

## The minutes of the Extraordinary General Meeting of Shareholders No. 1/2022

### CMO Public Company Limited

#### Date Time and Venue

CMO Public Company Limited (the “Company”) held the Extraordinary General Meeting of Shareholders No.1/2022 on Monday, February 28, 2022, at 10.00 a.m. The meeting was held at CMO Public Company Limited Meeting Room; No. 4/18-19 Soi Nuanchan 56, Nuanchan, Buengkum, Bangkok

#### List of the Directors attending the Meeting

- |                                    |  |
|------------------------------------|--|
| 1. Mr. Kitisak Jampathipphong      | Chairman of the Board, Chairman of the Board of Management and Chief Executive Officer.  |
| 2. Mr. Kitti Phuathavornskul       | Vice Chairman of the Board, Chairman of the Nomination and Remuneration Committee, Executive Director and Chief Operation Officer. |
| 3. Mrs. Apaporn Kosolkul           | Independent Director, Audit Committee and Member of Nomination and Remuneration Committee.   |
| 4. Mr. Kasemsit Pathomsak          | Independent Director, Audit Committee and Member of Nomination and Remuneration Committee.   |
| 5. Miss Piyamart Yongsirichaisakul | Director, Chief Financial Officer and Company Secretary  |

#### List of the Directors being absent

- |                               |  |
|-------------------------------|--|
| 1. Mr. Chaipatr Srivisarvacha | Independent Director and Chairman of Audit Committee |
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#### List of person attending the meeting

- |                                   |   |
|-----------------------------------|---|
| 1. Mr. Seksan Thanopajai          | Financial Advisor – Fin Plus Advisory Company Limited |
| 2. Miss Nuntarut Sangsuwannukul   | Financial Advisor – Fin Plus Advisory Company Limited |
| 3. Miss Choladda Busabong         | Law Advisor – KTB Law Company Limited                 |
| 4. Miss Chanisa Sajjaporameth     | Law Advisor – KTB Law Company Limited                 |
| 5. Miss Orawan Techawatanasirikul | Auditor – EY Company Limited                          |
| 6. Mr. Sathin Techalertmanee      | Auditor – EY Company Limited                          |
| 7. Miss Siriporn Kattapong        | The proxy of the Thai Investors Association           |

8. Mr. Vuttiphon Tanametantont Internal Audit Director and Assistant Company Secretary

**The meeting started at 10.00 a.m.**

Mr. Kitisak Jampathippong who are Chairman of the Board, Chairman of the Board of Management and Chief Executive Officer (Chairman). the moderator informed that there were 35 shareholders attending the meeting, consisting 20 shareholders present in person, representing 72,492,211 shares (approximated 28.38% of issued shares), and 15 shareholders by proxy, representing 23,409,350 shares (approximated 9.16% of issued shares). In total, the shareholders and proxies attended the meeting holding a total of 95,901,561 shares, equivalent to 37.54% of the total 255,462,733 issued shares. This completed the quorum of the shareholders' meeting and the total number of the Board of Directors attending the meeting was 5 persons accounted for 83.33 % of the total number of Directors.

Then the moderator informed procedure on voting, vote counting and vote announcement that one share shall have one vote. If no shareholders disagree or abstain, It shall be deemed that the shareholders agree with the proposed resolution. If shareholders disagree or abstain, please raise hand for the staff to collect the ballots for calculation of the votes in each agenda.

*Since the matters proposed to the shareholders' meeting in Agenda 2 – Agenda 5 are related matters, therefore, if any agenda item is not approved by the shareholders' meeting, there will be no further consideration of other agenda items and the agenda approved by the shareholders' meeting shall be deemed cancelled.*

In addition, the Company takes into consideration and is deeply concerned about the health and safety of shareholders and staffs who are involved in organizing the meeting. To prevent and mitigate the risks from the pandemic of Corona Virus (COVID-19), the Company would like to inform the shareholders must wear face masks at all time and must pass the screening process before entry the area or meeting venue.

The Chairman of the Board opened the Meeting and asked for the EY Company Limited to volunteer as a witness to the accuracy of the vote counting.

The meeting has agenda as follows:

**Agenda 1 Adopted the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021 held on November 15, 2021.**

The Chairman of the Board informed the Meeting to Adopted the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021 held on

November 15, 2021. As The details of which are as set out in the Copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021.

The Chairman inquires any questions and comments on the Extraordinary General Meeting of Shareholders Year No. 1/2022 were held on February 28, 2022. None of the shareholder questioned nor commented. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Resolution** The Meeting has considers the Minutes and come in agreement to certify the Extraordinary General Meeting of Shareholders No.1/2021 with the votes as follows:

-	Approved	95,901,561	votes	100	percent
-	Disapproved	0	votes	0	percent
-	Abstention	-	votes	not taken for vote	counting
-	Voided Ballot	-	votes	not taken for vote	counting

**Agenda 2** To consider and approve the issuance of newly-issued convertible debentures of the Company by way of private placement to non-related person in the amount of not exceeding THB 500,000,000.

The Chairman of the Board invited financial advisors to present in the meeting for issuance of newly-issued convertible debentures of the Company by way of private placement to non-related person in the amount of not exceeding THB 500,000,000.

Miss Nuntarut Sangsuwannukul, financial advisor informed that for enhance the Company’s financial flexibility for business expansion on various projects and to reserve as the Company’s working capital, including repayment of loans to the banks, which will strengthen capital base of the overall Company’s group to create readiness for future operations, The Company deemed it appropriate to propose to the shareholders’ meeting to consider and approve the issuance and offering of the newly-issued convertible debentures of the Company in the total value of not exceeding THB 500,000,000 (the “Convertible Debentures”) by way of private placement specifically to Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”), which are not related person of the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, dated 31 August,

2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) (collectively referred to as the “Notifications on Connected Transactions”). The details and brief information of convertible debentures are prescribed in the Summary of the Significant Terms and Conditions of the Convertible Debentures CMO Public Company Limited (an attachment in presenting at the meeting).

In this regard, the Board of Directors deemed it appropriate to propose to the shareholders’ meeting to consider and approve the appointment of the Board of Directors or the Company’s authorized directors or the Chief Executive Officer or the person(s) appointed by the Board of Directors or the Company’s authorized directors or the Chief Executive Officer to have the power to determine the details, amend or take any actions as necessary for and in connection with the issuance and offering of the Convertible Debentures in order to comply with the laws, including but not limited to the power to proceed with the followings actions:

(1) To determine or amend the details, methods and other conditions in connection with the issuance and offering of the Convertible Debentures as appropriate either in one occasion or several occasions, including but not limited to the terms and conditions of the Convertible Debentures, the issue date, the par value, the offering price, the number of ordinary shares to be issued in order to reserve for the conversion of the Convertible Debentures, the interest rate, the calculation and method of interest payment, the conversion price, the conversion ratio, the conversion period, the redemption price, the redemption period, the last day of conversion period, the allocation method, or the determination of any adjustment event requiring the Company to issue additional underlying shares to accommodate a change of the exercise of the conversion right, and the conditions of adjustment events.

(2) To appoint advisors and third parties (e.g., financial advisor and legal advisor) for contacting and providing information as well as filing of documents, any filing or any waiver, and providing evidence to the relevant authorities or any other events in connection with the issuance and offering of the Convertible Debentures as appropriate.

(3) To negotiate, agree, enter into, amend, add, execute any agreements, applications for approval, waiver, evidence, disclosure, sale report, and other documents necessary for and in connection with the issuance, offering and allocation of the Convertible Debentures, the allocation of newly-issued shares in order to reserve for the exercise of the conversion right of the Convertible Debentures, as well as contacting, filing, amending, adding and executing the applications for approval, waiver, evidence, disclosure, sale report, and other documents to the Securities and Exchange Commission, the SET, governmental agencies and/or other relevant authorities in relation to the issuance and offering of the Convertible Debentures and the listing of the newly-issued ordinary shares from the exercise of the conversion right of the Convertible Debentures as listed securities on the SET.

(4) To perform any necessary and appropriate actions in connection with the issuance, the offering, and the allocation of the Convertible Debentures in order to ensure the successful completion of the actions specified above.

The Chairman inquires any questions and comments on this agenda 2 as follows:

**Question/Comment/Answer**

<p><b>Question :</b></p> <p>Miss Siriporn Kattapong (the proxy of the Thai Investors Association)</p>	<p>The issuance of 75,435,844 newly issued ordinary shares, what did the company use as a base for the calculation of capital increasing?</p>
<p><b>Answer :</b></p> <p>Miss Nuntarut Sangsuwannukul Financial advisor</p>	<p>The calculation of the number of newly issued ordinary shares is made by taking the convertible debentures 500 million baht divided by “The market price” shall be calculated based on the weighted average price of the Company’s shares trading on the SET for back date 15 working days before the date that the Board of Directors has approved to propose the agenda for the increase of the</p>

	<p>Company's registered capital. To reserve for the exercise of the Convertible Debentures issued by the way of private placement to the specific investors (during the period from 27 December 2021 to 18 January 2022) and then take it into calculate the 10% discount rate according to the terms and conditions of the Convertible Debentures.</p>
<p><b>Question :</b></p> <p>Miss Siriporn Kattapong (the proxy of the Thai Investors Association)</p>	<p>Due to the convertible debentures to be issued for sale not exceeding 500 million baht will be divided into 3 tranches, each with another sub - tranches. How is it related to the number of newly issued ordinary shares to be convertible 75,435,844 shares? Because each trances are not sell at the same time.</p>
<p><b>Answer :</b></p> <p>Mr. Seksan Thanopajai Financial advisor</p>	<p>For the preparing the number of ordinary shares for convertible debentures which calculated from highest convertible debentures and weighted average price that informed shareholders before.</p> <p>However, in case the newly-issued shares to reserve for the conversion of the Convertible Debentures are insufficient, the Company will proceed the shareholders' meeting again for issue Additional Shares to accommodate the Change to the Exercise of the Conversion Right.</p>

<p><b>Question :</b></p> <p>Mr. Pramote Libratanasakul Shareholder who attending the meeting</p>	<p>What is the objective for capital increase to utilize fund?</p>
<p><b>Answer :</b></p> <p>Mr. Seksan Thanopajai Financial advisor</p>	<p>Objectives of capital increase and plans for utilizing proceeds received from the capital increase as details:</p> <ol style="list-style-type: none"> <li>1. To expanding for investing involved business and new business in the future.</li> <li>2. To Using as working capital of the Company between year 2022-2023</li> <li>3. To repayment of short term loans to the banks/ creditors.</li> </ol> <p>Moreover, if the holders of Convertible Debentures (AO Fund and AO Fund 1) are exercise their Convertible Debenture to ordinary shares, it will strengthen the Company's equity and its affect to Debt to Equity ratio (D/E) decreasing than 1 which is good for the Company.</p>
<p><b>Question :</b></p> <p>Mr. Pramote Libratanasakul Shareholder who attending the meeting</p>	<p>How much does the company plan to utilize for repayment the short term loan?</p>
<p><b>Answer :</b></p> <p>Miss Piyamart Yongsirichaisakul Director, Chief Financial Officer and Company Secretary.</p>	<p>The credit of short term loan of the Company has amount 200 million baht. However, the Company plans to spend the fund from capital increase for repayment the short term loan</p>



	<p>which is closing due date and high interest rate amount not exceeding 50 million baht.</p>
<p><b>Question :</b></p> <p>Mr. Pramote Libratanasakul Shareholder who attending the meeting</p>	<p>How to record the convertible debentures in accounting transaction ? And what about Debt to Equity (D/E)? What is the reason to divide convertible debentures into 3 tranches?</p>
<p><b>Answer :</b></p> <p>Mr. Seksan Thanopajai Financial advisor</p>	<p>When the Company get fund from convertible debentures that will record to liabilities. Its affect to Debt to Equity ratio (D/E) increasing. On the other hand, when the holders of the Convertible Debentures are exercise their convertible debentures convert to ordinary shares. Its affect to Debt to Equity ratio (D/E) decreasing.</p> <p>The reasons why the Company divide convertible debentures into 3 tranches is made from agreement with AO Fund &amp; AO Fund 1 and depend on plans for utilizing fund to operate business. If the Company do not have the plan to utilize fund, it will not issuing the second tranches.</p>
<p><b>Question :</b></p> <p>Miss Siriporn Kattapong (the proxy of the Thai Investors Association)</p>	<p>Is this issuance of capital increase is related with the issuance of capital increase in Annual General Meeting 2022 or not?</p>



<p><b>Answer :</b></p> <p>Miss Choladda Busabong Law Advisor</p>	<p>No, this issuance of capital increases which support for support Convertible Debentures. In part of issuance of capital increase under general mandate method in Annual General Meeting 2022, the Company sell to private placement that not exceeding 10% of register shares which an additional request from this agenda.</p>
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If no shareholders questioned nor commented, the Chairman invited the shareholders to consider and approve the issuance of newly-issued convertible debentures of the Company by way of private placement to non-related person in the amount of not exceeding THB 500,000,000. This agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base.

**Resolution** The Meeting has Approved the issuance and offering of the newly-issued convertible debentures of the Company in the total value of not exceeding THB 500,000,000 by way of private placement specifically to Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”), which are not related person of the Company, and the appointment of the Board of Directors or the Company’s authorized directors or the Chief Executive Officer or the person(s) appointed by the Board of Directors or the Company’s authorized directors or the Chief Executive Officer to have the power to determine the details, amend or take any actions as necessary for and in connection with the issuance and offering of the Convertible Debentures as per the details proposed to the meeting. The meeting has resolved as follows:

-	Approved	95,901,561	votes	100	percent
-	Disapproved	0	votes	0	percent
-	Abstention	-	votes	not taken for vote	counting
-	Voided Ballot	-	votes	not taken for vote	counting

- Agenda 3** To consider and approve the increase of Company's registered capital in amount of THB 75,435,844 from the existing registered capital of THB 255,462,733 to the registered capital of THB 330,898,577 by issuance of newly-issued ordinary shares in the amount of 75,435,844 shares with a par value of THB 1.00 per share.

The Chairman of the Board invited law advisors to present in the meeting for consider and approve the increase of Company's registered capital in amount of THB 75,435,844 from the existing registered capital of THB 255,462,733 to the registered capital of THB 330,898,577 by issuance of newly-issued ordinary shares in the amount of 75,435,844 shares with a par value of THB 1.00 per share.

Miss Choladda Busabong, law advisor informed that due to the Company's purpose to issue and offer the newly-issued convertible debentures of the Company by way of private placement to non-related person in the amount of not exceeding THB 500,000,000 as specified in agenda item 2 above, the Company deemed it appropriate to propose to the shareholders' meeting to consider and approve the increase of Company's registered capital in amount of THB 75,435,844 from the existing registered capital of THB 255,462,733 to the registered capital of THB 330,898,577 by issuance of newly-issued ordinary shares in the amount of 75,435,844 shares with a par value of THB 1.00 per share in order to reserve for the exercise of the conversion right of the Convertible Debentures to AO Fund and AO Fund 1 as per the details prescribed in the Capital Increase Report Form (F53-4) (Enclosure 3).

The Chairman inquires any questions and comments. None of the shareholder questioned nor commented. This agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base.

- Resolution** The Meeting has Approved the increase of Company's registered capital in amount of THB 75,435,844 from the existing registered capital of THB 255,462,733 to the registered capital of THB 330,898,577 by issuance of newly-issued ordinary shares in the amount of 75,435,844 shares with a par value of THB 1.00 per share in order to reserve for the exercise of the conversion right of the Convertible Debentures to AO Fund and AO Fund 1

as per the details proposed to the meeting. The meeting has resolved as follows:

-	Approved	95,901,561	votes	100	percent
-	Disapproved	0	votes	0	percent
-	Abstention	-	votes	not taken for vote	counting
-	Voided Ballot	-	votes	not taken for vote	counting

**Agenda 4 To consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association on the registered capital of the Company in order to be in line with the increase of Company’s registered capital.**

The Chairman of the Board required Miss Piyamart Yongsirichaisakul, Company Secretary to present in the meeting for consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association on the registered capital of the Company in order to be in line with the increase of Company’s registered capital.

Miss Piyamart Yongsirichaisakul, Company Secretary informed that To be in line with the increase of Company’s registered capital in the amount of THB 75,435,844 from the existing registered capital of THB 255,462,733 to the registered capital of THB 330,898,577 by issuance of newly-issued ordinary shares in the amount of not exceeding 75,435,844 shares with a par value of THB 1.00 per share in order to reserve for the exercise of the conversion right of the Convertible Debentures to AO Fund and AO Fund 1 as per the details in agenda 3 stated above, the Company deemed it CMO Public Company Limited 4/18-19 Soi Nualchan56, Nualchan Rd., Nualchan, Buangkum Bangkok 10230 Tel: 662-088-3888 Fax: 662-088-3857 13 appropriate to propose to the shareholders’ meeting to consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association on the registered capital of the Company by replacing the previous clause with the following clause:

“Clause 4. Registered Capital THB 330,898,577 (Three hundred thirty million eight hundred ninety eight thousand five hundred and seventy seven Baht)

Divided into 330,898,577 shares (Three hundred thirty

		million eight hundred ninety eight thousand five hundred and seventy seven Baht)
Par Value per Share	THB 1.00	(One Baht)
Classified into		
Ordinary Shares	330,898,577 shares	(Three hundred thirty million eight hundred ninety eight thousand five hundred and seventy seven Baht
Preferred Shares	- shares	( - shares)”

In registering of the amendment to the Memorandum of Association with the Department of Business Development, the process may require the amendment to the content of such Memorandum of Association, including any documents for the registration of the Company, in order to comply with the order or recommendation of the Public Companies Registrar. The Company, therefore, deemed it appropriate to propose to the shareholders’ meeting to consider and approve the appointment of the Company’s authorized directors and/or the person(s) appointed by the Company’s authorized directors to have the power to revise or amend the content to be in line with the order or recommendation of the Public Companies Registrar in order to ensure the successful completion of the registration of the amendment to the Memorandum of Association with the Department of Business Development.

The Chairman inquires any questions and comments. None of the shareholder questioned nor commented. This agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base.

**Resolution** The Meeting has Approved the amendment to Clause 4 of the Company’s Memorandum of Association on the registered capital of the Company in order to be in line with the increase of Company’s registered capital, and the appointment of the Company’s authorized directors and/or the person(s) appointed by the Company’s authorized directors to have the power to revise or amend the content to be in line with the order or

recommendation of the Public Companies Registrar as per the details proposed to the meeting. The meeting has resolved as follows:

-	Approved	95,901,561	votes	100	percent
-	Disapproved	0	votes	0	percent
-	Abstention	-	votes	not taken for vote	counting
-	Voided Ballot	-	votes	not taken for vote	counting

**Agenda 5 To consider and approve the allocation of the newly-issued shares of the Company to reserve for the exercise of the conversion right of the newly-issued convertible debentures.**

The Chairman of the Board invited financial advisors to present in the meeting for consider and approve the allocation of the newly-issued shares of the Company to reserve for the exercise of the conversion right of the newly-issued convertible debentures.

Miss Nuntarut Sangsuwannukul, financial advisors informed that due to the issuance and offering of the Convertible Debentures of the Company as specified in agenda 2 and the increase of Company's registered capital as specified in agenda 3 above, the Company deemed it appropriate to propose to the shareholders' meeting to consider and approve the allocation of the newly-issued shares of the Company in the amount of not exceeding 75,435,844 shares with a par value of THB 1.00 per share in order to reserve for the exercise of the conversion right of the Convertible Debentures to AO Fund and AO Fund 1. In this regard, the allocation of newly-issued ordinary shares in order to reserve for the exercise of the conversion right as mentioned above shall be equivalent to 22.80 percent of the total issued shares of the Company after registration for the paid-up capital of the Company which are based on the assumption that the Convertible Debentures are entirely exercised.

In addition, the conversion price of the Convertible Debentures shall not be lower than 90 percent of the market price which is not considered an issuance of shares at low price pursuant to the Notification No. TorJor. 17/2561 Re: Application for and Approval of Offer for Sale of Newly Issued Debt Securities, dated 17 January, 2018 (as amended) (the "Notification No. TorJor. 17/2561). The market price shall be calculated based on the weighted average price of the Company's shares trading on the SET for not less than 7 consecutive business days, but not more than 15 consecutive

business days prior to the date on which the holders of the Convertible Debentures exercise the conversion rights. The weighted average price is calculated from the closing price weighted by the trading volume in each consecutive business day (the “Floating Conversion Price”). However, if the conversion price calculated above is lower than the par value of the Company's shares at that time, the Company must issue additional compensate shares so that the calculation of all shares to be issued at the par value is in accordance with the specified conversion price.

In this regard, the details regarding the allocation of newly-issued ordinary shares in order to reserve for the exercise of the conversion right of the newly-issued convertible debentures are appeared in the Summary of the Significant Terms and Conditions of the Convertible Debentures CMO Public Company Limited (Enclosure 2) and the Capital Increase Report Form (F53-4) (Enclosure 3)

The Chairman inquires any questions and comments. None of the shareholder questioned nor commented. This agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Resolution** The Meeting has approved the allocation of the newly-issued shares of the Company in the amount of not exceeding 75,435,844 shares with a par value of THB 1.00 per share in order to reserve for the exercise of the conversion right of the Convertible Debentures to AO Fund and AO Fund 1 as per the details proposed to the meeting. The meeting has resolved as follows:

-	Approved	95,901,561	votes	100	percent
-	Disapproved	0	votes	0	percent
-	Abstention	-	votes	not taken for vote	counting
-	Voided Ballot	-	votes	not taken for vote	counting

**Agenda 6** To consider and approve the amendment to Article 22. of the Company’s Articles of Association.

The Chairman of the Board required Miss Piyamart Yongsirichaisakul, Company Secretary to present in the meeting for consider and approve the amendment to Article 22. of the Company’s Articles of Association.

Miss Piyamart Yongsirichaisakul, Company Secretary informed that the Company intends to conduct its business efficiently with the good corporate



governance. Therefore, in order to ensure that the duties and responsibilities of the Board of Directors regarding the supervision and monitoring of the Company's operations are in accordance with the good corporate governance principles, the Board of Directors deemed it appropriate to clearly determine the signing authority of the directors in the Company's Articles of Association by amending the signing authority by one director to be two directors. Therefore, the Company deemed it appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Company's Articles of Association in this matter. The details are as follows:

The Articles of Association (original version)	The Articles of Association (proposed amendment version)
<p>Article 22. The authorized director who may sign to bind the Company shall be 1 director signing his/her name and affix the Company's seal.</p> <p>The Shareholders' Meeting or the Board of Directors' Meeting may determine the names of directors who shall sign to bind the Company and affix the Company's seal.</p>	<p>Article 22. The authorized director who may sign to bind the Company shall be 2 directors signing their name and affix the Company's seal.</p> <p>The Shareholders' Meeting or the Board of Directors' Meeting may determine the names of directors who shall sign to bind the Company and affix the Company's seal.</p>

In registering of the amendment to the Company's Articles of Association with the Department of Business Development, the process may require the amendment to the content of the Articles of Association in order to comply with the order or recommendation of the Public Companies Registrar. The Company, therefore, deemed it appropriate to propose to the shareholders' meeting to consider and approve the appointment of the CMO Public Company Limited 4/18-19 Soi Nualchan56, Nualchan Rd., Nualchan, Buangkum Bangkok 10230 Tel: 662-088-3888 Fax: 662-088-3857 16 Company's authorized directors and/or the person(s) appointed by the Company's authorized directors to have the power to revise or amend wordings to be in line with the order or recommendation of the Public Companies Registrar in order to ensure the successful completion of the registration of the amendment to the Company's Articles of Association with the Department of Business Development.



The Chairman inquires any questions and comments on this agenda 6 as follows:

**Question/Comment/Answer**

<p><b>Question :</b></p> <p>Mr. Kraiwal Kadavanich Shareholder who attending the meeting</p>	<p>If the shareholders approve the change in the Company's Articles of Association, it is necessary to register the authority of a new director. Therefore, I would like to know what the next directors' authorized will be. Could the Company specify the name of the authorized signatory?</p>
<p><b>Answer :</b></p> <p>Miss Choladda Busabong Law Advisor</p> <p>Miss Piyamart Yongsirichaisakul Director, Chief Financial Officer and Company Secretary.</p> <p>Mr. Kitti Phuathavornskul Vice Chairman of the Board, Chairman of the Nomination and Remuneration Committee, Executive Director and Chief Operation Officer.</p>	<p>After this meeting, the Company will prepare to proceed changing the amendment to Article 22. of the Company's Articles of Association and add the amount of director as approved by shareholders' meeting.</p> <p>After the Extraordinary General Meeting No. 1/2022, the Company has the meeting of the Board of Director for determine who has the authority to sign the transaction on behalf of the Company so that why the Company cannot inform this result on this time.</p> <p>For the changing the amendment to Article 22. of the Company's Articles of Association, the authorized director who may sign to bind the Company from 1 director to shall be 2 directors signing their name and affix the Company's seal to check</p>

	and balance for increasing transparency in the transaction of the Company.
<p><b>Question :</b></p> <p>Mr. Kraiwal Kadavanich Shareholder who attending the meeting</p>	<p>Why the moderator did not ask shareholders to questions or express opinions on each agenda?</p>
<p><b>Answer :</b></p> <p>Mr. Kitti Phuathavornskul Vice Chairman of the Board, Chairman of the Nomination and Remuneration Committee, Executive Director and Chief Operation Officer.</p>	<p>All of shareholders have the right to ask questions or comments any time in the shareholders' meeting. Shareholder can observe previously agenda, so if the shareholders have questions, You can raise your hand and ask.</p>

If no shareholders questioned nor commented, the Chairman invited the shareholders to consider and approve the amendment to Article 22. of the Company's Articles of Association. This agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base.

**Resolution** The Meeting has considered and approved the amendment to Article 22. of the Company's Articles of Association, and the appointment of the Company's authorized directors and/or the person(s) appointed by the Company's authorized directors to have the power to revise or amend wordings to be in line with the order or recommendation of the Public Companies Registrar as per the details proposed to the meeting. The meeting has resolved as follows:

-	Approved	95,901,561	votes	100	percent
-	Disapproved	0	votes	0	percent
-	Abstention	-	votes	not taken for vote	counting
-	Voided Ballot	-	votes	not taken for vote	counting

**Agenda 7 To consider and approve the increase of the numbers of the directors and the appointment of the new directors.**

The Chairman of the Board required Miss Piyamart Yongsirichaisakul, Company Secretary to present in the meeting for consider and approve the increase of the numbers of the directors and the appointment of the new directors.

Miss Piyamart Yongsirichaisakul, Company Secretary informed that to increase the Company's potential regarding the supervision of the Company's operation. The Board of Directors resolved to propose to the shareholders' meeting to increase of the numbers of the directors and the appointment of the additional director namely Mr. Joshua Cobb Leather to be elected as the Company's director. In this regard, after the appointment of additional director as stated above, the Board of Directors will be a total of 7 persons as namely follows:

1. Mr. Kitisak Jampathipphong
2. Mr. Kitti Phuathavornskul
3. Mr. Chaipatr Srivisarvacha
4. Mr. Kasemsit Pathomsak
5. Mrs. Apaporn Kosolkul
6. Miss Piyamart Yongsirichaisakul
7. Mr. Joshua Cobb Leathers

The Chairman inquires any questions and comments on this agenda 7 as follows:

**Question/Comment/Answer**

<p><b>Question :</b></p> <p>Mr. Kraiwal Kadavanich Shareholder who attending the meeting</p>	<p>Did the Company have the fixed number of director (six directors) in the Articles of Association?</p>
<p><b>Answer :</b></p> <p>Miss Choladda Busabong Law Advisor</p>	<p>In the Company's Articles of Association, there not specific the number of directors. However, the Public Company Limited Act states indicated that when the Company need to increase the number of directors and election of new</p>

	<p>directors. It has to required and approved by the shareholders' meeting.</p> <p>However, in case of the director resigns and the position become vacant, the Company can use the resolution of the Board of Directors' meeting to elect new directors to replace them. Though the director's position which is vacant with the remaining term of position less than 2 months, It also has to required and approved by the shareholders' meeting that different in case of election of new directors. This meeting is for increasing the number of directors and election of new directors which are not replace the director resigns.</p>
<p><b>Question :</b></p> <p>Mr. Kraiwal Kadavanich Shareholder who attending the meeting</p>	<p>Did other directors who have been the remaining term as the ex-director? And Have only the new director has the starting term on today?</p>
<p><b>Answer :</b></p> <p>Miss Choladda Busabong Law Advisor</p>	<p>Yes, new director will start counting his term from the date of approval. For the other directors, the term of position will expire according to the term that is counted after the director who has resigned.</p>
<p><b>Question :</b></p> <p>Mr. Kraiwal Kadavanich Shareholder who attending the meeting</p>	<p>When was the current committee elected? Because of the Extraordinary General Meeting No. 1/2021, there still</p>

	a list of the previous committees.
<p><b>Answer:</b></p> <p>Mr. Vuttiphan Tanametanont Internal Audit Director and Assistant Company Secretary.</p>	The current committee has been elected since December, 2021.
<p><b>Question :</b></p> <p>Mr. Pramote Libratanasakul Shareholder who attending the meeting</p>	Is Mr. Joshua Cobb Leathers relating with the AO Fund? And Have he had shares in the Company? How he will support the company?
<p><b>Answer :</b></p> <p>Mr. Kitisak Jampathippong Chairman of the Board, Chairman of the Board of Management and Chief of Executive Officer.</p>	Mr. Joshua Cobb Leathers are not relating with AO Fund and do not have shares in the Company. And there have detail profile in attachment. For his competency, he can support to the coordinating with foreign countries in efficiently.
<p><b>Question :</b></p> <p>Miss Siriporn Kattapong (the proxy of the Thai Investors Association)</p>	<p>According to the documents supporting the meeting, here are 6 directors of the Company, if including Mr. Joshua Cobb Leathers, it will be 7 directors. However, from the factsheet of the SET website, there are currently 7 directors, namely:</p> <ol style="list-style-type: none"> <li>1. Mr. Kitisak Jampathippong</li> <li>2. Mr. Kitti Phuathavornskul</li> <li>3. Mr. Ariya Banomyong</li> <li>4. Miss Piyamart Yongsirichaisakul</li> <li>5. Mr. Chaipatr Srivisarvacha</li> </ol>

	6. Mr. Kasemsit Pathomsak 7. Mrs. Apaporn Kosolkul Please, clarify the number of directors.
<b>Answer:</b>  Mr. Vuttiphan Tanametantont Internal Audit Director and Assistant Company Secretary.	Mr. Ariya Banomyong is not the director of the Company, his position is co-chief executive officer. This case is likely caused by an error of the SET website. The company will notify the Stock Exchange of Thailand for correcting.

If no shareholders questioned nor commented, the Chairman invited the shareholders to consider and approve the increase of the numbers of the directors and the appointment of the new directors. This agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Resolution** The Meeting has considered and approved the increase of the numbers of the directors and the appointment of Mr. Joshua Cobb Leathers to be the director of the Company as per the details proposed to the meeting. The meeting has resolved as follows:

- Approved	95,901,561	votes	100	percent
- Disapproved	0	votes	0	percent
- Abstention	-	votes	not taken for vote	counting
- Voided Ballot	-	votes	not taken for vote	counting

**Agenda 8** To consider other matters -None-

The Meeting lead allowed the shareholders to ask question and to provide suggestion. Since there was no a question or suggestion, so the Chairman of the Board thanked the meeting attendees and adjourned the meeting at 11.30 a.m.

Certify that the minutes of the above meeting are correct



Mr. Kitisak Jampathipphong  
 Chairman of the Board  
 CMO Public Company Limited