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Nusasiri Public Company Limited

Minutes of the 2024 Annual General Meeting of Shareholders

The 2024 Annual General Meeting of Shareholders of Nusasiri Public Company Limited (“**Company**”) was held via electronic means (e-Meeting) pursuant to the Public Limited Companies Act B.E. 2535 (as amended) (the “**PLC Act**”), the Emergency Decree on Electronic Meetings B.E. 2563 and other applicable regulations.

Date of the meeting Friday, June 7th, 2024

Directors attending the meeting

- | | | | |
|----|----------------|-----------------|---|
| 1. | Mr. Noppol | Milinthangoon | Chairman of the Board of Directors and Independent Director |
| 2. | Mr. Manop | Thanomkitti | Vice Chairman of the Board of Directors, Chairman of the Audit Committee and Independent Director |
| 3. | Dr. Chatchai | Payuhanaveechai | Chairman of the Nomination and Remuneration Committee and Independent Director |
| 4. | Mr. Nuttpasint | Chet-Udomlap | Director and Interim Chief Executive Officer |

Advisors attending the meeting

- | | | | |
|----|-----------------|---------------|---|
| 1. | Ms. Daranee | Somkamnerd | Auditor from A.M.T. & Associates |
| 2. | Ms. Voraluck | Worachuttharn | Legal advisor from the Capital Law Office Limited |
| 3. | Ms. Naphatsawan | Saengsikaeo | Legal advisor from the Capital Law Office Limited |

The meeting starts at 10.00 a.m.

Ms. Wipada Saksri, as the moderator, welcomed attendees to the meeting and informed the meeting that, currently, the Company had registered capital of THB 16,571,362,332 and paid-up capital of THB 13,066,222,343 divided into the number of 13,066,222,343 issued shares with a par value of THB 1 per share. The Company had a total of 11,261 shareholders divided into 99.63 percent of Thai shareholders and 0.37 percent of foreign shareholders according to the share register book as of May 21, 2024, or Record Date. At the beginning of the meeting, there were shareholders registered on the system by entering the username and password, constituting a quorum according to the laws and Articles of Association of the Company as follows:

Shareholders attended in person	20	Persons	with a total number of	264,626,913	Shares
Shareholders attended by proxy	61	Persons	with a total number of	8,626,440,623	Shares
Total	81	Persons	with a total number of	8,891,067,536	Shares

Then, Mr. Noppol Milinhanggoon, the Chairman of the Board of Directors, acting as the Chairman of the meeting (the “**Chairman**”), declared the 2024 Annual General Meeting of Shareholders via electronic means (e-Meeting) duly commenced. The Chairman assigned Ms. Wipada Saksri to act as the secretary of the meeting (the “**Secretary of the Meeting**”) and present the details to the attendees. Subsequently, The Secretary of the Meeting introduced the directors, executives of the Company and advisors who attended the meeting as the names listed above.

Subsequently, the Secretary of the meeting informed the meeting that Mr. Noppol Milinhanggoon and Dr. Chatchai Payuhanaveechai, as independent directors, were acting as proxies for shareholders attending today’s meeting. In accordance with the good corporate governance principles for convening the shareholders’ meeting, Ms. Naphatsawan Saengsikaeo, a legal advisor from the Capital Law Office Limited, was invited to witness the vote counting and to ensure that this annual shareholders’ meeting was conducted in compliance with the laws and regulations.

The Secretary of the Meeting further informed the meeting that this annual shareholders’ meeting was held via electronic means pursuant to the PLC Act, the Emergency Decree on Electronic Meetings B.E. 2563, and the Notification of the Ministry of Digital Economy and Society regarding Security Standards for Meetings via Electronic Media, B.E. 2563. Inventech Systems (Thailand) Co., Ltd., a service provider with expertise in organizing meetings via electronic media with a meeting control system that has been approved by the relevant agency, was assigned to organize the meeting today.

In addition, in order to comply with the Personal Data Protection Act B.E. 2562, the Secretary of the Meeting informed the meeting that names and surnames of the shareholders and proxies who ask questions or express comments will appear in the minutes of the meeting and any other documents related to this shareholders’ meeting in accordance with the "Privacy Policy for Shareholders’ Meeting" as per the details as specified in the Invitation Letter.

The Company has published the Invitation Letter along with supporting documents for this meeting on www.nusasiri.com from May 30th, 2024.

This shareholders’ meeting will consider the matters in the order specified in the Invitation Letter, presenting details for each agenda item and then providing an opportunity to ask questions related to each agenda item before voting, as appropriate.

Consequently, the Secretary of the Meeting informed the meeting of the details regarding the vote casting, vote counting, vote announcement and the procedures for asking questions or expressing comments, as detailed below.

1. Voting

- Shareholders shall have one vote per share.
- Shareholders or proxies must cast their votes in one of the following manners: “approve”, “disapprove”, or “abstain”. Votes cannot be partially split, except for foreign investors who appoint

a custodian in Thailand to keep and manage their shares: in such cases, they are allowed to vote with divided preferences.

- Shareholders may vote in advance for each agenda or decide to vote on agendas under consideration.
- Shareholders must remain present during the voting period for each agenda item and should not click “Register for exit the quorum or log-out” before the announcement of the closure of voting for that agenda and must vote on each agenda before the announcement of the closure of voting for that agenda.
- If a shareholder clicks “Register for exit the quorum or log-out” before the closure of voting in between voting period for any agenda, they will not be considered present for that agenda, and their votes will not be counted for that agenda even though they have voted in advance.
- Nevertheless, clicking “Register for exit the quorum or log-out” during any agenda does not forfeit the shareholder’s right to rejoin the meeting or vote in subsequent agendas.
- Same as the shareholders, the appointed proxy must be present during the voting for each agenda item and should not click “Register for exit the quorum or log-out” before the closing of the vote for that specific agenda. In cases where the appointed proxy has the authority to consider and vote on behalf of the shareholder, the proxy must cast their vote for each agenda before the announcement of the closing of the vote for that agenda.
- In the event that the shareholders appoint a proxy or an independent director for participation and voting on their behalf at the meeting using Proxy Form B, the Company will record such voting and the registration to attend the meeting of the proxy. The proxy is not required to vote during the meeting.
- If the appointed proxy clicks “Register for exit the quorum or log-out” before the closing of the vote for any agenda while the voting is still open, the shareholder who appointed that proxy will not be considered present at the meeting for that agenda. The votes of the shareholder who appointed the proxy will not be counted for such agenda.
- However, clicking “Register for exit the quorum” at any point during a particular agenda does not forfeit the proxy’s right to rejoin the meeting or vote in subsequent agendas.
- In the event that the shareholder has not specially granted voting instruction for any agenda in the Proxy Form, or if the voting instructions are unclear, or if the meeting considers additional agenda apart from those stipulated in the Proxy Form as well as any changing and adding of the fact thereon, the proxy is able to consider and cast his/her vote as deemed appropriate.

2. Vote counting

- Each agenda will be open for voting in the system for 1 minute.
- Voting can be changed until the closure of voting for that specific agenda.
- The agenda items for this shareholders’ meeting require a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

- Except for Agenda Item 6 relating to “**Consideration of the 2024 annual remuneration of the directors**”, it requires a majority vote of “**not less than two-thirds**” of the shareholders attending the meeting, including abstentions from the calculation base.

3. Notification of the vote counting results

- At the end of the voting period, the counting of votes for each agenda will take place immediately. The system will process the votes of shareholders according to the counting criteria for each agenda. The announcement of voting result will be done at the end of each agenda.
- The number of shareholders participating for each agenda item may vary, as there could be shareholders joining the meeting or exiting the e-Meeting during the meeting.
- Since this shareholders’ meeting is conducted by means of the e-Voting system, there shall be no voided ballots.

4. Procedures for asking questions or expressing comments

- Before voting on each agenda, the shareholders or proxy can ask questions or express comments related to that specific agenda, as appropriate.
- Shareholders or proxies are requested to state their name and surname, as well as their status (either attending in person or proxy), before posing questions or sharing comments each time.
- The Company will respond specifically to questions related to the meeting agenda during the Q&A session. To expedite proceedings, staff will gather similar questions for the Chairman, or the designated person to answer collectively.

Subsequently, the Secretary of the Meeting then invited the Chairman to commence the proceedings. The Chairman then assigned the Secretary of the Meeting to proceed with the meeting by reporting as follows:

Agenda Item 1: To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024

The Secretary of the Meeting informed the meeting that Thana Power Holding Company Limited (the “**TNH**”) had held the Extraordinary General Meeting of Shareholders No. 1/2024 (the “**EGM**”) on February 29th, 2024, according to Section 100 of the PLC Act as set out in **Enclosure 1**. TNH prepared the minutes of the EGM and submitted such minutes to the Stock Exchange of Thailand. It is deemed appropriate to propose to the shareholders’ meeting to consider and certify such minutes.

In addition, the Secretary of the Meeting invited shareholders to ask questions via text message or VDO Conference. The shareholders raised queries, and the Company gathered similar questions to the Chairman and the person designated by the Chairman to address. These questions were summarized at the conclusion of the resolution of this agenda.

Then, the Secretary of the Meeting requested the meeting to cast their votes and informed the meeting that this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, the shareholders who wish to vote “Agree”, “Disagree” or “Abstain”, please vote by pressing the voting button in the electronic system. For any attendees who do not vote within the specified time, it will be considered that the meeting attendee "abstains from voting".

Resolution The meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 as details proposed in all aspects, with a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. Details are as follows:

Shareholders' Voting	Number (Vote)	Percentage
Agreed	9,474,159,435	99.9999
Disagreed	100	0.0000
Abstained	2,949,803	-
Total	9,477,109,338	-
Total of meeting attendees	86 persons	

Summary of Questions-Answers relating to Agenda Item 1

No.	Type of Questions	Details	
1	Text message	Question:	Mr. Rattapol Dankulchai (the shareholder) inquired that: Was the Extraordinary General Meeting of Shareholders No. 1/2024 complied with applicable law?
		Answer:	The Chairman assigned Ms. Voraluck Worachuttharn, a legal advisor to answer this question. Ms. Voraluck Worachuttharn then informed the meeting that the Extraordinary General Meeting of Shareholders No. 1/2024 held through electronic meeting (e-AGM) on February 29 th , 2024, was a meeting held by Thana Power Holding Company Limited, the Company's shareholder, in accordance with Section 100 of the PLC Act. The meeting can be done by law in the case that the Company's board of directors does not hold a shareholders' meeting as requested by shareholders within the period specified by law. As for the enforcement of the resolution of the said shareholder meeting, the Department of Business

No.	Type of Questions	Details	
			Development, Ministry of Commerce already accepted the registration of the change of directors and directors' authority of the Company according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2024.
2	Text message	Question:	Mr. Sombat Kulsathitporn (the proxy from the Thai Investor Association) inquired that: Where was the online meeting held today?
		Answer:	The Chairman assigned Ms. Voraluck Worachuttharn, a legal advisor to answer this question. Ms. Voraluck Worachuttharn then informed the meeting that this Annual General Meeting of Shareholders was held through the electronic meeting (e-AGM) broadcasting from the transmission room at All Seasons Place Building, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok.

Agenda Item 2: To consider and acknowledge the report on the results of the Company's business operation for the year 2023

The Chairman assigned Mr. Nuttpasint Chet-Udomlap, an acting Chief Executive Officer to report this agenda to the meeting.

Mr. Nuttpasint Chet-Udomlap, an acting Chief Executive Officer, reported to the meeting that the Company has prepared the report on the results of the Company's business operation and the material change that occurred in 2023 as set out in the 2023 annual report, 56-1 form (One Report) and can be summarized the key information ended on December 31st, 2023 to the shareholders as follows:

According to the income statement for the period ending December 31, 2023, the Company had a total income according to the consolidated financial statements of THB 1,789 million, a decrease of THB 248 million or 12 percent from last year, mainly due to:

- (1) Sales income decreased by THB 472 million or 87 percent from last year. Most of the products sold in the year 2022 were the Antigen Rapid Test Kits sold by World Medical Alliance (Thailand) Co., Ltd. due to the current COVID-19 epidemic situation that has eased, causing the decrease in sales of such products.
- (2) Income from the sales of real estate increased by THB 35 million or an increase of 7 percent from last year due to the wholesale of real estate in the project in the amount of THB 187 million.

- (3) The Company has made a profit from measuring the value of investments in equity instruments from the valuation of ordinary shares of Wind Energy Holding Company Limited as of December 31st, 2023 resulting in a profit difference of THB 120 million. (Last year – THB 235 million).

For costs and expenses for the year 2023 consists of important reports as follows:

- (1) The cost of goods sold was THB 121 million, a decrease of THB 246 million or 67 percent from last year, which was in the same direction as the decrease of the sales income. The Company had a gross loss of THB 49 million, equivalent to 69 percent, because the Company was required to release the Antigen Rapid Test Kits products since the current COVID-19 epidemic situation has eased, which causes the decrease in the liquidity in product circulation. The said cost of sales includes the setting of an allowance for the decrease in product value.
- (2) The cost of real estate was THB 446 million, an increase of THB 86 million or 24 percent from last year, which was in the same direction as the increase of sales income. The Company had a gross profit margin of 18 percent, a decrease of 11 percent from last year.
- (3) The cost of rental and services was THB 208 million, an increase of THB 8 million or 4 percent from last year, while the income had slightly increased from last year.
- (4) The sales and administrative expenses were THB 763 million, an increase of THB 137 million or 22 percent compared to last year, primarily due to the operations of subsidiaries and employee expenses.
- (5) The financial costs were THB 748 million, an increase of THB 370 million or 87 percent or 31 percent compared to last year. The costs varied according to debt types, such as loans and debentures.

Therefore, the total operating results for the period ending December 31st, 2023, was a net loss of THB 748 million, an increase of THB 350 million or 88 percent compared to last year. This was mainly caused by the recognition of losses from joint ventures in the amount of THB 231 million, with the net losses from the Company's business alone amounting to THB 709 million, an increase of THB 292 million compared to the same period last year.

According to the financial position statement as of December 31, 2023, the Company has total assets of THB 15,708 million, an increase of THB 179 million from the total assets as of December 31, 2022.

- (1) Loans to related companies increased by THB 188 million, which were loans within the affiliated companies for business operations.
- (2) Other long-term receivables increased by THB 177 million, mainly from the sale of unpaid projects of THB 98 million and accrued interest receivables of affiliated companies.

At the same time, the Company had total liabilities of THB 5,786 million, a decrease of THB 327 million from total liabilities as of December 31, 2022, which was mainly a decrease from short-term loans

from related companies, a decrease of THB 354 million, institutional loans decreased by THB 334 million, shareholders' equity increased by THB 506 million or an increase of 5 percent. The Company had a debt-to-equity ratio of 0.58, decreasing from the debt-to-equity ratio as of December 31, 2022, which was equal to THB 0.65. million.

In addition, the Secretary of the Meeting invited shareholders to ask questions via text message or VDO Conference. The shareholders raised queries, and the Company gathered similar questions to the Chairman and the person designated by the Chairman to address. These questions were summarized at the conclusion of the resolution of this agenda.

Then, the Secretary of the Meeting informed the meeting that this agenda was an agenda for acknowledgement and no vote casting required.

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Summary of Questions-Answers relating to Agenda Item 2

No.	Type of Questions	Details	
1	Text message	Question:	Mr. Parinya Somprasong (the shareholder) inquired that: Will the Company's performance in 2024 be better or worse?
		Answer:	The Chairman assigned Mr. Nuttpasint Chet-Udomlap, Interim Chief Executive Officer, to answer this question. Mr. Nuttpasint Chet-Udomlap, then explained to the meeting that in the first quarter of 2024, the Company had an operating loss that increased by approximately THB 12 million, with a net loss of THB 127 million, which was mainly caused by the increase of the sales and administrative expenses under the management of the Company by previous board of directors and the executives. The Company is currently in the process of reducing unnecessary expenses and increasing management efficiency, including reducing related transactions to achieve maximum efficiency for the Company and group companies.
2	Text message	Question:	Mr. Sombat Kulsathitporn (the proxy from the Thai Investor Association) inquired that: How does the new board of directors and executives set new directions for the Company's business operations to enable a turnaround and achieve profitability?
		Answer:	The Chairman assigned Mr. Nuttpasint Chet-Udomlap, Interim Chief Executive Officer to answer this question.

financial statements as of December 31, 2023, business operations and cash flows for the year ending on the same date of the Company and subsidiaries and only for the Company are accurate as it should be according to the financial reporting standards, except for the impact that may arise from the matter in which the certified public accountant expressed a qualified opinion on the consolidated financial statements regarding the complexity of the hotel seller's structure and trademark rights and licenses in Germany. Therefore, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the Company's 2023 yearly financial statements for the fiscal year ended December 31st, 2023, as audited by the certified public accountant and reviewed by the Audit Committee with details as proposed.

In addition, the Secretary of the Meeting invited shareholders to ask questions via text message or VDO Conference. The shareholders raised queries, and the Company gathered similar questions to the Chairman and the person designated by the Chairman to address. These questions were summarized at the conclusion of the resolution of this agenda.

Then, the Secretary of the Meeting requested the meeting to cast their votes and informed the meeting that this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, the shareholders who wish to vote "Agree", "Disagree" or "Abstain", please vote by pressing the voting button in the electronic system. For any attendees who do not vote within the specified time, it will be considered that the meeting attendee "abstains from voting".

Resolution The meeting resolved to approve the 2023 financial statements for the fiscal year ended December 31, 2023, as audited by the certified public accountant as details proposed in all aspects, with a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. Details are as follows:

Shareholders' Voting	Number (Vote)	Percentage
Agreed	9,462,257,040	99.8743
Disagreed	11,902,500	0.1256
Abstained	2,949,798	-
Total	9,477,109,338	-
Total of meeting attendees	86 Persons	

Summary of Questions-Answers relating to Agenda Item 3

No.	Type of Questions	Details	
1	Text message	Question:	Mr. Sompop Kantoom (the shareholder) inquired that: Does the delay in approving the financial statements for the year 2023 by the shareholders' meeting have any impact on the Company?

No.	Type of Questions	Details	
		Answer:	<p>The Chairman assigned Ms. Voraluck Worachuttharn, a legal advisor to answer this question.</p> <p>Ms. Voraluck Worachuttharn then informed the meeting that the presenting the financial statements for the year 2023 for consideration today is in accordance with Section 112 of the PLC Act, and the delay in convening the shareholders' meeting later than specified in Section 98 of the PLC Act does not affect the validity of the financial statements in any way.</p>

Agenda Item 4 To consider and approve the suspension of allocation of the profits to the statutory reserve fund and the suspension of dividend payment for the results of the Company's business operation for the fiscal year ended December 31st, 2023

The Chairman assigned the Secretary of the Meeting to present this agenda to the meeting.

The Secretary of the Meeting then informed the meeting that the Company's dividend payment policy specifies that the dividend payment rate shall be not less than 40 percent of net profit after corporate income tax deduction and a statutory reserve fund. However, the dividend payment is subject to changes depending on the company's operational plans, investments, liquidity, and various future necessities, empowering the Board of Directors to consider appropriateness for the maximum benefit of the shareholders.

In addition, Section 116 of the PLC Act prescribes that the Company shall allocate a portion of the annual net profit as a reserve fund of not less than 5 percent of the annual net profit deducted by the amount of accumulated loss (if any) until the reserve fund reaches at least 10 percent of the registered capital, and Section 115 of the PLC Act prescribes that the dividend shall not be paid other than out of profits. In the case where the Company has the accumulated loss, no dividends shall be paid.

According to the results of the Company's performance for the year ended December 31st, 2023, as detailed in the 2023 financial statements audited by the certified public accountant and reviewed by the Audit Committee, the Company has the accumulated loss in the amount of THB 708.88 million or 42.58 percent of the total income. Therefore, the Company is required to suspend the allocation of the profits to the statutory reserve fund and suspend the dividend payment for the results of the Company's business operation for the year 2023.

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the suspension of allocation of the profits to the statutory reserve fund and the suspension of dividend payment for the result of the Company's business operation for the fiscal year ended December 31st, 2023, with details as proposed.

The Company provided an opportunity for the shareholders to nominate candidates to be elected as directors at the 2024 Annual General Meeting of Shareholders in advance during the period from January to March 2024. The criteria for nominating have been published on the Company's website.

Nonetheless, no shareholders nominated any candidates for election as directors at the end of such period.

In this regard, the Board of Directors, with the approval of the Nomination and Remuneration Committee, is of the opinion that even though the EGM passed the resolution to appoint an additional 3 directors, resulting in the Company having 16 directors on the board. However, the Board of Directors viewed that 12 members of the Board of Directors are diverse in terms of knowledge, expertise, and experience in various industries that align with the Company's current and future business plans. Such members of the Board of Directors can provide useful suggestions to improve the Company's operations to be transparent according to general listed company standards. Therefore, it is deemed appropriate to propose to the shareholders' meeting to re-elect only the 2 directors who are due to retire by rotation, namely (1) Mr. Manop Thanomkitti and (2) Mr. Pairoj Sirirat, for another term of office. The Board of Directors of the Company will comprise a total of 12 directors after the Annual General Meeting of Shareholders accordingly. Details are set out in **Enclosure 4** of the Invitation Letter.

In this regard, the Nomination and Remuneration Committee has considered the profiles and qualifications of the 2 directors nominated for re-election for another term of office and opines that the directors are qualified to be directors of the public companies as required by applicable laws and possess experience, knowledge and expertise appropriate to the Company's business. Moreover, Mr. Manop Thanomkitti is qualified to be an independent director as required by applicable laws.

In addition, the Secretary of the Meeting invited shareholders to ask questions via text message or VDO Conference. The shareholders raised queries, and the Company gathered similar questions to the Chairman and the person designated by the Chairman to address. These questions were summarized at the conclusion of the resolution of this agenda.

In this regard, the shareholders who wish to vote "Agree", "Disagree" or "Abstain", please vote by pressing the voting button in the electronic system. For any attendees who do not vote within the specified time, it will be considered that the meeting attendee "abstains from voting".

Resolution The meeting resolved to approve the re-election of the 2 directors who are due to retire by rotation for another term of office, namely (1) Mr. Manop Thanomkitti and (2) Mr. Pairoj Sirirat as details proposed in all aspects, with a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. Details are as follows:

Shareholders' Voting	Number (Vote)	Percentage
Agreed	8,305,982,012	84.4605
Disagreed	1,528,177,528	15.5394
Abstained	2,949,798	-

Shareholders' Voting	Number (Vote)	Percentage
Total	9,837,109,338	-
Total of meeting attendees	87 Persons	

Summary of Questions-Answers relating to Agenda Item 5

No.	Type of Questions	Details	
1	Text message	Question:	Mr. Sombat Kulsathitporn (a proxy from the Thai Investor Association) inquired that: For voting on this agenda, can I vote to each person individually?
		Answer:	The Chairman assigned Ms. Voraluck Worachuttharn, a legal advisor to answer this question. Ms. Voraluck Worachuttharn then informed the meeting that the PLC Act allows directors who have retired from their office at the end of their term to return to their positions. This can be done either as a whole group or individually. To shorten the time of this meeting, therefore, it is proposed to vote to re-elect the two directors to serve as directors of the Company at the same time. Nevertheless, the Company is pleased to accept the shareholders' suggestions and will improve them by including individual voting at the next annual general meeting of shareholders.
2	Text message	Question:	Mr. Sangwon Klamchalam (the shareholder) inquired that: In the Extraordinary General Meeting of Shareholders No. 1/2024, it was proposed to increase the number of directors from 13 to 16 persons. Why were only 2 directors re-elected, resulting in a decrease in the Company's directors to 12 persons?
		Answer:	The Chairman assigned Mr. Nuttpasint Chet-Udomlap, Interim Chief Executive Officer to answer this question. Mr. Nuttpasint Chet-Udomlap, then explained to the meeting that this is because the Board of Directors has further considered the appropriate number of directors for the management of the Company to ensure maximum effectiveness. It is concluded that the 12 directors have experience in a variety of industries that are aligned with

No.	Type of Questions	Details	
			<p>the current Company's business plan and in the future, including being able to provide useful suggestions for improving the Company's business to be transparent. Therefore, it is proposed to appoint only 2 directors to return to their positions. As a result, the Company's Board of Directors was reduced to 12 persons.</p>

Agenda Item 6: To consider and approve the 2024 annual remuneration of the Company's directors

The Chairman assigned the Secretary of the Meeting to present this agenda to the meeting.

The Secretary of the Meeting then informed the meeting that the Board of Directors (with the consideration of the Nomination and Remuneration Committee) had considered the 2024 annual remuneration of the Company's directors by taking into account the Company's operating results, the size of the business, as well as duties and responsibilities of the Board of Directors in comparison with other listed companies within the same industry as well as the current economic situation.

It is deemed appropriate to propose to the shareholders' meeting to approve the 2024 annual remuneration of the Company's directors in the amount of not exceeding THB 10 million consisting of (1) monthly remuneration and meeting allowance; (2) special remuneration as bonus payment at the rate of 0.75 percent of the Company's net profit; provided that, it shall not exceed THB 500,000/person/year; (3) fees for health check-up and medical treatment of not exceeding THB 300,000/person/year; and (4) accident insurance and health insurance of not exceeding THB 100,000/person/year.

Details of the rates of the 2024 annual remuneration of the Company's directors (compared to the data of the previous 5 years) are as follows:

No.	Remuneration of Directors	2019	2020	2021	2022	2023	2024	Remark
1	Monthly Remuneration							
	1.1 Chairman of the Board of Directors	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00	Per month
	1.2 Director	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	Per person
2	Meeting allowance							
	2.1 Chairman of the Board of Directors	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	Per attendance
	2.2 Members of the Board of Directors	20,000.00	20,000.00	20,000.00	20,000.00	20,000.00	20,000.00	Per person
	2.3 Chairman of the Audit Committee	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	
	2.4 Members of the Audit Committee	20,000.00	20,000.00	20,000.00	20,000.00	20,000.00	20,000.00	
	2.5 Chairman of the Nomination and Remuneration Committee	12,500.00	12,500.00	12,500.00	12,500.00	12,500.00	12,500.00	
	2.6 Members of the Nomination and Remuneration Committee	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	
	2.7 Chairman of the Sustainability and Risk Management Committee	-	-	-	-	12,500.00	12,500.00	
	2.8 Members of the Sustainability and Risk Management Committee	-	-	-	-	10,000.00	10,000.00	
	2.9 Chairman of the Executive Committee	-	-	-	-	-	25,000.00	
2.10 Members of the Executive Committee	-	-	-	-	-	20,000.00		
3	Health Check-Up and Medical Treatment	200,000.00	200,000.00	200,000.00	200,000.00	300,000.00	300,000.00	Per person Per year (Use of this benefit is limited)

No.	Remuneration of Directors	2019	2020	2021	2022	2023	2024	Remark
								to Panacee Hospital only)
4	Bonus payment	0.25 percent of the increased total assets; provided that the Company shall have profits, but not exceeding the maximum amount of THB 500,000 per person per year			0.75 percent of the net profit; provided that the Company has profits, but not exceeding the maximum amount of THB 500,000 per person per year			In 5 years
5	Accident Insurance and Health Insurance Premium	None				Not exceeding THB 100,000.00	Not exceeding THB 100,000.00	Per person Per year
6	Special conflict of interests or other benefits	None of the directors has special conflict of interests or other benefits comparing with other directors.						-
Maximum amount as approved by the shareholders' meeting		5.50	5.50	5.50	7.50	7.50	10.00	THB million per year
Number of directors as of the date on which the shareholders' meeting resolves to approve		7	7	7	9	9	12	Person
Actual amount		4.28	5.07	4.09	4.58	7.26	NA	THB one million per year
Percentage (actual amount / maximum amount)		77.82	92.18	74.36	61.07	96.80	NA	

In addition, it is deemed appropriate to delegate the authority to the Board of Directors to be authorized to determine conditions, details, and rates of the remuneration of directors and the members of the sub-committees as deemed appropriate in the amount of up to THB 10 million as approved by the shareholders' meeting.

The Secretary of the Meeting invited shareholders to ask questions via text message or VDO Conference. The shareholders raised queries, and the Company gathered similar questions to the Chairman and the person designated by the Chairman to address. These questions were summarized at the conclusion of the resolution of this agenda.

Then, the Secretary of the Meeting requested the meeting to cast their votes and informed the meeting that this agenda item requires a majority vote of **“not less than two-thirds”** of the shareholders attending the meeting, including abstentions from the calculation base. In this regard, the shareholders who wish to vote “Agree”, “Disagree” or “Abstain”, please vote by pressing the voting button in the electronic system. For any attendees who do not vote within the specified time, it will be considered that the meeting attendee “abstains from voting”.

Resolution The meeting resolved to approve the 2024 annual remuneration of the Company’s directors as details proposed in all aspects, with a majority vote of not less than two-thirds of the shareholders attending the meeting, including abstentions from the calculation base. Details are as follows:

Shareholders' Voting	Number (Vote)	Percentage
Agreed	9,834,159,440	99.9700
Disagreed	1,000,298	0.0101
Abstained	1,950,600	0.0198
Total	9,837,110,338	100.0000
Total of meeting attendees	88 Persons	

Summary of Questions-Answers relating to Agenda Item 6

No.	Type of Questions	Details	
1	Text message	Question:	Ms. Busaba Sriwang (the shareholder) inquired that: Why the amount of remuneration of directors for this year is higher than the amount of directors' remuneration for the year 2023?
		Answer:	The Chairman assigned Mr. Nuttpasint Chet-Udomlap, Interim Chief Executive Officer to answer this question. Mr. Nuttpasint Chet-Udomlap, then explained to the meeting that the proposed amount of remuneration of directors for this year is increased to THB 10 million by

No.	Type of Questions	Details	
			considering the past statistics, the increased number of directors (on a pro-rate basis) in this year and the increased number of meetings due to the adjustment of the Company's business plan.

Agenda Item 7: To consider and approve the appointment of auditors and determination of the audit fee for the year 2024

The Chairman assigned the Secretary of the Meeting to present this agenda to the meeting.

The Secretary of the Meeting then informed the meeting that Section 120 of the PLC Act requires the annual general meeting of shareholders to appoint auditors and determine audit fee every year, and Section 56 of the Company's Articles of Association requires the annual general meeting of shareholders to appoint auditors. The former auditors may be re-appointed for another term.

In this regard, the Board of Directors, with the consideration of the Audit Committee, has considered and reviewed that the following auditors from A.M.T. & Associates (the "A.M.T.") are independent and possess the expertise and experience appropriate to perform their duties. They also possess the qualifications as approved by the Securities and Exchange Commission. None of the auditors has any relationship with, and/or any interest in the Company, subsidiaries, executives, major shareholders, or any related persons thereof which might affect the independence in their performance. The Board of Directors, therefore, deemed it appropriate to propose to the shareholders' meeting to approve the appointment of auditors from A.M.T. as the auditors of the Company for the year 2024 and determination of the audit fee for the year 2024 as per the following detail:

- (1) Appoint the auditors from A.M.T. as the auditors of the Company for the year 2024. One of the following auditors shall audit and opine the Company's financial statements.
 1. Mr. Chaicut Angsuwittaya Certified Public Accountant No. 3885
 2. Mrs. Natsarak Sarochanunjeen Certified Public Accountant No. 4563
 3. Ms. Daranee Somkamnerd Certified Public Accountant No. 5007
 4. Ms. Jarunee Nuammae Certified Public Accountant No. 5596
 5. Mr. Siramate Akkharachotkullanun Certified Public Accountant No. 11821

In the case where any of the above auditors is unable to perform their duty, A.M.T. shall appoint another auditor within the firm to act as the auditor of the Company.

- 2) Determine the audit fee for the year 2024 in the amount of not exceeding THB 3,050,000, excluding the non-audit fee, which will be disbursed in the actual amount. In addition, it is deemed appropriate to propose to the shareholders' meeting to acknowledge the audit fee for the year 2024 for all of the Company's subsidiaries, totaling 17 subsidiaries. A.M.T will

audit those 17 subsidiaries with the audit fee in the amount of not exceeding THB 6,938,000, excluding non-audit fee which will disburse in the actual amount.

In addition, shareholders were invited to ask questions via text message or VDO Conference, but no shareholder asked any questions.

Then, the Secretary of the Meeting asked the meeting to cast their votes and informed the meeting that this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, the shareholders who wish to vote “Agree”, “Disagree” or “Abstain”, please vote by pressing the voting button in the electronic system. For any attendees who do not vote within the specified time, it will be considered that the meeting attendee “abstains from voting”.

Resolution The meeting resolved to approve the appointment of auditors from A.M.T as the auditors of the Company for the year 2024 and the determination of the audit fee for the year 2024 in the amount of not exceeding THB 3,050,000 as details proposed in all aspects, with a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. Details are as follows:

Shareholders’ Voting	Number (Vote)	Percentage
Agreed	9,633,346,537	99.9999
Disagreed	100	0.0000
Abstained	203,763,701	-
Total	9,837,110,338	-
Total of meeting attendees	87 Persons	

Agenda Item 8: To consider other business

The Chairman asked the Secretary of the Meeting to present the details of this agenda to the shareholders’ meeting.

The Secretary of the Meeting then informed the meeting that the meeting had completely considered the agenda items as specified in the Invitation Letter, and there was no shareholder proposed any other matters other than those specified in the Invitation Letter. However, there were shareholders or proxies inquired additional questions to the meeting as follows:

No.	Type of Questions	Details	
1	Text message	Question:	Mr. Boonyong Malisorn (the shareholder) inquired that: Previously, since the directors were added because of the transparency issue, how has the new committee made progress in the inspection?

No.	Type of Questions	Details	
		Answer:	<p>The Chairman assigned Mr. Nuttpasint Chet-Udomlap, Interim Chief Executive Officer to answer this question.</p> <p>Mr. Nuttpasint Chet-Udomlap then explained to the meeting that, at present, the board of directors has appointed a working group to investigate corruption or misconduct within the Company and group of companies, having Pol. Lt. Gen. Ekaphop Prasitwattanachai holds the position of chairman. The working group resolved to sue and prosecute the directors and executives who caused damage to the Company in some cases.</p>
2	Text message	Question:	<p>Mr. Nattachai Kosanprapai (the shareholder) inquired that: How is the progress of the Nusa Rama 5 Project that the Company has resolved to buy back? What is the progress?</p>
		Answer:	<p>The Chairman assigned Mr. Nuttpasint Chet-Udomlap, Interim Chief Executive Officer to answer this question.</p> <p>Mr. Nuttpasint Chet-Udomlap, then explained to the meeting that the current management team is in the process of gathering information and reviewing related documents for clarity in accordance with the intention of the board of directors accordingly.</p>
3	Text message	Question:	<p>Mr. Sombat Kulsathitporn (the proxy from the Thai Investor Association) asked that:</p> <p>According to the Thai Investors Association’s policy, there is a policy to encourage listed companies on the Stock Exchange of Thailand to convene the shareholders’ meetings in the form of onsite and online simultaneously (Hybrid) in order to meet and communicate between shareholders, executives, and the board of directors, which is in line with the Securities and Exchange Commission’s circular letter, therefore, I would like to present to the Company to consider convening a hybrid meeting according to the said policy.</p>
		Answer:	<p>The Chairman informed the meeting that the Company would accept considering your suggestions for the next shareholders’ meeting.</p>

Since there were no shareholders asking additional questions or expressing their comments, the Chairman then thanked all shareholders for their time to attend this meeting, including their comments and suggestions and declared the meeting adjourned at 11.08 a.m.

Signed *-Signature-* *Chairman of the Meeting*
(Mr. Noppol Milinthanggoon)