



Bangkok Sheet Metal Public Company Limited

149 MOO 6 SUKSAWAT RD, BANGJAK, PRAPADANG, SAMUTPRAKARN 10130

Tel. 0-2817-5555-7 Fax. 0-2817-5432 Email : bmc@bmplc.co.th Website : www.bmplc.co.th

**Minutes of the 2024 Annual General Meeting of Shareholders
of Bangkok Sheet Metal Public Company Limited**

The 2024 Annual General Meeting of Shareholders (AGM) was convened on Monday 22 April 2024 at 14:00 at the Company's Meeting Room at 149, Moo 6, Suk Sawat 78 Soi 19, Suk Sawat Road, Bang Chak Sub-District, Phra Pradaeng District, Samut Prakan Province, 10130.

Ms. Supavadee Maneewannakul, acting as the Conductor of the Meeting, welcomed the shareholders and proxy holders to the 2024 Annual General Meeting of Shareholders (AGM) of Bangkok Sheet Metal Public Company Limited. 7 Directors out of the total 7 directors attended the Meeting, representing 100 percent of the total number of the directors.

Members of the Board of Directors present at the Meeting

- | | | |
|----|-----------------------------|--|
| 1. | Mr. Damnoen Kaewthawee | Chairman of the Board of Directors / Independent Director /
Audit Committee |
| 2. | Mr. Tanin Sajjaboribun | Chief Executive Officer / Vice Chairman of the Board of Directors |
| 3. | Ms. Namthip Kitsaksakul | Director / Audit Committee / Independent Director |
| 4. | Mr. Prapart Praisuwanna | Chairman of Audit Committee / Independent Director |
| 5. | Mr. Tirawat Amornthatri | Director / Managing Director |
| 6. | Mr. Tanes Sajjaboriboon | Director / Company Secretary |
| 7. | Mr. Vinai Vongswangrussamee | Director |

Executives present at the Meeting

- | | | |
|----|------------------------------|------------------------------------|
| 1. | Ms. Laongdao Ngamkara | Director of Accounting and Finance |
| 2. | Mr. Pavit Wongsavangrussamee | Director of Sales and Marketing |

Legal advisor from Vudthisan Company Limited

- | | | |
|----|----------------------------|--|
| 1. | Mr. Suschanai Puakiatsakul | acted as voting inspector in accordance with law and the Company's
Article of Association to clarify the voting procedures and the vote count method. |
|----|----------------------------|--|

Accounting auditors from Dharmniti Auditing Company Limited

- | | | |
|----|--------------------------|--------------------|
| 1. | Ms. Wannisa Ngambuathong | Accounting Auditor |
| 2. | Ms. Suppatra Phoead | Audit Assistant |



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The Chairman of the Meeting to proceed all matters in accordance with the order of agenda specified in the meeting invitation as follows:

- Agenda 1 To certify the Minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023
- Agenda 2 To consider and acknowledge the Company's operating results for the year 2023
- Agenda 3 To consider and approve the statements of financial position, the statements of comprehensive income, and the auditor's report on the financial statements of the Company for the year 2023 ended 31 December 2023
- Agenda 4 To consider and approve the allocation of net profit for the year 2023 as a legal reserve
- Agenda 5 To consider and approve the dividend payment for the year 2023
- Agenda 6 To consider and approve the re-election of the directors who retire by rotation
- Agenda 7 To consider and approve the remuneration of the Company's directors for the year 2024
- Agenda 8 To consider and approve the appointment of the Company's auditor and the determination of the audit fee for the year 2024
- Agenda 9 Other matters (if any)

To comply with good corporate governance, the Conductor informed the Meeting about the voting procedures and the vote count method as follows:

1. With regard to today's voting, each shareholder shall have a number of votes equal to the total number of shares held. 1 share is entitled to 1 vote. A shareholder shall vote on each agenda either for approval, disapproval or abstention, otherwise the votes shall be considered invalid. Except in case of a foreign shareholder appointing a custodian in Thailand to keep his/her shares in the custody, voting by proxy shall be made based on the voting objective already indicated in the proxy form.
2. Barcode system shall be used for vote count for each agenda item. A resolution shall be passed by a simple majority of votes, except as otherwise provided by applicable law. The result of the vote count for each agenda item shall be displayed on the monitor screen at the Meeting as follows:

Part 1: Agenda item 1, 3, 4, 5, 6 and 8 are ordinary agenda. In a normal case, a simple majority of the shareholders present at the Meeting and entitled to vote is required.

Part 2: Agenda item 7 is to consider and approve the remuneration of the Company's directors for the year 2024. The resolution of this agenda item shall be passed by a two-thirds majority of the shareholders present at the Meeting.

Part 3: Agenda item 2 is a matter for acknowledgment; therefore, vote casting is not required.



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3. To deliver fast and accurate vote count, the votes of the shareholders at the Meeting shall be counted only those who vote against and abstain from voting, and be deducted from the total number of votes of the shareholders at the Meeting. The shareholders who wish to vote for “Disapproval” or “Abstention” shall be requested to raise their hand; later the company officers shall collect their voting ballot. In case no shareholders vote for “Disapproval” or “Abstention”, the vote shall be counted as unanimous.
4. In compliance with the principles of good governance and transparent meeting, the company officers shall collect all of the voting ballots at the end of the Meeting. If a shareholder has to leave the Meeting early, his/her voting ballot must be submitted to the company officers before leaving.

The minutes of the AGM shall be published on the Company’s website within 14 days after the meeting date.

5. With respect to transparent counting of the AGM votes, the Company’s legal advisor and company officers acted as the inspectors of the vote counting. Furthermore, the Conductor asked for two shareholders or proxy holders to volunteer as witnesses for the vote counting.

No shareholder volunteered to act as witness for the vote counting.

6. In order to run effective meeting and keep the Meeting on schedule, the Chairman shall give the shareholders and proxy holders an opportunity to ask questions or express opinions prior to the voting on each agenda. The shareholders or proxy holders who wish to ask questions shall raise their hand, also state their name, surname and status of attending the Meeting, either attending by themselves or by proxies, whereby the minutes of the Meeting shall record the details accurately and completely. If the questions are irrelevant to the agenda item under discussion, please ask the questions or express opinions under “agenda item 9: other matters (if any)”.

At the end of the Meeting, the Company shall collect all voting ballots by asking the shareholders to place their ballot on the table or submit to the company officers.

The Company set the date to determine the names of shareholders who have right to attend the 2024 Annual General Meeting of Shareholders (Record Date) to be on 13 March 2024.

In order to comply with Good Corporate Governance for Listed Companies regarding vote counting, the Company invited Legal Advisor from Vudthisan Company Limited, Mr. Suschanai Puakiatsakul, to take part in the vote counting and the Meeting to be conducted in accordance with the law and Articles of Association of the Company.

At the start of the Meeting, there were 32 shareholders attending the Meeting by themselves and by proxies, representing 421,075,837 shares or equivalent to 69.4930 percent of total paid-up shares. During the Meeting, 1 additional shareholder, holding 21,693,550 shares, arrived and registered for the Meeting. Therefore,



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there were totally 33 shareholders attending the Meeting by themselves and by proxies, representing 442,769,387 shares or equivalent to 73.0733 percent of total paid-up shares.

A quorum was reached as required by the law and the Articles of Association of the Company. Mr. Damnoen Kaewthawee presided as the Chairman of the Meeting.

The Chairman welcomed and thanked all the shareholders and proxy holders for attending the 2024 Annual General Meeting of Shareholders (AGM) of Bangkok Sheet Metal Public Company Limited. The Chairman announced that a quorum was present as required by the Articles of Association of the Company. The Chairman, therefore, declared the Meeting open and asked the Meeting to consider the agenda items as stated in the invitation to the 2024 Annual General Meeting of Shareholders, and assigned the Conductor to conduct the Meeting.

The Meeting began at 14:11.

Agenda 1 To certify the Minutes of the 2023 Annual General Meeting of Shareholders on 26 April 2023

The Chairman asked the Meeting to consider and certify the minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023, as shown in Enclosure 1 of the meeting invitation. The Board of Directors was of the opinion that the minutes were correct, duly and completely recorded. Therefore, the Board of Directors deemed it appropriate that the shareholders' meeting to certify the Minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023 of Bangkok Sheet Metal Public Company Limited. The resolution of this agenda shall be passed by a simple majority of the shareholders present at the Meeting and entitled to vote.

The Chairman gave the opportunity to the shareholders and proxy holders who wish to ask questions or express opinions on this agenda to raise their hand, state their name, surname and status of attending the Meeting, either attending by themselves or by proxies, then ask questions or express opinions.

There were no questions from the shareholders and proxy holders on this agenda. The Chairman then asked the shareholders and proxy holders to vote. The resolution of this agenda shall be passed by a simple majority of the shareholders present at the Meeting and entitled to vote.

The Chairman asked the Conductor to announce the voting result.

Resolution: The Meeting resolved to certify the minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023 with the following votes:

Vote	Number of votes (1 share = 1 vote)	% Of the number of shares represented at the Meeting and voted
Approval	421,075,837	100



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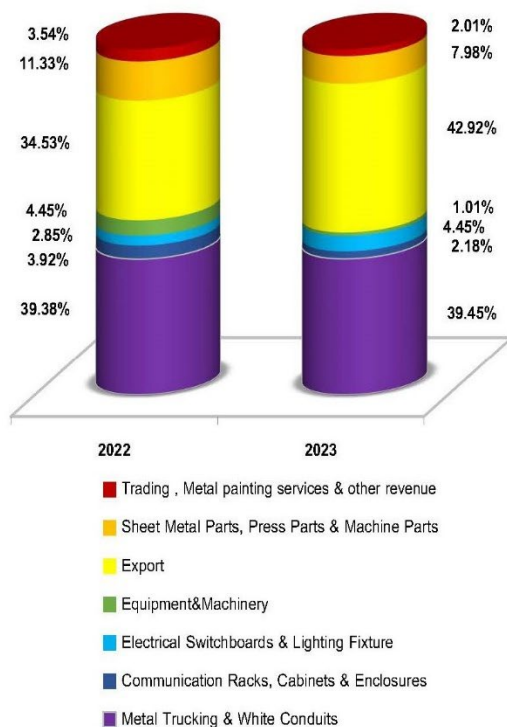
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Disapproval	0	0
Total	421,075,837	100
Abstention	0	0
Invalid	0	0

Agenda 2 To consider and acknowledge the Company's operating results for the year 2023

The Chairman informed that the Company provided the 2023 annual report and the Company's operating results for the year 2023 to the shareholders, as shown in Enclosure 2 of the meeting invitation. The Board of Directors deemed it appropriate that the shareholders' meeting to consider and acknowledge the 2023 annual report and the Company's operating results for the year 2023, including the future plan. The Board of Directors assigned Mr. Tirawat Amornthatri, Managing Director, to report the Company's operating results for the year 2023.

The Chairman invited Mr. Tirawat Amornthatri, Managing Director, to present the Company's operating results for the year 2023 to the Meeting as follows:



Revenue Structure			
Revenue	Year 2022	Year 2023	Increase (Decrease)
Sales Revenue			
1. Metal Trucking & White Conduits	513.99	564.25	9.78%
2. Communication Racks, Cabinets & Enclosures	51.17	33.29	(39.10%)
3. Electrical Switchboards & Lighting Fixture	37.15	63.61	71.22%
4. Equipment & Machinery	58.08	14.41	(71.19%)
5. Export	450.73	613.88	36.20%
6. Sheet Metal Parts, Press Parts & Machine Parts	147.88	114.13	(22.82%)
7. Revenue from Trading	18.37	16.73	(8.93%)
Sales Revenue-Total	1,277.37	1,418.17	11.02%
Service Revenue	11.69	1.11	(90.50%)
Sales and Service Revenue	1,289.06	1,419.28	10.10%
Other Revenue	16.16	11.09	(31.37%)
Total Revenue	1,305.22	1,430.37	9.59%



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Gross Profit

Unit : Million baht

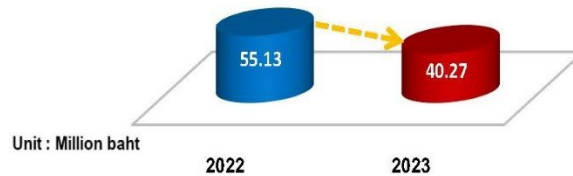
Growth Rate = +19.47%



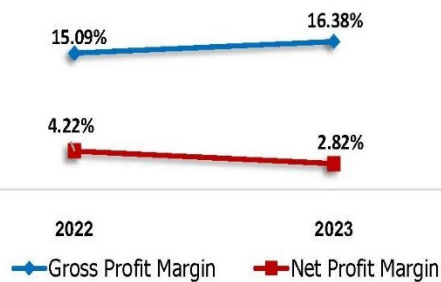
Net profit

Unit : Million baht

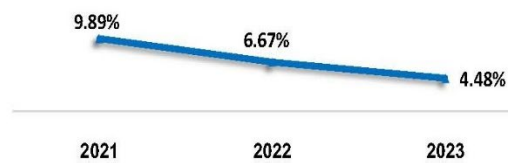
Growth Rate = -26.95%



Gross Profit margin Net Profit Margin

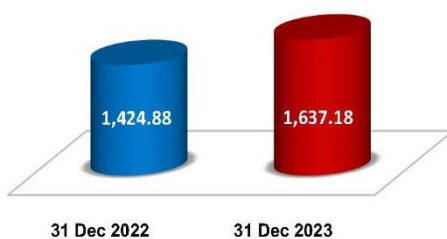


Return of Equity



Total Assets

Unit : Million baht



Total Liabilities

Unit : Million baht

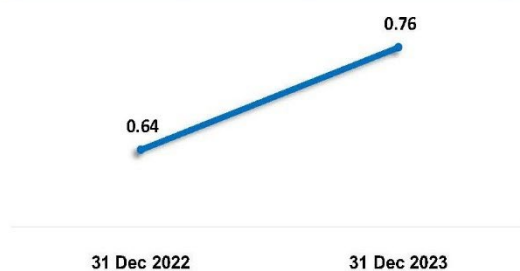


Shareholders Equity

Unit : Million baht



Debt to Equity ratio





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The Chairman gave the opportunity to the shareholders and proxy holders who wish to ask questions or express opinions on this agenda to raise their hand, state their name, surname and status of attending the Meeting, either attending by themselves or by proxies, then ask questions or express opinions.

Mr. Pornlert Sakanuchaichan, a shareholder, asked that in the fiscal year 2023 the Company's total revenues increased but why net profit decreased, also inquired about share of loss from investment in associated company.

Mr. Tirawat Amornthatri, Managing Director, answered that the Company's net profit decreased because the Company implemented competitive pricing strategy to compete against other suppliers. In addition, there were expenses of legal fees for export business, and fluctuations in raw material costs. In regard to share of loss from investment in associated company, the expenses of the associated company were greater than the income, primarily owing to the depreciation of plant and equipment.

There were no additional questions from the shareholders and proxy holders on this agenda. The Chairman informed the Meeting that this agenda is for acknowledgement and requires no vote casting, then requested the Meeting to consider next agenda item.

Agenda 3 To consider and approve the statements of financial position, the statements of comprehensive income, and the auditor's report on the financial statements of the Company for the year 2023 ended 31 December 2023

The Chairman reported to the Meeting that, in compliance with the Public Company Limited Act B.E. 2535 (1992) and the Company's Articles of Association, a public company shall prepare the statement of financial position (balance sheet) and income statement at the ending date of each fiscal year, which have been audited by an external auditor before presenting to the shareholder's meeting for consideration and approval. The details of the statements of financial position, the statements of comprehensive income, and the audited financial statements for the year 2023 ended 31 December 2023 as shown in Enclosure 2 of the meeting invitation. Therefore, the Board of Directors deemed it appropriate that the shareholders' meeting to approve the statements of financial position and the statements of comprehensive income for the year 2023 ended 31 December 2023, and the auditor's report on the financial statements, which were considered by the Audit Committee, and were audited and certified by the Company's auditor, Ms. Wannisa Ngambuathong, Certified Public Accountant Registration No. 6838, from Dharmniti Auditing Company Limited.

The Chairman invited Mr. Tanes Sajjaboriboon, Chief Financial and Accounting Officer (CFO), to briefly present the statements of financial position and the statements of comprehensive income for the year 2023 ended 31 December 2023, which were audited by the certified auditor, to the shareholders as follows:



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The Equity Method

Unit: Million Baht

Financial Statements	Year 2023	Year 2022	Increase (Decrease)	
			Amount	% +/-
Sales and Services Income	1,419.28	1,289.06	130.22	10.10
Other Income	11.09	16.16	(5.07)	(31.37)
Total Revenues	1,430.37	1,305.22	125.15	9.59
Cost of Sales and Services	1,186.85	1,094.51	92.34	8.44
Gross Profit (Excluding Other Income)	232.43	194.55	37.88	19.47
Gross Profit Margin (%)	16.38 %	15.09%		
Profit before Expenses	243.52	210.71	32.81	15.57
Distribution Costs and Administrative Expenses	173.91	128.69	45.22	35.14
Share of Profit (Loss) from Investment in Associated Company	(14.37)	(10.29)	4.08	39.65
Financial Costs	7.94	7.77	0.17	2.19
Profit before Income Tax Expenses	47.30	63.96	(16.66)	(26.05)
Income Tax Expenses (Income)	7.03	8.83	(1.80)	(20.39)
Net Profit	40.27	55.13	(14.86)	(26.95)
Net Profit Margin (%)	2.82%	4.22%		
Earnings per Share (Baht)	0.09	0.12		

The Cost Method

Unit: Million Baht

Financial Statements	Year 2023	Year 2022	Increase (Decrease)	
			Amount	% +/-
Sales and Services Income	1,419.81	1,288.55	131.26	10.19
Other Income	11.18	16.22	(5.04)	(31.07)
Total Revenues	1,430.99	1,304.77	126.22	9.67
Cost of Sales and Services	1,188.36	1,094.51	93.85	8.57
Gross Profit (Excluding Other Income and Dividend Income)	231.45	194.04	37.41	19.28
Gross Profit Margin (%)	16.30 %	15.06 %		
Profit before Expenses	242.63	210.26	32.37	15.40
Distribution Costs and Administrative Expenses	173.37	128.49	44.88	34.93
Financial Costs	7.94	7.77	0.17	2.19
Profit before Income Tax Expenses	61.32	74.00	(12.68)	(17.14)
Income Tax Expenses (Income)	7.02	8.83	(1.81)	(20.50)
Net Profit	54.30	65.17	(10.87)	(16.68)
Net Profit Margin (%)	3.79 %	4.99 %		
Earnings per Share (Baht)	0.13	0.14		

	Consolidated Financial Statements		Separate Financial Statements	
	Under the Equity Method		Under the Cost Method	
	2023	2022	2023	2022
Total Current Assets	619,457,128	497,552,280	617,923,522	496,314,663
Total Non-Current Assets	1,017,728,902	927,328,348	1,059,542,325	954,775,230
Total Assets	1,637,186,030	1,424,880,628	1,677,465,847	1,451,089,893
Total Current Liabilities	499,027,680	360,959,760	499,000,535	360,888,184
Total Non-Current Liabilities	210,188,912	195,966,575	210,188,912	195,966,575
Total Liabilities	709,216,592	556,926,335	709,189,447	556,854,759
Total Shareholders' Equity	927,969,438	867,954,293	968,276,400	894,235,134
Total Liabilities and Shareholders' Equity	1,637,186,030	1,424,880,628	1,677,465,847	1,451,089,893
Total Revenues	1,430,365,749	1,305,219,942	1,430,993,002	1,304,771,714
Cost of Sales and Services	1,186,848,224	1,094,509,485	1,188,356,703	1,094,509,485
Distribution Costs	64,822,769	55,003,114	64,822,769	55,003,114
Administrative Expenses	109,083,377	73,688,743	108,549,704	73,487,260
Share of Profit (Loss) from Investment in Associated Company	(14,366,541)	(10,295,200)	-	-
Financial Costs	7,944,235	7,767,598	7,944,235	7,767,598
Income Tax Expenses (Income)	7,029,025	8,826,968	7,021,892	8,826,968
Profit for the Year	40,271,578	55,128,834	54,297,699	65,177,289

The Chairman gave the opportunity to the shareholders and proxy holders who wish to ask questions or express opinions on this agenda to raise their hand, state their name, surname and status of attending the Meeting, either attending by themselves or by proxies, then ask questions or express opinions.



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There were no questions from the shareholders and proxy holders on this agenda. The Chairman then asked the shareholders and proxy holders to vote. The resolution of this agenda shall be passed by a simple majority of the shareholders present at the Meeting and entitled to vote.

The Chairman asked the Conductor to announce the voting result.

Resolution: The Meeting resolved to approve the statements of financial position, the statements of comprehensive income, and the auditor's report on the financial statements for the year 2023 ended 31 December 2023 with the following votes:

Vote	Number of votes (1 share = 1 vote)	% Of the number of shares represented at the Meeting and voted
Approval	442,769,387	100
Disapproval	0	0
Total	442,769,387	100
Abstention	0	0
Invalid	0	0

Remark: In this agenda, 1 additional shareholder, holding 21,693,550 shares, arrived and registered for the Meeting. Therefore, totally 33 shareholders attended the meeting, representing 442,769,387 shares in total.

Agenda 4 To consider and approve the allocation of net profit for the year 2023 as a legal reserve

The Chairman reported to the Meeting that the Public Company Limited Act B.E. 2535 (1992) and the Company's Articles of Association require that "... a public company shall allocate not less than 5 percent of its annual net profit, less accumulated loss carried forward (if any), to a reserve account (as a legal reserve), until the legal reserve is not less than 10 percent of the registered capital ...". The Company recorded net profit of 54,297,699 baht for the year 2023 (Separate Financial Statements). Therefore, the Board of Directors deemed it appropriate that the shareholders' meeting to approve the allocation of the net profit for the year 2023 amounting to 2,720,000 baht or equivalent to 5 percent of the net profit for the year 2023 (Separate Financial Statements) as a legal reserve, in compliance with the Public Company Limited Act B.E. 2535 (1992). As a result, the total legal reserve of the Company shall give an amount of 31,201,500 baht or equivalent to 8.04 percent of the registered capital.

The Chairman gave the opportunity to the shareholders and proxy holders who wish to ask questions or express opinions on this agenda to raise their hand, state their name, surname and status of attending the Meeting, either attending by themselves or by proxies, then ask questions or express opinions.



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There were no questions from the shareholders and proxy holders on this agenda. The Chairman then asked the shareholders and proxy holders to vote. The resolution of this agenda shall be passed by a simple majority of the shareholders present at the Meeting and entitled to vote.

The Chairman asked the Conductor to announce the voting result.

Resolution: The Meeting resolved to approve the allocation of the net profit for the year 2023 amounting to 2,720,000 baht or equivalent to 5 percent of the net profit for the year 2023 (Separate Financial Statements) as a legal reserve, in compliance with the Public Company Limited Act B.E. 2535 (1992). As a result, the total legal reserve of the Company shall give an amount of 31,201,500 baht or equivalent to 8.04 percent of the registered capital with the following votes:

Vote	Number of votes (1 share = 1 vote)	% Of the number of shares represented at the Meeting and voted
Approval	442,769,387	100
Disapproval	0	0
Total	442,769,387	100
Abstention	0	0
Invalid	0	0

Agenda 5 To consider and approve the dividend payment for the year 2023

The Chairman reported to the Meeting that the Public Company Limited Act B.E. 2535 (1992) and the Articles of Association of the Company provide that no dividend shall be paid out of any money other than profits, also in the event that the Company has an accumulated loss, no dividend shall be paid. In addition, the Company has the policy to pay dividend at the rate of not less than 40 percent of the net profit after deduction of the legal reserve. The Company had net profit of 54,297,699 baht for the year 2023 (Separate Financial Statements), and also had the unappropriated retained earnings. The Board of Directors considered the Public Company Limited Act, the Company's Articles of Association, operating results, financial position, and interests of all stakeholders. Nevertheless, the Board of Directors may sometimes consider not to follow the dividend policy depending on the operating results, investment plans, liquidity, necessity, and other appropriate circumstances in the future, as it deems appropriate. Therefore, the Board of Directors deemed it appropriate that the shareholders' meeting to approve the dividend payment for the year 2023 to the shareholders amounting to 41,808,834.73 baht or equivalent to 81.06 percent of the net profit after deduction of the legal reserve (Separate Financial Statements). The dividend shall be paid in cash to the shareholders of the Company, totaling 605,925,141 ordinary shares, at the rate of 0.069 baht per share. The allocation of net profit and dividend payment are in line with the Company's policy.



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The Company set the date to determine the names of shareholders who are entitled to the dividend payment (Record Date) to be on 13 March 2024, and for the dividend payment to be on 16 May 2024.

The Chairman gave the opportunity to the shareholders and proxy holders who wish to ask questions or express opinions on this agenda to raise their hand, state their name, surname and status of attending the Meeting, either attending by themselves or by proxies, then ask questions or express opinions.

There were no questions from the shareholders and proxy holders on this agenda. The Chairman then asked the shareholders and proxy holders to vote. The resolution of this agenda shall be passed by a simple majority of the shareholders present at the Meeting and entitled to vote.

The Chairman asked the Conductor to announce the voting result.

Resolution: The Meeting resolved to approve the dividend payment for the year 2023 to the shareholders amounting to 41,808,834.73 baht or equivalent to 81.06 percent of the net profit after deduction of the legal reserve (Separate Financial Statements). The dividend shall be paid in cash to the shareholders of the Company, totaling 605,925,141 ordinary shares, at the rate of 0.069 baht per share. The dividend payment is in line with the Company's policy with the following votes:

Vote	Number of votes (1 share = 1 vote)	% Of the number of shares represented at the Meeting and voted
Approval	442,769,387	100
Disapproval	0	0
Total	442,769,387	100
Abstention	0	0
Invalid	0	0

Agenda 6 To consider and approve the re-election of the directors who retire by rotation

The Chairman assigned the Conductor to provide the details to the Meeting.

The Conductor reported to the Meeting that the Company gave the opportunity to the shareholders to nominate candidates to be elected as the Company's directors from 12 September 2023 to 31 January 2024 on the Company's website. However, no shareholder nominated any candidate for election as the Company's directors.

The Public Company Limited Act B.E. 2535 (1992) and the Company's Articles of Association prescribe that, at every Annual General Meeting of Shareholders, one-third (1/3) of the total number of directors shall retire from their office. At the 2024 Annual General Meeting of Shareholders, there were 2 directors retiring by rotation as follows:

- 1) Mr. Tanes Sajjaboriboon Director



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2) Ms. Namthip Kitsaksakul Independent Director / Audit Committee

The Board of Directors (excluding those who had conflict of interest) deemed it appropriate that the shareholders' meeting to approve the re-election of the 2 directors who retire by rotation to hold office for another term. The 2 directors are fully qualified, have no prohibited characteristics as prescribed by the law, and serve their office well. The nomination was as follows:

1) Mr. Tanes Sajjaboriboon Director

2) Ms. Namthip Kitsaksakul Independent Director / Audit Committee

Profiles and preliminary information of the nominated persons as the Company's directors, as shown in Enclosure 6 of the meeting invitation.

The Chairman gave the opportunity to the shareholders and proxy holders who wish to ask questions or express opinions on this agenda to raise their hand, state their name, surname and status of attending the Meeting, either attending by themselves or by proxies, then ask questions or express opinions.

There were no questions from the shareholders and proxy holders on this agenda. The Chairman then asked the shareholders and proxy holders to vote. The resolution of this agenda shall be passed by a simple majority of the shareholders present at the Meeting and entitled to vote. The shareholders shall vote to elect each nominated person individually.

The Chairman asked the Conductor to announce the voting result.

6.1 Mr. Tanes Sajjaboriboon Director

Resolution: The Meeting resolved the appointment of Mr. Tanes Sajjaboriboon as the Company's director with the following votes:

Vote	Number of votes (1 share = 1 vote)	% Of the number of shares represented at the Meeting and voted
Approval	442,769,387	100
Disapproval	0	0
Total	442,769,387	100
Abstention	0	0
Invalid	0	0

6.2 Ms. Namthip Kitsaksakul Independent Director / Audit Committee

Resolution: The Meeting resolved the appointment of Ms. Namthip Kitsaksakul as the Company's director and the other position with the following votes:



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Vote	Number of votes (1 share = 1 vote)	% Of the number of shares represented at the Meeting and voted
Approval	442,769,387	100
Disapproval	0	0
Total	442,769,387	100
Abstention	0	0
Invalid	0	0

Agenda 7 To consider and approve the remuneration of the Company's directors for the year 2024

The Chairman assigned the Conductor to provide the details to the Meeting.

The Conductor reported to the Meeting that, pursuant to the Public Company Limited Act B.E. 2535 (1992) and the Company's Articles of Association, the Company's directors are entitled to receive the remuneration from the Company in terms of reward, meeting allowance, pension, bonus or other remuneration paid in other forms, or as considered by the shareholders' meeting. Nomination and Remuneration Committee considered the monetary remuneration of the directors which should be commensurate with duties and responsibilities. Therefore, the Board of Directors deemed it appropriate that the 2024 Annual General Meeting of Shareholders to consider and approve the remuneration for the Board of Directors and the sub-committees for the year 2024 of not exceeding 6,000,000 baht (the same as the year 2023). The details are described as follows:

1. Meeting allowance for the Board of Directors and the sub-committees

Position	Meeting allowance THB / per meeting for the year 2023	Meeting allowance THB / per meeting for the year 2024
Chairman of the Board of Directors	22,000	22,000
Director	17,000	17,000
Chairman of the Audit Committee	22,000	22,000
Member of the Audit Committee	17,000	17,000
Chairman of the Nomination and Remuneration Committee	17,000	17,000
Member of the Nomination and Remuneration Committee ¹	12,000	12,000

Remark:¹ A director who holds office of the Company shall not be entitled to the meeting allowance.



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The Board of Directors and the sub-committees shall receive the meeting allowance per meeting attendance and per position. The remuneration as the meeting allowance of the directors for the year 2024 shall not exceed 2,000,000 baht.

2. Bonus of the directors

Bonus of the directors shall not exceed 4,000,000 baht. The Nomination and Remuneration Committee shall allocate the bonus to each director as appropriate.

The remuneration of the Company's directors in terms of the meeting allowance and the bonus for the year 2024 shall not exceed 6,000,000 baht.

The Chairman gave the opportunity to the shareholders and proxy holders who wish to ask questions or express opinions on this agenda to raise their hand, state their name, surname and status of attending the Meeting, either attending by themselves or by proxies, then ask questions or express opinions.

There were no questions from the shareholders and proxy holders on this agenda. The Chairman then asked the shareholders and proxy holders to vote. The resolution of this agenda shall be passed by a two-thirds majority of the shareholders present at the Meeting.

The Chairman asked the Conductor to announce the voting result.

Resolution: The Meeting resolved to approve the remuneration for the Board of Directors and the sub-committees for the year 2024 of not exceeding 6,000,000 baht, which is the same as the year 2023, with the following votes:

Vote	Number of votes (1 share = 1 vote)	% Of the number of shares represented at the Meeting and voted
Approval	442,769,387	100
Disapproval	0	0
Total	442,769,387	100
Abstention	0	0
Invalid	0	0

Agenda 8 To consider and approve the appointment of the Company's auditor and the determination of the audit fee for the year 2024

The Chairman assigned the Conductor to provide the details to the Meeting.

The Conductor reported to the Meeting that the Public Company Limited Act B.E. 2535 (1992) and the Company's Articles of Association prescribe that "... at every annual general meeting of shareholders, the Company shall appoint the auditor and determine the audit fee of the Company. The former auditor may be re-appointed ...". Therefore, the Board of Directors deemed it appropriate that the 2024 Annual General Meeting



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of Shareholders to approve the appointment of Dharmniti Auditing Company Limited as the Company's auditor for the year 2024 as follows:

Miss Wannisa Ngambuathong CPA Registration No. 6838; or
Miss Nitinee Kittikunapong CPA Registration No. 8843; or
Miss Choitma Kitsirakorn CPA Registration No. 7318; or
Miss Chutinant Kopraserthaworn CPA Registration No. 9201

In the case that the above mentioned auditors cannot perform his/her duty, Dharmniti Auditing Company Limited shall arrange and delegate new certified public auditor from its firm, approved by the Securities and Exchange Commission (SEC), to conduct the audit and express his/her opinion on the financial statements of the Company. The auditors of Dharmniti Auditing Company Limited as proposed have no relationships with or interests in the Company, its subsidiaries, management, major shareholders or those related to the above mentioned persons. The auditors are, therefore, independent to examine and freely voice their opinions regarding the Company's financial statements for the year 2024. The audit fee of the Company for the year 2024 are determined not to exceed 1,650,000 baht as follows:

Audit Fee	Year 2022	Year 2023	Year 2024
1. Annual Audit Fee	750,000 Baht	770,000 Baht	870,000 Baht
2. Review Fee for Interim Financial Statements	660,000 Baht	690,000 Baht	690,000 Baht
3. Audit Fee for Promoted BOI Company	-	90,000 Baht	90,000 Baht
Total	1,410,000 Baht	1,550,000 Baht	1,650,000 Baht

Profiles and preliminary information of the nominated auditors, as shown in Enclosure 4 of the meeting invitation.

The Chairman gave the opportunity to the shareholders and proxy holders who wish to ask questions or express opinions on this agenda to raise their hand, state their name, surname and status of attending the Meeting, either attending by themselves or by proxies, then ask questions or express opinions.

There were no questions from the shareholders and proxy holders on this agenda. The Chairman then asked the shareholders and proxy holders to vote. The resolution of this agenda shall be passed by a simple majority of the shareholders present at the Meeting and entitled to vote.

The Chairman asked the Conductor to announce the voting result.



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Resolution: The Meeting resolved to approve the appointment of Dharmniti Auditing Company Limited as the Company's auditor for the year 2024 as follows:

Miss Wannisa Ngambuathong CPA Registration No. 6838; or

Miss Nitinee Kittikunapong CPA Registration No. 8843; or

Miss Choitma Kitsirakorn CPA Registration No. 7318; or

Miss Chutinant Kopraserthaworn CPA Registration No. 9201

In the case that the above mentioned auditors cannot perform his/her duty, Dharmniti Auditing Company Limited shall arrange and delegate new certified public auditor from its firm, approved by the Securities and Exchange Commission (SEC), to conduct the audit and express his/her opinion on the financial statements of the Company.

In addition, the Meeting resolved to approve the appointment of the Company's auditor, and the determination of the audit fee for the year 2024 of not exceeding 1,650,000 baht with the following votes:

Vote	Number of votes (1 share = 1 vote)	% Of the number of shares represented at the Meeting and voted
Approval	442,769,387	100
Disapproval	0	0
Total	442,769,387	100
Abstention	0	0
Invalid	0	0

Agenda 9 Other matters (if any)

The Chairman provided the shareholders and proxy holders an opportunity to propose the Meeting to consider any matters other than those proposed in the meeting invitation, pursuant to Section 105 Paragraph 2 of the Public Company Limited Act B.E. 2535 (1992) prescribing that "... shareholders, individually or collectively holding not less than one-third of the Company's total issued shares, may propose the meeting to consider any matters other than those proposed in the invitation ...". The Chairman announced that the agenda items proposed by the Company as specified in the Invitation to the 2024 Annual General Meeting of Shareholders were completely proceeded. The Chairman invited the shareholders and proxy holders to express opinions or make inquiries in relation to the Company.

The Chairman gave the opportunity to the shareholders and proxy holders who wish to ask questions or express opinions to raise their hand, state their name, surname and status of attending the Meeting, either attending by themselves or by proxies, then ask questions or express opinions.

Mr. Pornlert Sakanuchaichan, a shareholder, inquired about orders of electric Tuk Tuks.



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Mr. Tirawat Amornthatri, Managing Director, answered that the Company is awaiting further direction from the government sector to revise the related laws to ease registration for three-wheel vehicles.

There were no additional questions from the shareholders and proxy holders. Therefore, the Chairman thanked the shareholders and proxy holders for attending the Meeting and declared closing the Meeting.

The Meeting adjourned at 15:02.

Chairman of the Meeting

(Mr. Damnoen Kaewthawee)

Company Secretary / Minute Taker

(Mr. Tanes Sujjaboriboon)