



# PATKOL

Public Company Limited

SINCE 1965

## Minutes of the 2021 Annual General Meeting of Shareholders

### PATKOL Public Company Limited

Thursday, 22 April 2021

Conference Room 3108/1 and 3108/2 No. 348 Chalermprakiat Rama 9 Road, Nong Bon, Prawet, Bangkok

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#### **Directors present at the Meeting**

- |                                    |  |
|------------------------------------|--|
| 1. Mr. Petipong Pungbun Na Ayudhya | Chairman of the Board (Independent Director)   |
| 2. Mr. Pairoj Sanyadechakul        | Chairman of the Audit Committee (Independent Director)   |
| 3. Mr. Paradon Chulajata           | Director, Consultant to the Audit Committee, Nomination and Remuneration Committee Member, and Risk Management Committee |
| 4. Ms. Nongluck Sakdakrai          | Director and Nomination and Remuneration Committee Member  |
| 5. Mrs. Anongsiri Chaiyakul        | Director   |
| 6. Mr. Sumet Jiambutr              | Director and Executive Committee Member  |
| 7. Mr. Rangsarn Thammanee Wong     | Director, Executive Committee Member, and Risk Management Committee Member   |
| 8. Mr. Panet Chongvatana           | Director, Vice Chairman of the Executive Committee, and Risk Management Committee Member                                 |
| 9. Ms. Naitya Chongvatana          | Director   |
| 10. Mr. Virachai Srikajon          | Independent Director, Audit Committee Member, and Chairman of the Risk Management Committee                              |
| 11. Mr. Preecha Chantarangkul      | Audit Committee Member and Chairman of the Nomination and Remuneration Committee (Independent Director)                  |

#### **Directors requested a leave of absence from the Meeting**

- |                                      |  |
|--------------------------------------|--|
| 1. Mr. Sangchai Chotchuangchutchaval | Vice Chairman of the Board, Chairman of the Executive Committee, and Chief Executive Officer |
|--------------------------------------|--|

Mr. Sangchai Chotchuangchutchaval, director who absence from the meeting because he had the Covid-19 and stay in hospital. The Company had 12 directors, all of whom attended the Meeting 11 directors, representing 91.66 percent of the total number of directors.



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## **Auditors present at the Meeting**

1. Mrs. Sumana Senivongse Na Ayudhya Karin Audit Company Limited

## **Executives present at the Meeting**

1. Ms. Wannaporn Trinvisutthikul Chief Management Officer and the person taking the highest responsibility in accounting and finance and Company Secretary

## **Legal advisors present at the Meeting**

1. Mr. Kritsada Supakkanok Lawyer and legal advisor  
The legal advisor was present as a witness to the vote counting process.

## **The Meeting commenced at 10:00**

Mr. Petipong Pungbun Na Ayudhya, the Chairman of the Board, acted as the Chairman of the Meeting and informed shareholders that the Meeting would proceed according to the agenda specified in the Notice of Shareholders' Meeting that was sent to shareholders in advance. He then assigned Mrs. Supranee Sinmakerd to conduct the Meeting ("the Conductor").

the Conductor explained to the Meeting that the Emergency Decree on Electronic Media Conference B.E. 2556 date 19 April B.E. 2563 have main points as follow;

Section 9 In electronic media conference, person who has duty of hold the meeting shall;

- (1) Have the attendees show themselves via electronic media before joining the meeting.
- (2) Allow attendees to vote, both open voting and secret voting.
- (3) Prepare meeting minutes in writing
- (4) Arrange for a sound recording or both audio and video as the case maybe of all attendees throughout the meeting in electronic, except the secret meeting.
- (5) Electronic data of all attendees will be kept as evidence.

Section 11 It is considered that the meeting through electronic media in accordance with this Emergency Decree is a meeting legally and prohibiting the denial of electronic data listening in accordance with this Emergency Decree is evidence in legal proceedings in civil cases, criminal cases or any other cases because it was electronic data.

Due to the spread of the virus, Covid-19, the company has strictly follow the regulations of the Emergency Decree to prevent the spread of the virus, Covid-19. Therefore, the Annual General Meeting of Shareholders for the Year 2020, there are 4 attendees, who



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are directors, seniors or seniors over 70 years, will use the meeting via electronic media by the Microsoft Team system.

the Public Limited Companies Act B.E. 2535 and Company's Articles of Association required that a shareholders' meeting must be attended by not less than 25 shareholders and proxies or not less than one half of the total number of shareholders, with the total shares represented not less than one third of the total issued shares, to constitute a quorum.

At present, PATKOL Public Company Limited had the registered capital of THB 600,243,737 and paid-up capital of THB 494,095,237, divided into 414,607,781 ordinary shares with a par value of THB 1 per share and 79,487,456 preferred stocks with a par value of THB 1 per share.

Shareholders attending the Meeting were as follows:

|                      |           |                     |                    |
|----------------------|-----------|---------------------|--------------------|
| Attendance in person | 6         | Ordinary shares     | 43,141,045         |
|                      |           | Preferred stocks    | 0                  |
| Attendance by proxy  | 39        | Ordinary shares     | 242,801,089        |
|                      |           | Preferred stocks    | 12,861,141         |
| <b>Total</b>         | <b>45</b> | <b>Total shares</b> | <b>298,803,275</b> |

Shareholders attending the Meeting represented 60.47 percent of the total 494,095,237 issued shares, which constituted a quorum required by law.

Informed shareholders about the voting procedures as follows:

1. The Chairman of the Meeting would ensure that the Meeting proceeded according to the order of agenda specified in the Notice of Shareholders' Meeting. Prior to voting in each agenda, the Chairman shall allow shareholders to ask questions or comment on issues related to the agenda and requested that shareholders stated their first-last names every time before asking or commenting.

2. Votes must be cast in accordance with the Company's Articles of Association:

- Ordinary shares: one share equals one vote
- Preferred stocks: 100 shares equal one vote

3. To ensure vote counting was carried out in an expeditious manner, the Chairman would ask shareholders voting to "Disapprove" or "Abstain" to mark their ballots and raise their hands for the company staff to collect the ballots for counting. The counts would then be subtracted from the total number of votes of shareholders present at the Meeting and entitled to vote.

4. For proxies attending the Meeting on behalf of shareholders, if the shareholders voted to "Disapprove" or "Abstain" on the proxy form, the Company would record such votes at the time the proxies registered for the Meeting.

5. If no shareholders voted against or abstained from voting on any agenda item, it shall be deemed that the Meeting unanimously approved that agenda item.

6. In case shareholders made a correction on the ballot, shareholders should cross out the mark you wanted to correct and sign your correction every time; otherwise the ballot would be considered "invalid."



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7. In this Meeting, different types of resolutions shall be passed in accordance with relevant regulations and laws:

7.1 Resolutions for Agenda Items 1-4 and 6 shall be passed with the majority of shares present at the Meeting and entitled to vote. In these Agenda Items, abstention and invalid voting shall not be counted toward the total votes.

7.2 Resolution for Agenda Item 5 shall be passed with not less than two-third of shares present at the Meeting and entitled to vote. In these Agenda Items, abstention and invalid voting shall be counted toward the total votes.

8. After the meeting, the company asked shareholders to return the ballots to the ballot box in front of the conference room or give them to the company staffs to be kept as evidence.

The Meeting then proceeded according to the order of agenda specified in the Notice of Shareholders' Meeting that was sent, together with supporting documents for each agenda, to shareholders in advance as follows:

**Agenda Item 1: To consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders held on 23 April 2020**

The Conductor informed the meeting that the Board of Directors agreed to propose to the Meeting to consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders held on 23 April 2020, which was sent to shareholders together with the Notice of Shareholders' Meeting prior to the Meeting.

The Chairman asked if any shareholders had questions or comments about this agenda item but no one did. Therefore, the Chairman asked the Meeting to certify the Minutes of the 2020 Annual General Meeting of Shareholders held on 23 April 2020.

**Resolution:** The Meeting approved to certify the Minutes of the 2020 Annual General Meeting of Shareholders held on 23 April 2020.

*The resolution was passed with the majority of shares present at the Meeting and entitled to vote as follows:*

|                   |  |                          |             |
|-------------------|--|--------------------------|-------------|
| <i>Approve</i>    |  | <i>286,070,740 votes</i> | <i>100%</i> |
| <i>Disapprove</i> |  | <i>0 votes</i>           | <i>0%</i>   |
| <i>Abstain</i>    |  | <i>0 votes</i>           | <i>-</i>    |
| <i>Invalid</i>    |  | <i>0 votes</i>           | <i>-</i>    |
| <i>Total</i>      |  | <i>286,070,740 votes</i> | <i>100%</i> |

\*Abstention and invalid voting were not counted toward the total votes\*



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**Agenda Item 2: To consider and acknowledge the Board of Directors annual report 2020 and approve the Company's statement of financial position and statement of comprehensive income for the year ended 31 December 2020**

The Conductor informed the Meeting that the Public Limited Companies Act B.E. 2535 and Articles 32, 35, and 36 of the Company's Articles of Association required the shareholders' meeting to consider the Board of Directors annual report and approve the Company's statement of financial position and statement of comprehensive income as at the end of the fiscal year and that the Company has already sent shareholders a QR-Code for the Board of Directors annual report 2020 and the aforementioned financial statements, together with the Notice of Shareholders' Meeting prior to the Meeting. She then asked Ms. Wannaporn Trinvisutthikul, Chief Management Officer and the person taking the highest responsibility in accounting and finance, to explain the matter to shareholders.

Ms. Wannaporn Trinvisutthikul informed the Meeting that the Company's statement of financial position and statement of comprehensive income for the year ended 31 December 2020 were audited and certified by Karin Audit Company Limited and has already been approved by the Audit Committee and the Board of Directors.

In 2020, the Company had total assets of THB 3,626 million, up from THB 4,053 million in 2019, total liabilities of THB 2,975 million, up from THB 2,590 million, and shareholders' equity of THB 1,524 million, up from THB 1,440 million, revenue THB 3,126 million, down from THB 3,751 million, profit (loss) THB 22 million, up from THB (186) million. It shown the capacity in proceeding and financial stability of the company year 2020. Return on assets (ROA) was 1.29 percent, up from -3.06 percent in 2019. Return on Equity (ROE) was 1.25 percent, up from -12.51 percent. Net Profit was 0.97 percent, up from -4.88 percent. Book value per share was THB 3.09, down from THB 2.92 in 2019.

**Statements of comprehensive income Ended December 31, 2020**

In 2020, the Company had revenue of THB 3,059 million, decreased by THB 578 million from THB 3,751 million in 2019. Profit was THB 22 million, up from THB (186) million in 2019.

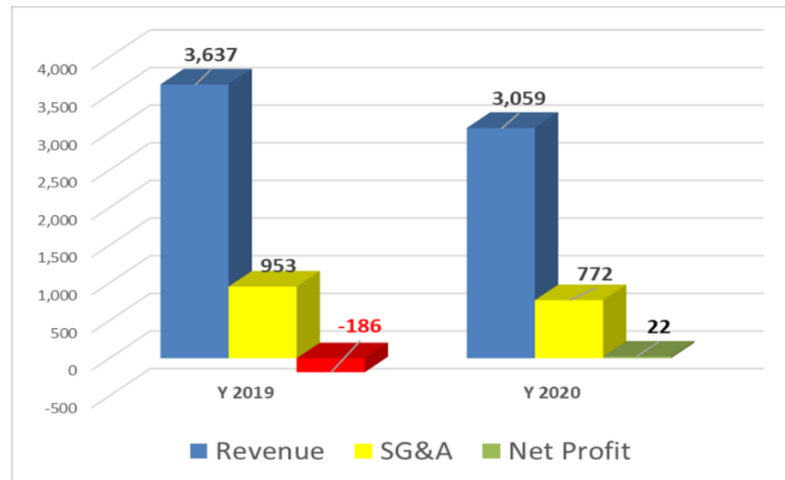
In 2020, the Company had revenue of THB 3,059 million, from ice machine and refrigeration was 64 percent, Liquid product processing business and food processing engineering business was 25 percent and service, spare parts and other business was 11 percent. In 2020, the revenue THB 3,059 million decrease THB 578 million from overseas THB 3,751 million in 2019. The revenue from overseas is come from many countries 16 percent, and from domestic 86 percent. In 2020, gross margin increases THB 59 million, Selling, General & Administrative Expense decrease THB 180 million because of reduce manpower as 360 persons so that the profit increase THB 208 million from 2019.



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### Negative factors that affect company revenue

- The spreading of the COVID-19 pandemic has reduced the purchasing power
- Delayed investment in exporting business
- Restaurant, wholesale and retail businesses are still observing the domestic economic growth trends.
- A reduction of consumption due to the decreasing of tourists decelerates the economy.
- The spreading of the COVID-19 pandemic in other countries that the company has invested in are more severe compared to Thailand.

### Measurement under the spreading of COVID-19 pandemic

- As the Pyramid Project is under review, we can improve our employee management. Almost all oversea employees are recalled back to Thailand, merged into the current team or transferred.
- New policies are issued to ensure the company's liquidity as below:
  - Monitoring Overdue debt
  - Approval Control for Contractors
  - Inventory Control
  - Refrain from boards' meeting allowances
  - Overtime Working Control
- To use Business Continuity Plan with employee groups, work at office, work from home, and work from site, employee groups no face to face.
- To set the method and tool for controlling and managing employees success goals or objective.

Ms. Wannaporn Trinvisutthikul informed the Meeting that the company was join to member of "Thailand's Private Sector Collective Action Coalition Against Corruption" or "CAC" there are detail 2019 – 2021 as follow

### 2019

- Announce the "Anti-Corruption Policy and Practices Guide" for all executives and employees of the Company and its subsidiaries to understand their roles and responsibilities in handling different forms of corruption.

- Company appointed the "Anti-Corruption Committee"
- Company to sign a declaration of intent not to engage in corruption and lead the Company into the CAC membership certification process

**2020**

- Submitted the 71 questions of self-assessment and Corruption Risk Assessment with the document from CAC

**2021**

- Patkol public company limited is certified by CAC, the certification has validity for 3 years after the certified dated on 31 March 2021 and will last until 30 March 2024.

**Question:** Mr.Nara Sripetch, Proxies from Thai Investors Association asked that the revenue of 2020 decrease from 2019 amount THB 600 million, the 2020 have got profit THB 22 million the 2019 loss THB 186 million, what is the reason why the revenue of 2020 decrease but more profit and more gross margin?

**Answer:** Ms. Wannaporn Trinvisutthikul, Chief Management Officer and the person taking the highest responsibility in accounting and finance and Company Secretary, answer that In 2020, the profit are reduce 360 manpower and measurement under the spreading of COVID-19 such as monitoring overdue debt, controlling sub contractors and inventory, not join exhibitions and no international travelling.

The Chairman asked if any shareholders had questions or comments about this agenda item but no one did. Therefore, the Chairman asked the Meeting to resolve to acknowledge the Board of Directors annual report 2020 and approve the Company's statement of financial position and statement of comprehensive income for the year ended 31 December 2020, which had been already reviewed by the Audit Committee and audited by the auditors.

**Resolution:** The Meeting resolved to acknowledge the Board of Directors annual report 2020 and approve the Company's statement of financial position and statement of comprehensive income for the year ended 31 December 2020, which had been already reviewed by the Audit Committee and audited by the auditors.

During this agenda item, two more shareholders/proxies attended the Meeting. The resolution was passed with the majority of shares present at the Meeting and entitled to vote as follows:

|                   |                   |      |
|-------------------|-------------------|------|
| <i>Approve</i>    | 286,070,740 votes | 100% |
| <i>Disapprove</i> | 0 votes           | -    |
| <i>Abstain</i>    | 0 votes           | -    |
| <i>Invalid</i>    | 0 votes           | -    |
| <i>Total</i>      | 286,070,740 votes | 100% |

\*Abstention and invalid voting were not counted toward the total votes\*



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**Agenda Item 3: To consider and approve the cancellation of dividend payment for 2020**

The Conductor informed the Meeting that Section 115 of the Public Limited Companies Act B.E. 2535 required that “Payment of dividends out of any source other than profits is not permitted. In the case where a company has incurred an accumulated loss, no dividends shall be paid,” and Article 37 of the Articles of Association stated that “Distribution of dividends out of any source other than the profits is not permitted. In the case where the Company had incurred an accumulated loss, distribution of dividend is not permitted.” Moreover, the Company has a policy to pay dividends based on profitability and with approval of shareholders of not more than 70 percent of net profit after tax of the separate financial statement, unless there is a need or reasonable cause preventing the dividends from being paid.

According to the separate financial statement for 2020, the Company had loss of THB 114 million baht. Therefore, it was deemed appropriate to propose to the Meeting to cancel dividend payment for the operating year 2020.

The Chairman of the Meeting asked if any shareholders had questions or comments about this agenda item but no one did. Therefore, the Chairman asked the Meeting to approve the cancellation of dividend payment for the operating year 2020.

**Resolution:** The Meeting approved the cancellation of dividend payment for the operating year 2020.

The resolution was passed with the majority of shares present at the Meeting and entitled to vote as follows:

|                   |  |                   |      |
|-------------------|--|-------------------|------|
| <i>Approve</i>    |  | 286,070,740 votes | 100% |
| <i>Disapprove</i> |  | 0 votes           | -    |
| <i>Abstain</i>    |  | 0 votes           | -    |
| <i>Invalid</i>    |  | 0 votes           | -    |
| <i>Total</i>      |  | 286,070,740 votes | 100% |

\*Abstention and invalid voting were not counted toward the total votes\*

**Agenda Item 4: To consider the election of directors to replace those retiring by rotation**

The Meeting that the Public Limited Companies Act B.E. 2535 and Articles 14 and 32 of the Articles of Association required that at an annual general meeting of shareholders, at least one-third of the total number of directors shall retire. The directors who were in the position the longest would retire and may be re-elected.





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At this shareholders' meeting, the following four directors shall retire by rotation:

- |                             |  |
|-----------------------------|--|
| 1) Mr. PARADON CHULAJATA    | Director                                     |
| 2) Mr. PAIROJ SANYADECHAKUL | Independent Director, Audit Committee Member |
| 3) Mr. PANET CHONGVATANA    | Director                                     |
| 4) Mr. SUMET JIAMBUTR       | Director                                     |

To ensure transparency in line with the principles of corporate governance, these retiring directors were invited to temporarily leave the Meeting and come back once the election of individual directors was completed. Directors who had material interest in this agenda would also abstain from voting.

The directors shall be elected individually and a shareholder shall not discriminately divide the votes among the directors. The profiles of these four directors appeared in the meeting documents sent to shareholders together with the Notice of Shareholders' Meeting prior to the Meeting.

The four directors to be re-elected were considered by the Nomination and Remuneration Committee to be fully qualified pursuant to the Public Company Limited Act B.E. 2535 and possess appropriate knowledge, ability, experience, work history, leadership, vision, and integrity. More importantly, they have considerably and sufficiently devoted their time to manage and benefit the Company.

The Chairman of the Meeting asked if any shareholders had questions or comments about this agenda item but no one did. Therefore, the Chairman asked the Meeting to approve the election of four directors to replace those retiring by rotation.

**Resolution:** The Meeting approved the re-election of four directors as follows:

**1) Mr. PARADON CHULAJATA, Director**

Mr. PARADON CHULAJATA, The resolution was passed with the majority of shares present at the Meeting and entitled to vote as follows:

|                   |                   |      |
|-------------------|-------------------|------|
| <i>Approve</i>    | 286,070,740 votes | 100% |
| <i>Disapprove</i> | 0 votes           | -    |
| <i>Abstain</i>    | 0 votes           | -    |
| <i>Invalid</i>    | 0 votes           | -    |
| <i>Total</i>      | 286,070,740 votes | 100% |

\*Abstention and invalid voting were not counted toward the total votes\*



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## 2) Mr. PAIROJ SANYADECHAKUL, Independent Director, Audit Committee Member

Mr. PAIROJ SANYADECHAKUL held no shares in the Company. The resolution was passed with the majority of shares present at the Meeting and entitled to vote as follows:

|                   |                   |      |
|-------------------|-------------------|------|
| <i>Approve</i>    | 286,070,740 votes | 100% |
| <i>Disapprove</i> | 0 votes           | -    |
| <i>Abstain</i>    | 0 votes           | -    |
| <i>Invalid</i>    | 0 votes           | -    |
| <i>Total</i>      | 286,070,740 votes | 100% |

\*Abstention and invalid voting were not counted toward the total votes\*

## 3) Mr. PANET CHONGVATANA, Director

Mr. PANET CHONGVATANA, The resolution was passed with the majority of shares present at the Meeting and entitled to vote as follows:

|                   |                   |      |
|-------------------|-------------------|------|
| <i>Approve</i>    | 286,070,740 votes | 100% |
| <i>Disapprove</i> | 0 votes           | -    |
| <i>Abstain</i>    | 0 votes           | -    |
| <i>Invalid</i>    | 0 votes           | -    |
| <i>Total</i>      | 286,070,740 votes | 100% |

\*Abstention and invalid voting were not counted toward the total votes\*

## 4) Mr. SUMET JIAMBUTR, Director,

Mr. SUMET JIAMBUTR, The resolution was passed with the majority of shares present at the Meeting and entitled to vote as follows:

|                   |                   |        |
|-------------------|-------------------|--------|
| <i>Approve</i>    | 286,070,740 votes | 99.82% |
| <i>Disapprove</i> | 0 votes           | 0.18%  |
| <i>Abstain</i>    | 0 votes           | -      |
| <i>Invalid</i>    | 0 votes           | -      |
| <i>Total</i>      | 286,070,740 votes | 100%   |

\*Abstention and invalid voting were not counted toward the total votes\*



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## **Agenda Item 5: To consider remuneration of the Board of Directors for 2021**

The Conductor informed the Meeting that the Public Limited Companies Act B.E. 2535 stated that directors shall have the right to receive remuneration in the forms of monetary reward, meeting allowance, commission, bonus, or any other benefits approved by a shareholders' meeting.

To reflect the scope of duties and responsibilities and to be comparable to the remuneration of directors in other listed companies in the same industry and business size, the Nomination and Remuneration Committee Meeting had considered and agreed to propose to the shareholders' meeting to consider the remuneration of the Board of Directors for the year 2021, as follows:

| <b>Position</b>  | <b>Commission<br/>(baht/month)</b> | <b>Non paid<br/>Meeting<br/>Allowance<br/>(baht/meeting)</b> |
|--|------------------------------------|--|
| Chairman of the Board                                    | 78,750                             | -  |
| Director   | 34,650                             | -  |
| Chairman of the Executive Committee                      | -                                  | -  |
| Executive Committee Member                               | -                                  | -  |
| Chairman of the Audit Committee                          | 23,100                             | -  |
| Audit Committee Member                                   | 23,100                             | -  |
| Chairman of the Nomination and<br>Remuneration Committee | -                                  | -  |
| Nomination and Remuneration<br>Committee Member          | -                                  | -  |
| Chairman of the Risk Management<br>Committee             | -                                  | -  |
| Risk Management Committee Member                         | -                                  | -  |

The Chairman of the Meeting asked if any shareholders had questions or comments about this agenda item but no one did. Therefore, the Chairman asked the Meeting to approve the proposed remuneration of the Board of Directors for 2021.

**Resolution:** The Meeting approved the determination of remuneration of the Board of Directors for the year 2021 in the same rate as the year 2020, due to the situation of the Covid-19 outbreak that non-payment meeting allowance until the situation of outbreak is better as described above.

The resolution was passed with not less than two-third (2/3) of shares present at the Meeting and entitled to vote as follows:



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|                   |                   |      |
|-------------------|-------------------|------|
| <i>Approve</i>    | 286,070,740 votes | 100% |
| <i>Disapprove</i> | 0 votes           | -    |
| <i>Abstain</i>    | 0 votes           | -    |
| <i>Invalid</i>    | 0 votes           | -    |
| <i>Total</i>      | 286,070,740 votes | 100% |

## **Agenda Item 6: To consider and approve the appointment of auditors and determination of audit fee for 2021**

The Conductor informed the Meeting that the Public Limited Companies Act B.E. 2535 and Article 32 of the Company's Articles of Association required that a shareholders' meeting shall appoint auditors and determine audit fee on an annual basis and that the existing auditors may be re-appointed.

The Audit Committee had considered and concluded that the existing audit firm, Karin Audit Company Limited, had a reliable auditing standard and that the proposed audit fee for 2021 was appropriate to enable an effective review and audit of consolidated financial statements of the Company and subsidiaries to be concluded. Furthermore, Karin Audit Company Limited had no relationship with or material interest in the Company or subsidiaries, executives, major shareholders, or persons related to these individuals in a manner that would affect the performance of its duties independently.

The Audit Committee therefore selected Karin Audit Company Limited as the Company's auditor to review its quarterly financial statements and prepare the annual financial statement in 2021, with certified public accountants as follows:

- 1) Mr. Komin Linphrachaya CPA No. 3675 and/or
- 2) Ms. Kannika Wipanurat CPA No. 7305 and/or
- 3) Mr. Jirote Sirirrote CPA No. 5113 and/or
- 4) Ms. Nonglak Pattanabundith CPA No. 4713 and/or
- 5) Mrs. Sumana Senivongse CPA No. 5897 and/or
- 6) Mr. Mongkon Laowarapong CPA No. 4722 and/or
- 7) Ms. Kojchamon Sunhuan CPA No. 11536

Any one of these auditors shall have the authority to audit the accounts and express opinions on the financial statements of the Company. The fee for reviewing quarterly financial statements shall be THB 1,035,000 and the fee for auditing annual financial statement shall be THB 700,000 totaling THB 1,735,000. The audit fee for 2021 is as same as the auditing fee of 2020.

The Chairman of the Meeting asked if any shareholders had questions or comments about this agenda item but no one did. Therefore, the Chairman asked the Meeting to approve the appointment of auditors and determination of audit fee for 2021.



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**Resolution:** The Meeting approved to appoint Karin Audit Company Limited as the Company's auditor to review its quarterly financial statements and prepare the annual financial statement in 2021, with certified public accountants as follows:

- 1) Mr. Komin Linphrachaya CPA No. 3675 and/or
- 2) Ms. Kannika Wipanurat CPA No. 7305 and/or
- 3) Mr. Jirote Sirirorote CPA No. 5113 and/or
- 4) Ms. Nonglak Pattanabundith CPA No. 4713 and/or
- 5) Mrs. Sumana Senivongse CPA No. 5897 and/or
- 6) Mr. Mongkon Laowarapong CPA No. 4722 and/or
- 7) Ms. Kojchamon Sunhuan CPA No. 11536

Any one of these auditors shall have the authority to audit the accounts and express opinions on the financial statements of the Company. The fee for reviewing quarterly financial statements shall be THB 1,035,000 and the fee for auditing annual financial statement shall be THB 700,000 totaling THB 1,735,000.

The resolution was passed with the majority of shares present at the Meeting and entitled to vote as follows:

|                   |                   |      |
|-------------------|-------------------|------|
| <i>Approve</i>    | 286,070,740 votes | 100% |
| <i>Disapprove</i> | 0 votes           | -    |
| <i>Abstain</i>    | 0 votes           | -    |
| <i>Invalid</i>    | 0 votes           | -    |
| <i>Total</i>      | 286,070,740 votes | 100% |

\* Abstention and invalid voting were not counted toward the total votes\*

### **Agenda Item 7: Other matters**

The Conductor informed the Meeting that the Board of Directors had no more agenda items to consider and asked shareholders if they had any questions or comments.

**Question 1:** Mr.Preecha Panthanee Proxies from Ms.Methavee Yoktree asked that

1.1 Preferred stocks can be common stock or not, If it can, how to do?

1.2 Preferred stocks can be trade or not? If it can, how to do?

**Answer 1:** Ms. Wannaporn Trinvisutthikul, Chief Management Officer and the person taking the highest responsibility in accounting and finance and Company Secretary, answer that

1.1 The preferred shares can not convertible shares and common stock because of the preferred shares that is caused the company under the debt restructuring and the rehabilitation plan

1.2 The preferred shares can be traded off the table or over-the-counter trade



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**Question 2:** Mr. Sukrit Pamornpongaumporn, Proxies from Uni-air Corporation Co., Ltd. asked that the company has submitted the registration of preferred shares to the Stock Exchange, what is the result?

**Answer 2:** Ms. Wannaporn Trinvisutthikul, Chief Management Officer and the person taking the highest responsibility in accounting and finance and Company Secretary, answer that We discuss with The Securities and Exchange Commission (SEC) and Stock Exchange of Thailand (SET) that the company issued preferred shares from the rehabilitation plan follow the Central Bankruptcy Court but for the stock exchange must follow the public law and the regulations of the SEC. Therefore, there is a conflict of consideration for issue the share. If issuing shares before filing, they will not be able to be traded in the stock exchange.

**Question 3:** Ms. Warangsiri Panthanee , Proxies from Krabi Aggrotech Co., Ltd. asked that if Bankruptcy Court Law, the public law and regulations of the SEC are conflict of consideration for issue the share, how to do?

**Answer 3:** Ms. Wannaporn Trinvisutthikul, Chief Management Officer and the person taking the highest responsibility in accounting and finance and Company Secretary, answer that after the registration of preferred shares to the Stock Exchange of Thailand (SET), the public law and regulations of the SET are not accept the preferred shares or convertible stock in the market.

**Question 4:** Mr. Nara Sripetch, Proxies from Thai Investors Association asked that Do the company's policy have all share repurchase or not?

**Answer 4:** Mr. Panet Chongvatana, Director, Vice Chairman of the Executive Committee, and Risk Management Committee Member. Answer that the company no share repurchase policy, if the company have the share repurchase policy, the company will be proceed to the Stock Exchange of Thailand (SET), inform and report the news via SET Link.

The Chairman asked shareholders if they had any more questions or comments but no one did. The Chairman then thanked shareholders for attending the Meeting and declared the meeting adjourned.

Meeting adjourned at 11.15 a.m.

Signed.....- Signature -.....Chairman of the Meeting

(Mr. Petipong Pungbun Na Ayudhya)

Signed.....- Signature -.....Company Secretary

(Ms. Wannaporn Trinvisutthikul)