

KC 017/67

February 27, 2024

Re: Notification of Schedule the date and agenda of the AGM of Shareholder's of 2024 and Dividend Payment from the Company's Business Operation for the Year 2023, Amendment of the Company objective and Memorandum of Association clause 3.

To: Directors and Managers
The stock Exchange of Thailand

Kumwell Corporation Public Company Limited ("**Company**") would like to notify the resolution of Board of Directors' Meeting No. 1/2024 dated February 27, 2024 at 14.00 hrs. as follow:

1. Scheduled the 2024 Annual General Meeting of Shareholders on April 27, 2024 at 14.00 hrs. at New Head Office, 358 Tesla Room, 6th floor Leang Muang Nonthaburi Rd., Bang kraso, Mueang Nonthaburi, Nonthaburi

2. Determined March 12, 2024 as the date for determining the name of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders and the date for determining the name of shareholders who shall be entitled to receive the dividend payment (Record Date) on May 10, 2024 and the dividend payment shall be made on May 24, 2024. (The right to receive such dividend payment may be change which is subject to the approval of the 2024 Annual General Meeting of Shareholders on April 26, 2024)

3. The agenda items for the 2024 Annual General Meeting of Shareholders are as follows:

Agenda 1 To certify the Minutes of the 2023 Annual General Meeting of Shareholders.

The Board's Opinion: The Board of Directors deems it is appropriate to certify the Minutes of the 2023 Annual General Meeting of Shareholders.

Agenda 2 To acknowledge the 2023 Company's operating result for the year ended December 31, 2023

The Board's Opinion: The Board of Directors deemed appropriate to propose the 2024 Annual General Meeting of Shareholders to acknowledge the 2023 Company's operating result for the year ended December 31, 2023.

Agenda 3 To consider and approve the Company's financial statements for the accounting period ended December 31, 2023.

The Board's Opinion: The Board of Directors considered and deemed it appropriate to report the performance results of the Company for the year 2023 to the meeting of shareholders for acknowledgement.

Agenda 4 To consider and approve the profit dividend payment derived from operating results for the year ended 31 December 2023.

The Board's Opinion: The Board of Directors deems appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the profit dividend payment at Baht 0.05 per share, for 430,000,000 shares, totaling Million Baht 21.50.



- Agenda 5 To consider and approve the election of Company’s directors to replace of those who will retire by rotation.

The Board’s Opinion: Pursuant to Article 18 of the Company’s Articles of Association, at Annual General Meeting of Shareholders in each year, at least one-third (1/3) of directors shall retire by rotation and if it should be impossible for the number of directors to be divided into three, the number nearest to one-third (1/3) shall be retire. The directors who shall retire in the first and second year after the registration of the Company shall be selected by drawing. In the subsequent years, the directors who have held office longest shall retire. The retired directors will be eligible for re-election.

At the 2024 Annual General Meeting of Shareholders, the third meeting after the company is listed as a public limited company. Therefore, three directors who have been in position for the longest time shall be retired as shown in the table below.

The Board of Directors, excluding directors having interests, deemed appropriate as proposed by The Nomination and Remuneration Committee to propose the 2024 Annual General Meeting of Shareholders to consider and approve the re-elected of the Company’s directors for another term as follows:

Name	Position
1. Mr. DAMNOEN KAEWTHAWEE	Independent Director / Audit Committee / Chairman of Risk Management Committee
2. Mr. BOONSAK KIATJAROONLERT	Director / Risk Management Committee / Nomination and Remuneration Committee / Chief Executive Officer
3. Mr. PICHIT LUMYONG	Independent Director / Audit Committee / Nomination and Remuneration Committee

- Agenda 6 To consider and approve the director’s remuneration for the year 2024.

The Board’s Opinion: Further to the resolution of the Board of Directors’ Meeting No. 1/2023 dated February 27,2024 which considered and approved the director’s remuneration for the year 2024. The Board of Directors, as proposed by the Nomination and Remuneration Committee, deemed appropriate to determine the director’s remuneration, audit committee’s remuneration and remuneration of Chairman of the Risk Management Committee and propose the 2024 Annual General Meeting of Shareholders to consider and approve the remuneration for the year 2024, as per following details:

Position	Year 2023 (Existing Rate)		Year 2024 (Proposed Rate)	
	Remuneration (THB/Month)	Meeting allowance (THB/Time)	Remuneration (THB/Month)	Meeting allowance (THB/Time)
Chairman of the Board (Independent Director)	29,000		29,000	
Non-executive Director	18,000		18,000	
Chairman of Audit Committee		26,000		26,000
Audit Committee		18,000		18,000
Chairman of the Risk Management Committee (Independent Director)		18,000		18,000

Non-executive Directors will be eligible to receive a bonus not exceeding 2 percent of net profit after legal reserve. The Nomination and Remuneration Committee, deemed appropriate for bonus allocation and propose to the Board of Directors for approval.



In addition to cash remuneration, directors also receive additional remuneration including Directors' and Officers' Liabilities Insurance with coverage amount of Baht 30 million and insurance premium of approximately Baht 82,000 per year.

Agenda 7 To consider and approve the appointment of the Company's auditor and audit fee for the year 2024.

The Board's Opinion: The Board of Directors, as proposed by the Audit Committee, deemed appropriate to propose the 2024 Annual General Meeting of Shareholders consider and approve the appointment of the Company's auditor and audit fee for the year 2024 (the second year). as the Audit Committee proposed to appoint the auditors from EY Office Co., Ltd. to be auditors of the Company as follow:

- 1). Mr.Chatchai Kasemsrithanawat Certified Public Accountant No. 5813 or
- 2) Mr.Preecha Arunnara Certified Public Accountant No. 5800 or
- 3) Miss Sutthirak Fakon Certified Public Accountant No. 7712

Fix the audit fee to be in the amount of Baht 1,800,000 (Increased from 2023, 4%), which is composed of Baht 1,700,000 for the company and Baht 100,000 for its subsidiary. however, exclude other expenses such as traveling expenses, operating in other provinces and audit of profit per BOI Certificate Baht 20,000 etc.

In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

Agenda 8 To consider and approve the amendment of the Company Objectives and Memorandum of Association No.3.

Board of Directors' opinion: The Board of Directors deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and the amendment of the Company Objectives and Memorandum of Association No.3. by adding 1 (One) new objective, the total of the company's objectives to 34, and amending No. 3 of the memorandum of association (objectives) of the company and delegating authority to carry out related registrations, as per following details:

Detail of amendment of the Company Objectives.

“Clause 34 Operate the business of buying and selling goods and services electronically. According to the list of products specified in the company's objectives (This is not a direct sales business or direct marketing business)”

Amend Clause 3 of the Memorandum of Association to be in line with the amendment of the objectives of the Company.

Existing text “Clause 3. The Company has 33 objectives.”

Proposed text “Clause 3. The Company has 34 objectives.”

To carry out such abovementioned processes, the Board of Directors' meeting proposed to assign to the Board of Directors and/or persons assigned by the Board of Directors to proceed with the registration of the amendment of the Company Objectives and the Memorandum of Association the Ministry of Commerce, Department of Business Development and to have power to amend and add the wording in order to comply with the Registrar's orders.



Agenda 9 Any Other Business (if any).

Please be informed accordingly.

Sincerely yours

Kumwell Corporation Public Company Limited

Mr. Boonsak Kiatjaroonlert

Chief Executive Officer

