

## Minutes of the 2021 Annual General Meeting of Shareholders

### JCK International Public Company Limited

#### Time and Place

The Meeting was held on April 19, 2021 at 14.00 hours at the Sathorn I Room, Mezzanine, JC Kevin Sathorn Bangkok Hotel (previous name, Anantara Bangkok Sathorn), No. 36 Naratiwas-Rachanakarin Road, Yannawa sub-district, Sathorn district, Bangkok.

#### Preliminary

Dr. Apichai Taechaubol, Chairman of the Board of Directors, presided as Chairman of the Meeting, informed the Meeting that 79 shareholders attended the Meeting themselves and by proxy, totaling 1,260,942,758 shares or equivalent to 58.7295 percent of 2,147,034,479 shares totaling sold, which duly formed a quorum as stated in the Articles of Association.

The Chairman announced the Meeting opened and assigned Mr. Methawee Netsawai, the Assistant Company Secretary, reported the Meeting about on the promotion of good corporate governance practice and the equitable and fair treatment to all shareholders as follows:

The Company had offered the right to shareholders to propose, to the 2021 Annual General Meeting, any agenda and qualified candidate for directorship. Besides, it had sent out a request for advance question that shareholders would need for clarification at the 2021 Annual General Meeting of Shareholders in an attempt to promote good corporate governance practice and for the purpose of an equitable and fair treatment to all shareholders with criteria and procedure as announced on the Company's website since November 17, 2020. The shareholders may fill in the document "Form to Propose Agenda to the 2021 Annual General Meeting of Shareholders", and send back to the Company via e-mail or fax and send an original to the Company in writing together with other supporting documents as required by the Company within December 31, 2020. Apparently, there was no shareholders exercised such right.

Under the circumstance of Coronavirus 2019 (COVID-2019) outbreak, the shareholders meeting involves gathering, which may risk person-to-person transmission of the virus. Thus, realizing the shareholders' health concerned and reduction of COVID-2019 pandemic spreading, the Company requests for cooperation from all shareholders to consider appointing the Company's independent directors who have no conflict of interest with any of the meeting agenda a proxy to attend the meeting on shareholder's behalf instead of attending the physical meeting, according to the law and regulation, the Annual General Shareholders' Meeting must be attended by at least 25 shareholders or not less than haft of the total shareholders,

whichever is lower and the attended shareholders must together hold not less than 1/3 (one-third) of the total shares to constitute a quorum. Currently, the Company has received some amount of proxies from shareholders and satisfied the requirement by law and regulation to constitute a quorum to convene the Annual General Shareholders' Meeting.

Subsequently, the Assistant Company Secretary introduced the Meeting attendees, 8 members of the Board of Directors, namely:

Board members who attended the Meeting, totaling 8 members;

1. Dr. Apichai	Taechaubol	Director, Chairman and Executive Chairman
2. Mr. Prasong	Vara-ratanakul	Independent Director, Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Committee Chairman
3. Mr. Chetawan Anuntasomboon		Independent Director, Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee Member
4. Mr. Tawil	Praisont	Independent Director and Audit Committee Member
5. Mr. Gumpol	Tiyarat	Director
6. Mr. Anukul	Ubonnuch	Director, Executive Director and Managing Director
7. Mr. Kittawat	Taechaubol	Director, Executive Director and Director Deputy Managing Director
8. Ms. Siriporn	Tamenant	Director, Executive Director, Director Deputy Managing Director, Administration and Information Technology and Company Secretary

The proportion of directors who attended the Meeting was 88.88% of total 9 directors.

The Assistant Company Secretary introduced attendees to the associates which are the members of management and representatives from EY Office Limited, the Company's auditor, which had sent 2 representatives to attend the Meeting consisting of Ms. Phawinee Krachangwongchai and Ms. Thitisuda

Upaphong. In addition, there are representatives from Far East Law Office (Thailand) Company Limited, the Company's solicitor and the Meeting's votes inspector, as represented by Mr. Theerapan Petchsuwan and Mr. Visarut Onnuam.

The Assistant Company Secretary explained to the Meeting the voting procedures for those who attended by themselves and by proxy that at the Annual General Meeting of Shareholders, voting ballots were provided for every agenda. One share was equal to one vote. In each agenda, if no shareholder disagreed or abstained from voting, shareholders shall be considered unanimously resolving to adopt the agenda as suggested by the Chairman. However, should a shareholder disagree or would like to abstain from voting, he/she was asked to raise his/her hand and cast a vote in a distributed ballot when registered. The ballot shall be handed over to staff for counting purpose, the result of which will be later notified to the Meeting. The Company would record votes of approval, disapproval or abstention by shareholders who had appointed a proxy to attend the Meeting on their behalf and who had already voted in a ballot in the registration of meeting resolution based on each meeting's agenda.

For question and opinion, the Company provided shareholders an opportunity to ask question and to express opinion in all relevant agendas. Before questioning and expressing view, the Company required shareholders to identify themselves to the Meeting.

Furthermore, the Company would like to clarify to shareholders for acknowledgment that at present the Company is studying possibility of joining as a member of "Thailand's Private Sector Collective Action Coalition Against Corruption" which is a project supported by the government and office of the National Anti-Corruption Commission (NACC). The Company will inform shareholders further in case there is any progress of this matter.

The Chairman assigned Mr. Anukul Ubonnuch, Managing Director, to conduct the Shareholders' Meeting in accordance with the meeting's agendas.

**Agenda 1 : To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020**

The Managing Director proposed the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 held on November 2, 2020 for the Meeting to approve.

This agenda must be approved by simple majority of the total number of votes of the shareholders or proxies presented at the meeting and are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Resolved :** The Meeting, having considered the matter and deemed that the Minutes were correct, therefore the Meeting resolved with simple majority voted, adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 held on November 2, 2020 with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,260,930,148	99.9962
2. Disapprove	46,910	0.0037
3. Abstain	0	0.0000
4. Void Ballot	0	0.0000

Remark: In this agenda, there were 1 shareholders/proxies increasing from the start of the meeting, together holding 34,300 shares. Total shareholders/proxies in this agenda are 80 persons and the shares which are eligible to vote in this agenda are 1,260,977,058 shares.

**Agenda 2 : To acknowledge the report of the Company's operating results in year 2020.**

The Managing Director reported the Company's operating results in year 2020 to the shareholders for acknowledgement which can be summarized as quoted below.

For the year 2020, the Company has sent the operating results report and the report of the Board of Directors in the 2020 annual report together with the invitation letter which has already been sent to the shareholders, the Company would like to further inform that last year has been another year that the Company face the economic crisis again with the epidemic of COVID-2019, which has been spreading since 2019, the Company did not expect that there would be long period for the epidemic of COVID-2019. However, the Company's business operations can still continue and the operating results in this year has continued to be in good shape. The reason is that the Company jointly invested in the condominium business.

Subsequently, the Managing Director reported the financial highlights of the Company to the Meeting that, in 2020, the Company has Total Income of Baht 415.33 million, Net Loss of Baht 289.95 million, Total Assets of Baht 8,459.59 million, Total Liabilities of Baht 6,351.04 million, Shareholder's Equity of Baht 2,108.55 million, Net Profit Margin to Income of -69.81%, Return on Equity of -12.81%, Return on Total Assets of -3.47%, Net Loss per Share of 0.14, Book

Value per Share of Baht 0.98, Current Ratio of 1.79 times, and Debt to Equity Ratio of 3.01 times.

**Resolved :** The Meeting acknowledged the Annual Report of the Board of Directors and the 2020 operating results of the Company.

**Agenda 3 : To consider and approve the consolidated Financial Statements for the fiscal year ended December 31, 2020**

The Managing Director proposed the Financial Statements, for the Meeting to consider and approve, which comprise of the Statement of Financial Position, the related Statement of Comprehensive Income, Statement of changes in shareholders' equity and cash flows for the fiscal year ended December 31, 2020 which have been audited and certified true and correct by the auditor, and also have been reviewed by the Audit Committee. The results are presented in the 2020 Annual Report.

This agenda must be approved by simple majority of the total number of votes of the shareholders presented at the Meeting and vote, pursuant to Clause 33 of the Company's Articles of Association.

**Resolved :** The Meeting, having considered the matter, resolved with simple majority voted, approving the Statement of Financial Statements which comprise of the Statement of Financial Position, the related Statement of Comprehensive Income, Statement of changes in shareholders' equity and cash flows for the fiscal year ended December 31, 2020 with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,260,935,215	99.9962
2. Disapprove	46,910	0.0037
3. Abstain	0	0.0000
4. Void Ballot	0	0.0000

Remark: In this agenda, there were 1 shareholders/proxies increasing from the start of the meeting, together holding 5,067 shares. Total shareholders/proxies in this agenda are 81 persons and the shares which are eligible to vote in this agenda are 1,260,982,125 shares.

**Agenda 4 : To consider and approve the allocation of the 2020 profit, and the Omission of dividend payment.**

The Managing Director proposed the allocation of the 2020 profit, and the Omission of dividend payment for the Meeting to consider and approve.

According to Clause 41 of the Company's Articles of Association, the Company must allocate no less than 5 percent of its annual net profit deducted by accumulated loss brought forward (if any) as its reserves until the reserves reach no less than 10 percent of its registered capital. In addition, Clause 40 of the Company's Articles of Association also prohibits any split of other types of money to be paid as dividend unless it is a profit. In case the Company still suffers from accumulated loss, no dividend shall be made. The dividend shall be equally divided among the number of shares for an equal amount. Payment of dividend shall be equally divided among the number of shares for an equal amount. The Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company has enough profit to do so before reporting to the Shareholders' Meeting at a subsequent meeting.

For the dividend policy, the Company and its subsidiaries will pay no fewer than 60 percent of net profit in a relevant year based on a separated financial statement as a dividend if there is enough profit to do so unless the Board of Directors and shareholders find it is reasonable and necessary to suspend the dividend payment or to pay less than the stated rate. In addition, the Board of Directors may consider paying an interim dividend from time to time as appropriate. (Details of Dividend payments of the past year appeared on Page 3 and 4 of the invitation letters (English Version) which have been distributed to the shareholders).

According to the Company has accumulated loss at the end of the Year 2020, the Board of Directors deemed that the Annual General Meeting of Shareholders is appropriate to approve the omission of dividend payment and legal reserve.

This agenda must be approved by simple majority of total number of votes of the shareholders or proxies presented at the Meeting and vote, pursuant to Clause 33 of the Company's Articles of Association.

**Resolved :** The Meeting, having considered the matter, resolved with simple majority voted, approving the omission of dividend payment and legal reserve with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,260,936,415	99.9962
2. Disapprove	46,910	0.0037
3. Abstain	0	0.0000
4. Void Ballot	0	0.0000

Remark: In this agenda, there were 2 shareholders/proxies increasing from the start of the meeting, together holding 1,200 shares. Total shareholders/proxies in this agenda are 83 persons and the shares which are eligible to vote in this agenda are 1,260,983,325 shares.

**Agenda 5 : To consider and elect the directors in replacement of those retiring by rotation**

The Managing Director informed to the Meeting that according to Clause 17 of the Company's Articles of Association, one-third of the directors shall be retired by rotation at the Annual General Meeting of Shareholders. The Articles of Association require the approval by majority vote, and the Company will propose each person for shareholders to consider and elect. Due to this year, I am one of the directors who have been in the position for the longest period, therefore, I would like to invite Mr. Prasong Vara-ratanakul, Corporate Governance, Nomination and Remuneration Committee Chairman, to present this agenda.

The Corporate Governance, Nomination and Remuneration Committee Chairman informed to the Meeting that the directors who had been in the office for the longest period shall be retired and be eligible for re-appointment by the shareholders.

In this year, the directors who had been in the office for the longest period and shall be retired by rotation are as follow:

1. Mr. Anukul            Ubonnuch            Director
2. Mr. Gumpol        Tiyarat                Director
3. Mr. Tseng            Kuo-Chan            Director

The Corporate Governance, Nomination and Remuneration Committee which excluded the directors who have the related benefits, having considered the matter, deemed that the three directors, who are to retire on rotation, are fully qualified according to Public Limited Company Act, B.E. 2535, and terms and conditions of company executives issued by the Securities and Exchange Commission. In addition, they are competent, have experiences that

benefit the Company's business, have visionary and worked well as directors in the past. They also have a good record of meeting attendance and participation at the Meeting. The details of their backgrounds and performances are as follows and also in Attached 3 pursuant to the invitation letters.

This agenda must be approved by simple majority of total number of votes of the shareholders or proxies presented at the Meeting and voted, pursuant to Clause 33 of the Company's Articles of Association.

**Resolved :** The Meeting, having considered the matter, resolved with simple majority of total number of votes of the shareholders presented at the Meeting and voted to re-elect 3 directors who were retired by rotation as directors, for another term.

Whereas the Meeting had elected each individual person, with the following votes:

1. The Meeting resolved, with simple majority of total number of votes of the shareholders presented at the Meeting and voted, to re-elect **Mr. Anukul Ubonnuch** as director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,260,936,415	99.9962
2. Disapprove	46,910	0.0037
3. Abstain	0	0.0000
4. Void Ballot	0	0.0000

2. The Meeting resolved, with simple majority of total number of votes of the shareholders presented at the Meeting and voted, to re-elect **Mr. Gumpol Tiyarat** as director with the following votes:



Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,260,936,415	99.9962
2. Disapprove	46,910	0.0037
3. Abstain	0	0.0000
4. Void Ballot	0	0.0000

3. The Meeting resolved, with simple majority of total number of votes of the shareholders presented at the Meeting and voted, to re-elect **Mr. Tseng Kuo-Chan** as director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,260,936,415	99.9962
2. Disapprove	46,910	0.0037
3. Abstain	0	0.0000
4. Void Ballot	0	0.0000

Remark: In this agenda, there were 0 shareholders/proxies increasing from the start of the meeting, together holding 0 shares. Total shareholders/proxies in this agenda are 83 persons and the shares which are eligible to vote in this agenda are 1,260,983,325 shares.

#### **Agenda 6 : To determine directors' remuneration**

The Managing Director therefore deems appropriate to propose the Meeting to consider and approve the remuneration for the directors.

The remuneration for the directors which has been approved by the 2020 Annual General Meeting of Shareholders for the total amount of Baht 10,000,000 (Ten million Baht) per year by allowing the Board of Directors to allocate remuneration to each director. In 2021, the Board of Directors has considered the remuneration based on what the Corporate Governance, Nomination and Remuneration Committee proposed by taking into consideration their responsibilities, scopes of work and duties as well as rationale and benefits the Company would get from the directors to attract and keep qualified directors as required. The Board of

Directors therefore deems appropriate to propose the Meeting to determine the 2021 remuneration for the directors of Baht 10,000,000 (Ten million Baht) per year.

The details of the remuneration payment of each director and the scope of responsibility of the Board of Directors, Audit Committee and the Corporate Governance, Nomination and Remuneration Committee are appeared in the 2020 Annual Report on page 255-256 (English Version).

This agenda must be approved by not less than two-thirds of the total number of votes of the shareholders or proxies presented at the Meeting, pursuant to Section 90 of the Public Limited Company Act B.E. 2535.

**Resolved :** The Meeting, having considered the matter, resolved with not less than two-thirds of the total number of votes of the shareholders presented at the meeting, approved the directors' remunerations for the year 2021 of Baht 10,000,000 (Ten million Baht) per year whereby the Board of Directors has authorized to allocate the remuneration to each director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,260,936,415	99.9962
2. Disapprove	46,910	0.0037
3. Abstain	0	0.0000
4. Void Ballot	0	0.0000

Remark: In this agenda, there were 0 shareholders/proxies increasing from the start of the meeting, together holding 0 shares. Total shareholders/proxies in this agenda are 83 persons and the shares which are eligible to vote in this agenda are 1,260,983,325 shares.

**Agenda 7 : To appoint the auditors and to determine the auditor's fees**

The Managing Director deems appropriate to propose the Meeting to consider and approve the appointment of auditors and the auditor fees.

To comply with the Public limited Company Act B.E 2535 which requires the Annual General Meeting of Shareholders to appoint the auditors and to determine the audit fee every year and by the recommendation from the Audit Committee, the Board of Directors deems

appropriate to propose to the Meeting to appoint the auditors from EY Office Limited according to the following list as the auditors of the Company and its subsidiaries for the year 2021, where either of the following auditors shall audit and express opinions to the Company's financial statements. In the event that 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.

1. Ms. Siraporn      Ouaanunkun                  CPA No. 3844 and/or  
(as an auditor from 2020 until present, totally 1 year)
2. Ms. Supanee      Triyanantakul                  CPA No. 4498 and/or  
(as an auditor from 2018 until present, totally 3 year)
3. Mr. Preecha      Arunnara                  CPA No. 5800  
(as an auditor from 2018 until present, totally 3 year)

The auditor proposed the 2021 auditing fee for the Company in the amount of Baht 1,710,000.- per year, increasing Baht 130,000.- from the 2020 auditing fee which was Baht 1,580,000.- per year, and also offered the audit for 5 subsidiaries of the Company comprising of JCK Utilities Co., Ltd., SG Land Co., Ltd., Crown Development Co., Ltd., TFD Real Estate Management Co., Ltd. and Ratchadamri Real Estate Co., Ltd. In 2021, the total auditing fee of the Company and the subsidiaries is Baht 3,950,000.- per year, increasing Baht 130,000.- from the 2020 auditing fee which was Baht 3,820,000.- per year.

The accounting firm, EY Office Limited, is also known for its auditing experiences of various listed companies, its reliability and creditability both domestic and abroad. The firm also has adequate personnel to maintain its audit standard at an international level. The auditor has no relationship or transaction that may lead to a conflict of interest with the Company nor does it have any interest with the Company, subsidiaries, executives or major shareholders or those related thereto in any manner, either.

For the Non-Audit fee, the Company did not receive any service from the auditor's audit office during the past fiscal year.

This agenda must be approved by simple majority of total number of votes of the shareholders or proxies presented at the Meeting and voted, pursuant to Clause 33 of the Company's Articles of Association.

**Resolved :** The Meeting, having considered the matter, resolved with simple majority of the total number of votes of the shareholders presented at the Meeting and voted, to appoint the EY Office Limited, by Ms. Siraporn Ouuanunkun CPA No. 3844, and/or Ms. Supanee Triyanantakul CPA No. 4498, and/or Mr. Preecha Arunnara CPA No. 5800, as the auditor of the Company in year 2021 with the total audit fee of Baht 3,950,000.- per year, with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,260,936,415	99.9962
2. Disapprove	46,910	0.0037
3. Abstain	0	0.0000
4. Void Ballot	0	0.0000

Remark: In this agenda, there were 0 shareholders/proxies increasing from the start of the meeting, together holding 0 shares. Total shareholders/proxies in this agenda are 83 persons and the shares which are eligible to vote in this agenda are 1,260,983,325 shares.

**Agenda 8 :** To consider and approve to increase the registered capital of the Company and to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

The Managing Director proposed the Meeting that the Company needs to raise funds to use as working capital, pay debts, and use in business operations and development of existing projects of the Company and its subsidiaries, and support future investment expansion. Therefore, the Company has the intention to increase the registered capital of the Company and to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

Therefore, it was deemed that the Meeting of shareholders should consider and approve to increase the registered capital of the Company in the amount of Baht 644,110,342 from Baht 3,220,551,718 to Baht 3,864,662,060 by issuing 644,110,342 newly issued ordinary shares with par value of Baht 1 per share, for the allotment to existing shareholders (Right Offering) and to investors via Private Placement in General Mandate, pursuant to details as shown in Capital Increase Report Form (Attached 5 of the invitation letter), and to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the

increase of the registered share capital by cancellation of the existent contents and use of the new contents as mentioned below:

“Clause 4. Registered Capital	Baht 3,864,662,060	(Three Thousand Eight Hundred Sixty-Four Million Six Hundred Sixty-Two Thousand and Sixty Baht)
Divided into	3,864,662,060 shares	(Three Thousand Eight Hundred Sixty-Four Million Six Hundred Sixty-Two Thousand and Sixty shares)
Par value of	Baht 1	(One Baht)
Divided as follows;		
Ordinary shares	3,864,662,060 shares	(Three Thousand Eight Hundred Sixty-Four Million Six Hundred Sixty-Two Thousand and Sixty shares)
Preferred shares	- shares	(- shares)”

This agenda must be approved by not less than three-fourths of the total number of votes of the shareholders or proxies presented at the Meeting and are eligible to vote, pursuant to Clause 33 of the Company’s Articles of Association.

**Resolved :** The Meeting, having considered the matter, resolved with not less than three-fourths of the total number of votes of the shareholders presented at the Meeting and are eligible to vote, to approve the increase the registered capital of the Company and amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital by the details as stated by the Managing Director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,260,935,703	99.9962

2. Disapprove	47,622	0.0037
3. Abstain	0	0.0000
4. Void Ballot	0	0.0000

Remark: In this agenda, there were 0 shareholders/proxies increasing from the start of the meeting, together holding 0 shares. Total shareholders/proxies in this agenda are 83 persons and the shares which are eligible to vote in this agenda are 1,260,983,325 shares.

**Agenda 9 : To consider and approve the allocation of the newly issued ordinary shares.**

The Managing Director proposed the allocation of the newly issued ordinary shares to the Meeting that as aforementioned in Agenda 8 with respect to the plan of funding in order to be utilized as working capital, repaying debt, and for using in the current business operation and in the project development of the Company and its subsidiaries, as well as to support future expansion. Therefore, according to the law, the Meeting is required to consider and approve the allocation of 644,110,342 newly issued ordinary shares with par value of Baht 1 per share.

Therefore, it was deemed appropriate for the Meeting to consider and approve the allocation of newly issued ordinary shares with details as follows:

1. The amount not exceeding 429,406,895 newly issued ordinary shares or equal to 20% of the current paid-up capital of the Company, for offering to existing shareholders (Right Offering) in General Mandate.

Whereby, the Board of Directors shall be authorized to allot and offer in the same time or to separate into partial for offering in lots from time to time and have the right to take any actions necessary as appropriate regarding to the offering of such increased ordinary shares, e.g. set XR date, and objective of the issuance and offering of such ordinary shares, specify offering price and ratio for allotment including subscription period, allotment method and the payment process, etc., including change of the subscription period and payment and determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, including the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or others application and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of Business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission

of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

This allocation of newly issued ordinary shares to existing shareholders in General Mandate must be completed within the next date of the Annual General Meeting of Shareholders which be determined by the Company or within the date of the Annual General Meeting of Shareholders which be determined by the law, whichever date is earlier.

2. The Amount not exceeding 214,703,447 newly issued ordinary shares with par value of Baht 1 per share, or equal to 10% of the current paid-up capital of the Company, for offering in entirety or in portions for offering in lots from time to time to investors via private placement in General Mandate as categorized under the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement which such persons are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions 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) and amended, whereby the Board of Directors shall have the authority to determine the offering price of the shares at the best market price in accordance with the market condition during the offering period to the investor(s) which shall not be lower than one of the following prices:

- (A) In the weighted average of share price trading on the Stock Exchange of Thailand (“SET”) retroactively for not less than seven consecutive trading days but not exceeding fifteen consecutive trading days prior to the determination date of the offering price of such shares in each time (“Market Price”), whereby such weighted average of share price is required to use the average price of shares trading in each day. Provided that, the determination date of offering price is required to be backward not exceeding 3 trading days prior to the first date of the shares offering to the investor(s). However, the Board of Directors of the Company may determine the discount on the offering price but shall not exceed 10% of such Market Price.
- (B) The price which is determined by the process applicable to investors institution intending to purchase the newly issued ordinary shares of the Company at the Book Building method surveyed by the securities company.

This allocation of newly issued ordinary shares to investors via Private Placement in General Mandate must be completed within the next date of the Annual General Meeting of Shareholders which be determined by the Company or within the date of the Annual General Meeting of Shareholders which be determined by the law, whichever date is earlier.

For the allotment and offering of capital increase ordinary shares of the Company above, the Board of Directors shall have the authorities to consider the fixing of other details regarding the allotment and offering of capital increase ordinary shares, such as searching of investors in private placement; fixing of the terms, conditions and details regarding the allotment and offering of capital increase ordinary shares and/or allot newly issued ordinary shares as consideration for the acquisition; negotiation, entry into agreement and execution of relevant documents and agreements regarding the allotment and offering of capital increased ordinary shares; and execution of applications for permission and necessary and relevant evidence regarding such allotment and offering of capital increased ordinary shares, including determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, as well as the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or others application and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase and paid-up capital with Department of Business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The allocation of newly issued ordinary shares to investors in private placement above in any case shall not enable any investors to hold the Company's shares in an increasing nature reaching or crossing the point where a tender offer must be made, as prescribed in the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign limit as specified in the Company's Articles of Association.

Details of the allotment and offering of newly issued ordinary shares to investors in private placement appeared in Attached 6 of the invitation letter.



This agenda must be approved by simple majority of total number of votes of the shareholders or proxies presented at the Meeting and are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Resolved :** The Meeting, having considered the matter, resolved with simple majority of the total number of votes of the shareholders presented at the Meeting and voted, to approve the allocation of the newly issued ordinary shares by the details as proposed by the Managing Director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,260,935,703	99.9962
2. Disapprove	47,622	0.0037
3. Abstain	0	0.0000
4. Void Ballot	0	0.0000

Remark: In this agenda, there were 0 shareholders/proxies increasing from the start of the meeting, together holding 0 shares. Total shareholders/proxies in this agenda are 83 persons and the shares which are eligible to vote in this agenda are 1,260,983,325 shares.

**Agenda 10 : Other matter (if any)**

The Chairman asked if any shareholders would like to submit other matters to the Meeting or if anyone would have any question. As there was no further matter to discuss or question from the shareholders, the Chairman expressed his appreciation to the shareholders for attending the Meeting and announced the Meeting to be adjourned.

The Meeting was adjourned at 15.45 hours.



(Dr. Apichai Taechaubol)

Chairman of the Meeting