

(Translation)

KC 026/66

27 April 2023

Subject: Notification of the Resolutions of the 2023 Annual General Meeting of Shareholders

To: The President
The Stock Exchange of Thailand

The 2023 Annual General Meeting of Shareholders of Kumwell Corporation Public Company Limited was held on Thursday, 27 April 2023 at 14.00 p.m. at New Head Office, 358 Tesla Room, 6th floor, Leang Muang Nonthaburi Rd., Bang kraso, Mueang Nonthaburi, Nonthaburi. There were 15 shareholders who attend the meeting themselves and 38 proxies, totally 53 who collectively held 302,308,142 shares or 70.3042% of total voting shares. The Meeting resolved as follows:

Agenda 1. Certified the minutes of the 2022 Annual General Meeting of Shareholders, with the voting result as follows:

	No. of votes (1 share = 1 Vote)	Percentage of all shares of shareholders attending the meeting and having the right to vote
Approved	316,778,942	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (54 Shareholder)	316,778,942	100.00

Remark: The agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

This agenda 1, there were additional 1 shareholder collectively holding 14,470,800 shares attending the meeting. Therefore, there were 54 shareholders and proxies attending the meeting, collectively holding 316,778,942 share or 73.6695% of total number of voting shares of the company.

Agenda 2. Acknowledged the Company's result of operation for the Year 2022.

Remark: This agenda item is only for acknowledgment, and no votes will be cast

- Agenda 3.** Resolved to approve the Company's 2022 audited financial statements ended 31 December 2022, The resolution was passed in accordance with the voting result as follows:

	No. of votes (1 share = 1 Vote)	Percentage of all shares of shareholders attending the meeting and having the right to vote
Approved	316,778,942	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (54 Shareholder)	316,778,942	100.00

Remark: The agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

- Agenda 4.** Resolved to approve of paying the dividend from operating results for the year ended 31 December 2022 with the dividend payment ratio of 0.07 Baht per share or 50% of the profit after tax from operations according to the separate financial statements. The Company will set the name list of shareholders who are entitled to receive dividends on May 10, 2023 (Record Date) and the payment of dividends to shareholders is scheduled on May 26, 2023. The voting results are as follows:

	No. of votes (1 share = 1 Vote)	Percentage of all shares of shareholders attending the meeting and having the right to vote
Approved	316,778,942	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (54 Shareholder)	316,778,942	100.00

Remark: The agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 5. Resolved to approve the appointment of the re-appointment of the Company's director replacing those retired by rotation, with the voting result for each director as follows:

5.1 Mr.Winai Plueksawan, a director, is reappointed as a director for another term, with the voting result as follows:

	No. of votes (1 share = 1 Vote)	Percentage of all shares of shareholders attending the meeting and having the right to vote
Approved	316,778,942	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (54 Shareholder)	316,778,942	100.00

5.2 Mrs.Chaweewan Kiatjaroonlert, a director, is reappointed as a director for another term, with the voting result as follows:

	No. of votes (1 share = 1 Vote)	Percentage of all shares of shareholders attending the meeting and having the right to vote
Approved	316,778,942	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (54 Shareholder)	316,778,942	100.00

5.3 Mr.Preecha Panasuwannarat, a director, is reappointed as a director for another term, with the voting result as follows:

	No. of votes (1 share = 1 Vote)	Percentage of all shares of shareholders attending the meeting and having the right to vote
Approved	316,778,942	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (54 Shareholder)	316,778,942	100.00

Remark: The agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 6. Resolved to approve the new of company's director and increasing of the number of directors of the company for 9 positions to 10 positions, following details:

6.1 Mr.Chalee Thiraworakul, a new director, with the voting result as follows:

	No. of votes (1 share = 1 Vote)	Percentage of all shares of shareholders attending the meeting and having the right to vote
Approved	316,778,942	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (54 Shareholder)	316,778,942	100.00

Remark: The agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 7. Resolved to approve the determination of directors' remuneration for the year 2022, not to exceed Baht 2 million and in addition to the monetary remuneration of the directors, the Company has also provided other type of remuneration and benefit in from of Directors' and officers' Liabilities Insurance, with insured sum in the amount of Baht 30 million, equivalent to Baht 87,500 insurance premium per annum, with the voting result as follows:

	No. of votes (1 share = 1 Vote)	Percentage of all shares of shareholders attending the meeting and having the right to vote
Approved	316,778,942	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (54 Shareholder)	316,778,942	100.00

Remark: The agenda item shall be passed by a vote of (2/3) on less than two-thirds of the total votes cast by the shareholders attending the meeting.

Agenda 8. Resolved to approve the appointment of Mr.Chatchai Kasemsrithanawat Certified Public Accountant No. 5813 and/or Mr.Preecha Arunnara Certified Public Accountant No. 5800 and/or Miss.Sutthirak Fakon Certified Public Accountant No. 7712 from EY Office Limited, to be the Company and subsidiary's auditors for the year 2023 and proposed to determine the audit fee to be in the amount of no more than Baht 1,730,000 which is composed of Baht 1,600,000 for the Company and Baht 100,00 for its subsidiary (excluding out-of-pocket

expenses and audit of profit per BOI Certificate Baht 20,000) with the voting result as follows:

	No. of votes (1 share = 1 Vote)	Percentage of all shares of shareholders attending the meeting and having the right to vote
Approved	316,778,942	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (54 Shareholder)	316,778,942	100.00

Remark: The agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 9. Resolved to approve the amendment to Clause 5 of the Memorandum of Association to be in line with the relocation of the company's new head office, as per the following details:

New Address
358 Leang Muang Nonthaburi Rd., Bangkraso, Mueang Nonthaburi, Nonthaburi

With the voting result as follows:

	No. of votes (1 share = 1 Vote)	Percentage of all shares of shareholders attending the meeting and having the right to vote
Approved	316,778,942	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (54 Shareholder)	316,778,942	100.00

Remark: The agenda item shall be passed by a vote of (3/4) or less than three-fourths of the total votes cast by the shareholders attending the meeting.

Agenda 10. Resolved to approve the amendment to the Company's Articles of Association to comply with the amendments to the Act Public Company Limited (No. 4) B.E. 2565, which effective on May 24, 2022, so that the Company's Articles of Association are in line with the amendment of the Act Public Company Limited (No.4) B.E. 2565, The company send the letters of documents to directors, shareholders or creditors of the company by electronic which will facilitate the company and make it easier and faster for those involved to access

information. The board of Directors agreed to propose to the AGM Shareholders to approve the amendment of the Company's Articles of Association in order to comply with the law, as per the following details:

New of Amendment of Articles of Association

Clause 22. In the case that the whole board of directors vacates office, the retired board of directors shall remain in office as acting directors to conduct the business of the company as necessary until the new board of directors takes office, unless ordered otherwise by the court in a case where the board of directors vacates the office by the court order.

The retired board of directors shall call for a shareholders' meeting to elect a new board of directors within one (1) month after the date of retirement, by sending the notice of meeting to shareholders not less than fourteen (14) days prior to the date of the meeting and publish the notice in a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In the case that the shareholders requested for or gave consent regarding the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.

Clause 26. The meeting of the board of director shall be held at least once (1) every three (3) months.

Clause 27. The meeting of the board of directors shall be held in the locality in which the head office of the company is situated or a neighboring province or at other place in the Kingdom of Thailand determined by the chairman of the board or any person authorized by the chairman of the board, or the meeting may be operated by electronic media in accordance with the law of electronic meetings. In such event, the location of the company's head office shall be deemed as the place of meeting.

Clause 28. The chairman of the board shall call for the meeting of the board of directors.

In summoning a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman of the board or any person authorized by the chairman of the board shall send the notice of meeting to the directors not less than three (3) days prior to the meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the company, the meeting may be called by electronic means or any other means and an earlier meeting date may be chosen. In a case that the directors requested or gave consent regarding the delivery of notices or documents by electronic means, the chairman of the board or any person authorized by the chairman of the board may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.

In case it is necessary or urgent to preserve the rights or benefits of the company, two (2) or more directors may jointly request the chairman of the board to call for a meeting of the board of directors whereby the subjects and reasons for calling for such meeting shall be stated in such request for the meeting to consider. In this regard, the chairman of the board shall proceed to call for a meeting to be held within fourteen (14) days from the date of receipt of such request.

In the case that the chairman of the board does not perform according to the third paragraph, the directors who have requested the meeting of the board of directors may jointly call for the meeting of the board of directors, for the consideration of the requested matter, to be held within fourteen (14) days from the date of completion of the period under the third paragraph.

In the case that there is no chairman of the board for any reasons, the vice-chairman of the board shall call for the meeting of the board of directors. In the case that there is no vice-chairman of the board for any reasons, two (2) or more directors may jointly call for the meeting of the board of directors.

Clause 29. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum. In the case that the meeting is held by electronic media, it shall comply with the relevant laws and regulations.

Clause 36. The meeting of shareholders shall be held in the locality in which the head office of the company is situated or a neighboring province or at other place determined by the board of directors or any person authorized by the board of directors, or the meeting may be held by electronic media in accordance with the laws of electronic meetings. In the case that the meeting is held by electronic media, it shall be deemed that the location of the company's head office is the place of meeting.

Clause 37. The board of directors shall convene a general meeting of shareholders within four (4) months from the date of fiscal year ended of the company.

All other general meetings of shareholders shall be called extraordinary meetings.

The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholder(s).

In the case that the board of directors does not hold such meeting within the period

specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty-five (45) days from the completion of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.

In the case that the shareholders call for an extraordinary meeting according to the fourth paragraph, the shareholders who call for the meeting may send the notice of meeting to shareholders by electronic means, provided that the shareholders have already sent their requests or given consent to the company or the board of directors.

In the case that the quorum of the meeting convened by the shareholders' request according to the fourth paragraph cannot be formed pertaining to Article 39, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.

Clause 38. In summoning a meeting of shareholders, regardless of attending in person or by electronic means, the board of directors shall prepare the notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and, matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar according to the Public Limited Companies Act not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper or an electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In a case where the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the company or the board of directors may send notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.

Clause 40. At a meeting of shareholders, specifically for attending in person, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:

- (1) Number of shares held by the grantor;
- (2) Name of the proxy;
- (3) Meeting reference that the proxy is granted to attend and vote.

The appointment of a proxy as mentioned in the first paragraph may be made by electronic means in accordance with the relevant laws and regulations, provided that such means are

safe and can be proven in order to believe that the proxy has been appointed by the shareholder itself.

Clause 41. The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to change the order of the agenda by the affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the meeting.

After the meeting considered all agenda specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.

In the event that the meeting cannot complete consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders in time, and the postponement of the meeting is necessary, the meeting shall determine the place, date, and time of the next meeting and the board of directors shall send the notice of meeting specifying the place, date, time, and agenda of the meeting to the shareholders at least seven (7) days prior to the date of the meeting. The meeting invitation shall be published in a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In the case that the shareholders requested or gave consent regarding the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.

Clause 51. In case where the company wishes to reduce the amount of its registered capital, the meeting's resolution to reduce the amount of the registered capital shall be sent to the creditor(s) of the company within fourteen (14) days as from the date of the shareholders' resolution. Creditor(s) have the rights to object to the capital reduction within two (2) months from the date the notification is received. Such meeting's resolution shall be published in a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days. In the case that the company's creditor(s) have sent a request or given consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of resolution to reduce the amount of the registered capital by electronic means in accordance with the relevant laws and regulations.

Clause 53. The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.

The dividend payment shall be made within one (1) month from the date of the meeting of shareholders or the board of directors votes, as the case maybe. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3)

consecutive days. In the case that the shareholders have sent a requests or given consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of dividend payment by electronic means in accordance with the relevant laws and regulations.

With the voting result as follows:

	No. of votes (1 share = 1 Vote)	Percentage of all shares of shareholders attending the meeting and having the right to vote
Approved	316,778,942	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (54 Shareholder)	316,778,942	100.00

Remark: The agenda item shall be passed by a vote of (3/4) on less than thirds-four of the total votes cast by the shareholders attending the meeting.

Agenda 11. Other matters (if any)

There were no shareholders to propose other matters for consideration.

Closed the meeting at 15.18 p.m.

Please be informed accordingly.

Yours sincerely,

Kumwell Corporation Public Company Limited



(Mr.Boonsak Kiatjaroonlert)

Chief Executive officer