly, duly and completely recorded. Therefore, the Board of Directors deemed it appropriate to propose the minutes to the Meeting for adoption, whereby the Company had attached the copies of the minutes into the invitation letter and sent to Shareholders for consideration.

The Conductor informed the Meeting that this agenda should be passed by the majority votes of the shareholders who attended the Meeting and cast the vote (excluding abstained).

After that, the Conductor asked if any Shareholders had any questions or comments. As there was no question and comment from Shareholders, the Conductor asked the Meeting to consider and adopt the minutes as proposed by the Chairman.

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**Resolution:** The Meeting considered and resolved to adopt the minutes of the AGM2021 which was held on 29 April 2021 by unanimous votes as below:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,630,206,385	100.00
Disapproved	-	-
<b>Total</b>	<b>1,630,206,385</b>	<b>100.00</b>
Abstained	-	
Void	-	

The Chairman assigned Mr.Sunchai Nuengsit (Chief Executive Officer) to report to the Meeting in Agenda 2, 7 and 9, Ms.Missara Vongsinsirikul (Chief Finance Officer) to report to the Meeting in Agenda 3 to 6 and Mr.Mark David Remijan (Chairman of the Audit Committee) to report to the Meeting in Agenda 8. After that the Chairman allowed Mr.Sunchai Nuengsit to report the agenda to the Meeting.

**Agenda 2 To acknowledge the Company's performance for the fiscal year 2021**

Mr. Sunchai Nuengsit gave information about the overview of the Group. Details are as follows

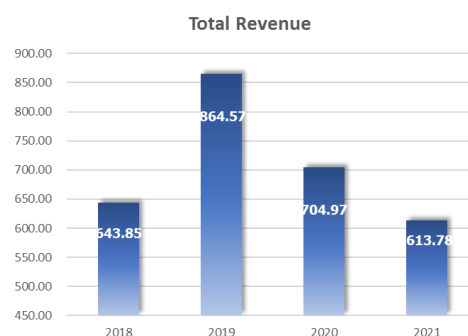
For the year 2021, the company has revenue from sales and services of 605.07 million baht, divided by business type as follows:

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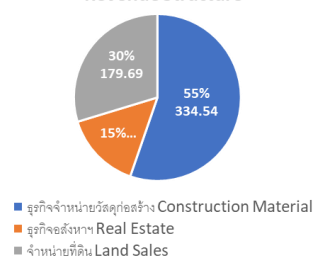
บริษัท บิวเดอร์สมาร์ต จำกัด (มหาชน)



งบกำไรขาดทุนเบ็ดเสร็จ	ปี 2564 สิ้นสุด 31 ธ.ค. 64 (ล้านบาท)	ปี 2563 สิ้นสุด 31 ธ.ค. 63 (ล้านบาท)
รายได้จากการขายและการให้บริการ	605.07	732.20
รายได้อื่น	8.71	3.57
ขาดทุนจากการปรับมูลค่ายุติธรรม ของอสังหาริมทรัพย์ เพื่อการลงทุน	-	(30.79)
<b>รวมรายได้</b>	<b>613.78</b>	<b>704.97</b>
ต้นทุนขายและการให้บริการ	(513.33)	(556.42)
ต้นทุนในการจัดจำหน่ายและค่าใช้จ่ายในการบริหาร	(150.67)	(183.28)
ต้นทุนทางการเงิน	(35.48)	(30.70)
ส่วนแบ่งขาดทุนจากการร่วมค้า	(0.07)	-
<b>รวมต้นทุนและค่าใช้จ่าย</b>	<b>(669.76)</b>	<b>(770.39)</b>
<b>ขาดทุนก่อนค่าใช้จ่ายภาษีเงินได้</b>	<b>(85.97)</b>	<b>(65.42)</b>
รายได้(ค่าใช้จ่าย)ภาษีเงินได้	2.25	(22.65)
<b>ขาดทุนสุทธิสำหรับปี</b>	<b>(83.72)</b>	<b>(88.08)</b>
ส่วนที่เป็นของผู้ถือหุ้นบริษัทใหญ่	(83.75)	(88.05)
ส่วนที่เป็นของส่วนได้เสียที่ไม่มีอำนาจควบคุม	0.03	(0.02)
ขาดทุนต่อหุ้นขั้นพื้นฐาน (หน่วย : บาทต่อหุ้น)	(0.039)	(0.041)

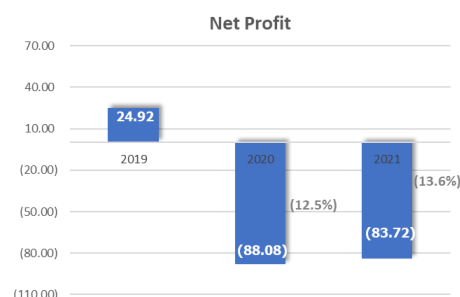
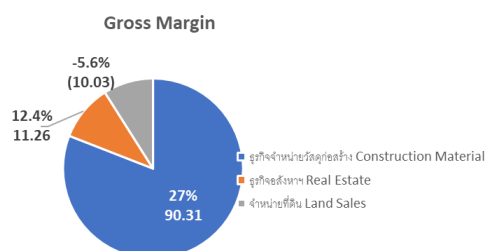


**Revenue Structure**



1. Business selling construction materials 334.54 million baht
2. Real estate business 90.84 million baht
3. Sale of land 179.69 million baht

งบกำไรขาดทุนเบ็ดเสร็จ	ปี 2564 สิ้นสุด 31 ธ.ค. 64 (ล้านบาท)	ปี 2563 สิ้นสุด 31 ธ.ค. 63 (ล้านบาท)
รายได้จากการขายและการให้บริการ	605.07	732.20
รายได้อื่น	8.71	3.57
ขาดทุนจากการปรับมูลค่ายุติธรรม ของอสังหาริมทรัพย์ เพื่อการลงทุน	-	(30.79)
<b>รวมรายได้</b>	<b>613.78</b>	<b>704.97</b>
ต้นทุนขายและการให้บริการ	(513.33)	(556.42)
ต้นทุนในการจัดจำหน่ายและค่าใช้จ่ายในการบริหาร	(150.67)	(183.28)
ต้นทุนทางการเงิน	(35.48)	(30.70)
ส่วนแบ่งขาดทุนจากการร่วมค้า	(0.07)	-
<b>รวมต้นทุนและค่าใช้จ่าย</b>	<b>(669.76)</b>	<b>(770.39)</b>
<b>ขาดทุนก่อนค่าใช้จ่ายภาษีเงินได้</b>	<b>(85.97)</b>	<b>(65.42)</b>
รายได้(ค่าใช้จ่าย)ภาษีเงินได้	2.25	(22.65)
<b>ขาดทุนสุทธิสำหรับปี</b>	<b>(83.72)</b>	<b>(88.08)</b>
ส่วนที่เป็นของผู้ถือหุ้นบริษัทใหญ่	(83.75)	(88.05)
ส่วนที่เป็นของส่วนได้เสียที่ไม่มีอำนาจควบคุม	0.03	(0.02)
ขาดทุนต่อหุ้นขั้นพื้นฐาน (หน่วย : บาทต่อหุ้น)	(0.039)	(0.041)



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As for the gross profit for the year 2021 in the amount of 91.54 million baht divided by business type as follows:

1. Business selling construction materials	90.31	million baht
2. Real estate business	11.26	million baht
3. Sale of land (loss)	-10.03	million baht

by clarifying the reasons for disposing of land in the area of King Kaew Road and Soi Nang Linchee of Teak Development Co., Ltd. despite having a loss in order to maintain the liquidity of the company And to reduce the interest burden from bank loans. However, the sale price of both plots of land is not lower than the purchase price. But caused by the cost of land improvement pending construction.

	ธุรกิจจำหน่ายวัสดุก่อสร้าง Construction Material	ธุรกิจอสังหาริมทรัพย์ Real Estate	จำหน่ายที่ดิน Land Sales	รวมปี 2564
รายได้จากการขายและการให้บริการ	334.54	90.84	179.69	605.07
สัดส่วนรายได้แยกตามหน่วยธุรกิจ	55%	15%	30%	100%
ต้นทุนขายและการให้บริการ (รวมค่าขนส่ง)	(244.23)	(79.58)	(189.72)	(513.53)
อัตราต้นทุนเทียบกับรายได้ขายและบริการ	73.0%	87.6%	105.6%	84.9%
กำไรขั้นต้น	90.31	11.26	(10.03)	91.54
อัตรากำไรขั้นต้น	27.0%	12.4%	-5.6%	15.1%
รายได้อื่น	5.53	3.18	-	8.71
รายได้รวม	340.07	94.02	179.69	613.78
คชจ. การขาย&บริหาร	(79.74)	(58.91)	(9.85)	(148.49)
อัตราค่าใช้จ่ายเทียบกับรายได้รวม	23.4%	62.7%	5.5%	24.2%
ต้นทุนทางการเงิน	(2.10)	(33.38)	-	(35.48)
อัตราต้นทุนทางการเงินเทียบกับรายได้รวม	0.6%	35.5%	0.0%	5.8%
กำไร/(ขาดทุน)สุทธิ	14.00	(77.84)	(19.88)	(83.72)
อัตรากำไรสุทธิ	4.1%	-82.8%	-11.1%	-13.6%

Net profit after selling and administrative expenses Divided by business type as follows:

1. Business selling construction materials	14.00	million baht
2. Real estate business (loss)	-77.84	million baht
3. Sale of land (loss)	-19.88	million baht

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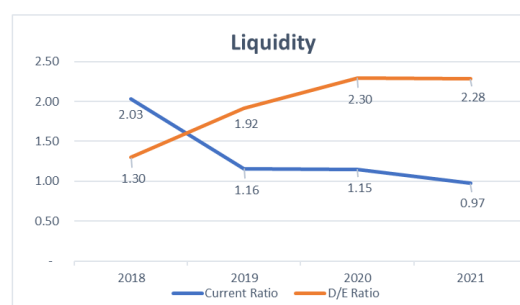
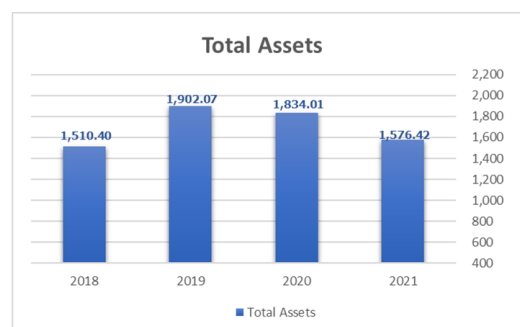
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งบแสดงฐานะการเงิน	ณ 31 ธ.ค. 64 (ล้านบาท)	ณ 31 ธ.ค. 63 (ล้านบาท)
สินทรัพย์หมุนเวียน	780.84	1,008.81
สินทรัพย์ไม่หมุนเวียน	795.58	825.19
<b>รวมสินทรัพย์</b>	<b>1,576.42</b>	<b>1,834.00</b>
หนี้สินหมุนเวียน	802.44	878.49
หนี้สินไม่หมุนเวียน	294.00	391.14
<b>รวมหนี้สิน</b>	<b>1,096.44</b>	<b>1,269.63</b>
รวมส่วนของผู้ถือหุ้น	479.98	564.37
<b>รวมหนี้สินและส่วนของผู้ถือหุ้น</b>	<b>1,576.42</b>	<b>1,834.00</b>



In terms of assets and liabilities, in 2021 compared to 2020, both assets and liabilities decreased at a corresponding rate, about 14% decreased from the sale of both plots of land.

This agenda required no vote casting as it was an agenda for acknowledgement, and as there was no further queries from both Shareholders and Proxies. The Conductor asked the Meeting to consider the next agenda.

**Agenda 3 To consider and approve the financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2021 and to acknowledge the auditor's report.**

Ms. Missara Vongsinsirikul informed the meeting that The Company has operated in accordance with the Public Limited Companies Act B.E. 2535 (including any amendments thereto), according to the Company's Articles of Association The details appeared in the invitation letter for Agenda 3, where the financial statements were audited by a certified public accountant from ANS Audit Company Limited, which expressed an unconditional opinion that The financial statements are correct in all material respects. according to financial reporting standards and has been approved by the Audit Committee and Board of Directors Meeting No. 1/2022, dated February 24, 2022, with details as shown in the Board of Directors' Responsibility Report on the 2021 Financial Report. in the annual report (56-1 One Report) which was sent to the shareholders together with the invitation letter for this meeting



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The Conductor informed the Meeting that this agenda was required to be passed by the majority votes of the shareholders, who attended the meeting and cast the vote.

After that, the Conductor invited questions and comments from Shareholders. As there was no question and comment from Shareholders, the Conductor asked the Meeting to consider and approve this agenda.

**Resolution:** The Meeting considered and resolved to approve the financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2021 and acknowledge the report of the auditors by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,630,206,385	100.00
Disapproved	-	0.00
<b>Total</b>	<b>1,630,206,385</b>	<b>100.00</b>
Abstained	-	
Void	-	

**Agenda 4 To consider and approve un-allocation of the net profit of the Company's operating results for the year 2021 as legal reserve**

Ms. Missara Vongsinrikul informed the meeting that From the presentation of the operating results in Agenda 2, it can be seen that the Company's operating results According to the separate financial statements, there is a net loss. For the fiscal year 2021, it is therefore appropriate to propose to the shareholders' meeting to approve un-allocation of net profits as legal reserves.

The Conductor informed the Meeting that this agenda was required to be passed by the majority votes of the Shareholders, who attended the Meeting and cast the vote.

After that, the Conductor invited questions and comments from Shareholders. As there was no question and comment from Shareholders, the Conductor asked the Meeting to consider and approve this agenda.

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**Resolution:** The Meeting considered and resolved to approve un-allocation of the net profit from the operating results for the year 2021 by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,630,206,385	100.00
Disapproved	-	0.00
<b>Total</b>	<b>1,630,206,385</b>	<b>100.00</b>
Abstained	-	
Void	-	

**Agenda 5 To consider and approve the omission dividend payment of the year 2021**

Ms. Missara Vongsinsirikul informed the meeting that from the presentation of the operating results in Agenda 2, it can be seen that the Company's operating results Separate financial statements have net loss. For the fiscal year 2021

**3 years comparison report of dividend payment from 2019 to 2021**

Detail	2018	2019	2021 (year of Proposal)
Net profit (MB.) <sup>/1</sup>	42.45	(51.78)	(38.36)
Net profit after legal reserve (MB)	40.32	(51.78)	(38.36)
Dividend payment (MB) <sup>/2</sup>	-	-	- <sup>/2</sup>
The proportion of dividend payment (%) <sup>/3</sup>	0.00%	0.00%	0.00%

*Note: This calculation is solely for the purpose of data comparison to dividend payment policy.*

*/1 = Annual net income*

*/2 = The Company's Bord of Directors' proposed the resolution to AGM2021 for the approval of suspending the annual dividend payment for the year 2021.*

*/3 = The rate of dividend payment is calculated from the amount of dividend paid divided by net profit after deducted by reserve fund.*

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**BuilderSmart Public Company Limited**

บริษัท บิวเดอร์สมาร์ต จำกัด (มหาชน)



The Board of Directors Meeting No. 1/2022, held on February 24, 2022, therefore resolved to propose to the shareholders' meeting. To consider and approve the omission dividend payment of the year 2021 due to the company's operating loss

The Conductor informed the Meeting that this agenda was required to be passed by the majority votes of the Shareholders, who attended the Meeting and cast the vote.

After that, the Conductor invited questions and comments from Shareholders. As there was no question and comment from Shareholders, the Conductor asked the Meeting to consider and approve this agenda.

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,630,206,385	100.00
Disapproved	-	-
<b>Total</b>	<b>1,630,206,385</b>	<b>100.00</b>
Abstained	-	
Void	-	

**Agenda 6 To consider and approve the re-election of directors to replace the retiring directors by rotation for the year 2022**

Ms. Missara Vongsinsirikul informed the meeting that As the company has already informed in the invitation to the meeting that This year, there are 3 directors who are due to retire by rotation for the year 2022, the directors who were being retired by rotation were as follows:

1. Mr. Anek Pichetpongsa      Chairman of the Board / Chairman of the Nomination and Remuneration Committee
2. Mr. Sunchai Nuengsit      Vice Chairman of the Board / Executive Director
3. Mr. Mark David Remijan      Director / Chairman of the Audit Committee / Nomination and Remuneration Committee

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Which details the profile of each director according to the invitation letter that have been delivered to the shareholders Board of Directors Propose the shareholders to consider appointing all 3 directors back to be the Company's directors. and other positions as usual for another term. The nomination process has been thoroughly and prudently considered by the NRC and the Board considered and opined that those nominees' qualifications, knowledge, competence, experience and expertise is suitable and possess all qualifications pursuant to the Public Company Limited Act B.E.2535 (1992) (as amended) and have no prohibition characteristics of being the Company's directors as ruled by the Office of the Securities and Exchange Commission, and other relevant regulatory bureau.

For the retired Audit Committee, the NRC has considered the nominated person has independence to express his/her opinions and has qualifications according to related rules and regulations. Nevertheless, the especially director namely Mr. Mark David Remijan will be as the independent director more than 9 years, in case if he was appointed as the Director on this term (be the Independent Director since 18 October 2007). However as per the Board's opinion (excluding interested person), he has performed his duties in accordance with section 89/7 of the Securities and Exchange Acts 1992. He has the knowledge and capability of the Company. Since he was the Company director no conflict of interest, make decisions in various occasions for best interest of the Company and the shareholders.

The Conductor informed the Meeting that this agenda was required to be passed by the majority votes of the Shareholders who attended the meeting and cast the vote.

After that, the Conductor invited questions and comments from Shareholders. As there was no further question or comment from Shareholders, the Conductor asked the Meeting to consider and re-elect on this agenda for each nominated director.

1. Appointment of Mr. Anek Pichetpongsa as the Company's Director/ Chairman of the Board / Chairman of the Nomination and Remuneration Committee

**Resolution:** The Meeting had considered and resolved to approve the re-election of Mr. Anek Pichetpongsa to serve his position for another term by the following votes:

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Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,630,206,385	100.00
Disapproved	-	-
<b>Total</b>	<b>1,630,206,385</b>	<b>100.00</b>
Abstained	-	
Void	-	

### 2. Appointment of Mr. Sunchai Nuengsit as the Company's Director/ Executive Director

**Resolution:** The Meeting had considered and resolved to approve the re-election of Mr. Sunchai Nuengsit to serve his positions for another term by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,630,206,385	100.00
Disapproved	-	-
<b>Total</b>	<b>1,630,206,385</b>	<b>100.00</b>
Abstained	-	
Void	-	

### 3. Appointment of Mr. Mark David Remijan as the Company's Director/ Independent Director / Chairman of the Audit Committee / Nomination and Remuneration Committee

**Resolution:** The Meeting had considered and resolved to approve the re-election of Mr. Mark David Remijan to serve his positions for another term by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,630,205,760	>99.99
Disapproved	625	<0.01
<b>Total</b>	<b>1,630,206,385</b>	<b>100.00</b>
Abstained	-	
Void	-	

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Agenda 7 To consider and approve the determination of the remuneration of the directors and Audit Committee for the year 2022 in terms of Meeting allowance and basis of director bonus payment for year 2022

Mr. Sunchai Nuengsit informed the Meeting that according to the Public Company Limited Act B.E.2535 (1992) including its amendment, the Company was prohibited to pay cash or give any remuneration to the directors, except for the remuneration under the Company's Articles of Association. The Company's Articles of Association prescribed that the Company's directors were entitled to receive remuneration from the Company according to the consideration and approval resolution by the Shareholders' Meeting which might determine the directors' remuneration in fixed amount or in principal, and whether to be determined from time to time or to be effective until a Shareholders' Meeting passed a resolution to amend otherwise. In addition, the Company's directors is required to have the right to receive allowance and other welfares in accordance with the Company's policy.

The Board of Directors deemed it appropriate to propose to the Meeting for consideration and approval of the remuneration to the directors for the year 2022 as follows:

Remuneration of directors and Audit Committee per meeting (the same rate as in 2021)

Meeting allowances (THB / Director / Meeting)	2021			2022		
	Chairman of the Board	Executive Director	Non- Executive Director	Chairman of the Board	Executive Director	Non- Executive Director
Board of Directors	25,000	20,000	20,000	25,000	20,000	20,000
Audit Committee	25,000	-	-	25,000	-	-

Moreover, the Board of Directors would like to propose the Meeting to consider and approve basis for the payment of director's bonus for the year 2022 as follows:

1. the bonus would be paid when the Company is profitable (according to consolidated financial statements);
2. the payment would not exceed 5% of net profit of the Company and not exceeding THB 3,000,000 (similar to the year 2021); and
3. the Chairman of the Board of Directors was authorized to allocate the bonus to each director.

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The Board of Directors deemed it appropriate to propose to the Meeting for consideration and approval of basis for the payment of director's bonus for the year 2022 as proposed by the Nomination and Compensation Committee.

The Conductor informed the Meeting that this Agenda was required to be passed by votes of not less than two-thirds (2/3) of the total number of shareholders attending the Meeting.

After that, the Conductor invited questions and comments from Shareholders. As there was no further question nor comment from Shareholders, the Conductor asked the Meeting to consider and approve the determination of the remuneration of the directors and Audit Committee for the year 2021 in terms of Meeting allowance and basis of director bonus payment for year 2022

**Resolution:** The Meeting considered and resolved to approve the remuneration of the directors and the Audit Committee per meeting (the same rate as in 2021)

Meeting allowances (THB / Director / Meeting)	2021			2022		
	Chairman of the Board	Executive Director	Non- Executive Director	Chairman of the Board	Executive Director	Non- Executive Director
Board of Directors	25,000	20,000	20,000	25,000	20,000	20,000
Audit Committee	25,000	-	-	25,000	-	-

The Meeting also approved the basis of director's bonus payment for the year 2021 as follows:

1. the bonus would be paid when the Company is profitable (according to consolidated financial statements);
2. the payment would not exceed 5% of net profit of the Company and not exceeding THB 3,000,000 (similar to the year 2021); and
3. the Chairman of the Board of Directors was authorized to allocate the bonus to each director by the following votes:

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Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,630,206,385	100.00
Disapproved	-	-
<b>Total</b>	<b>1,630,206,385</b>	<b>100.00</b>
Abstained	-	
Void	-	

**Agenda 8 To consider and approve the appointment of the auditors and the determination of the audit fee for the Year 2022**

Mr. Mark David Remijan was assigned to proceed this agenda in English where Ms. Missara Vongsinsirikul was requested to translate as following details;

To comply with the Public Company Limited Act B.E.2535 (as amended) and the Company's Articles of Association, at every Annual General Meeting of Shareholders, the Company shall appoint the external auditors and determine the audit fee of the Company, the same auditor will not be re-appointed for more than 7 consecutive fiscal years.

Last year, the Company and its subsidiaries had ANS Audit Company Limited as Company's external audit firm, which had no interests with the Company and its subsidiaries as well as with executives and majority shareholders or those related persons. Therefore, the auditors have independence to express their opinions on the financial statements of the Company and be the external auditor of the Company. The Audit Committee has considered pursuant to the "Audit Committee's Report" stated in the annual report and deemed that the performance of ANS Audit Company Limited is in a good level and their standard of performance is acceptable as well as well its knowledge of the businesses of the Company and subsidiaries, which will support a fast, flexible, and efficient auditing work of the Company in year 2022. Hence, the Audit Committee and the Board of Directors deem it appropriate to propose to the AGM2022 to appoint the external auditor and fixing of their remuneration in year 2022, with such details as set out as follows:

1) Name and Audit Office deeming appropriate to propose an appointment of one of the following auditors from ANS Audit Company Limited to be an auditor of the Company in year 2022:

In the event those auditors are not able to perform their duties, ANS Audit Co.,Ltd. will cause its other auditors, who is qualified by related regulations, to perform the Company and its subsidiaries' audit on their behalf.



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2) The year 2022 auditing fee amounting to 2,300,000 Baht, decreased by 6.50% from last year to comply with revenue structure of the Group Company, details as set out as follows:

Company's Audit Fee (Baht)	1,250,000	decrease by 16.66% from last year
Subsidiaries' Audit Fee (Baht)	950,000	increase by 18.75% from last year
Total (Baht)	2,200,000	totally decrease by 4.35% from last year

The Audit Committee has considered the auditor's fee for the year 2022 and deemed it appropriate to set the audit fee not more than 2,200,000 Baht, and decrease of 4.35% from last year to comply with revenue structure of the Group Company

Board's Opinion: It is deemed appropriate to propose to the AGM2022 to pass a resolution to appoint the auditor from ANS Audit Company Limited, comprising of the certified auditors as proposed, to be the Company's auditor for the year 2022 and fixing its audited fee at 1,250,000 Baht (decrease by 250,000 Baht) but not including the annual audit fee of its subsidiaries in the amount of 950,000 Baht (increased by 150,000 Baht), as approved by the Audit Committee.

The Conductor informed the Meeting that this agenda was required to be passed by the majority votes of the Shareholders who attended and cast the vote.

After that, the Conductor asked if any Shareholders had any questions or comments. As there was no question and comment from Shareholders, the Conductor asked the Meeting to consider and approve this agenda.

**Resolution:** The Meeting considered and resolved to approve the appointment of the auditors of the Company for the year 2021 as follows:

Ms. Panita Chotesaengmaneekul	CPA Registration No. 9575; or
Mr. Sathien Vongsnan	CPA Registration No. 3495; or
Mr. Atipong Atipongsakul	CPA Registration No. 3500; or
Mr. Vichai Ruchitanont	CPA Registration No. 4054; or
Ms. Kultida Pasurakul	CPA Registration No. 5946,

all of whom were from ANS Audit Company Limited as the auditors of the Company for the year 2022 and the meeting has resolved to approve the auditor's remuneration for the year 2022 in the amount of not

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exceeding THB 2,200,000 being THB 1,250,000 as the Company's audit fee and THB 950,000 as the audit fee for the subsidiaries by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,630,206,385	100.00
Disapproved	-	-
<b>Total</b>	<b>1,630,206,385</b>	<b>100.00</b>
Abstained	-	
Void	-	

**Agenda 9 Other business**

Mr. Sunchai Nuengsit informed the Meeting that the Board of Directors proposed the agenda of other business should be added to every AGM in order for Shareholders to raise queries and/or provide recommendations to the Board of Directors and/or the Company management. However, according to Section 105 paragraph 2 of the Public Company Limited Act B.E.2535, shareholders holding shares amounting to not less than one-thirds of the total number of paid-up shares could request the Meeting to consider other matters in addition to those specified in the notice of Meeting. The Board of Directors deemed it appropriate to propose this agenda to the shareholders who wish for the Meeting to consider other businesses besides the agenda that were proposed by the Board of Directors.

The Conductor gave an opportunity to the Shareholders to raise queries and/or provide recommendations to the Company.

When no shareholders proposed additional meeting agendas, asked questions or expressed any further opinions, the Conductor has invited the Chairman of the meeting to make a speech for closing the Meeting.

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Close the Meeting:

Mr.Anek Pichetpongsa as the Chairman of the meeting said thank you to shareholders and proxies for attended the Meeting today and he notified the Meeting has ended around 11.24 a.m.

( \_\_\_\_\_ )  
Mr.Anek Pichetpongsa  
Chairman of the Board of Directors/  
Chairman of the Meeting

( \_\_\_\_\_ )  
Ms. Missara Vongsinsirikul  
Company Secretary / Minutes Taker