

## Minutes of the 2022 Annual General Meeting of Shareholders PATKOL Public Company Limited Thursday, 21 April 2022

# The meeting was held electronically (E-AGM) and livestreamed from Conference Room 3108/1

No. 348 Chalermprakiat Rama 9 Road, Nong Bon, Prawet, Bangkok

Directors present at the Meeting					
1.		Pungbun Na Ayudhya	Chairman of the Board		
	1 0		(Independent Director)		
2.	Mr. Sangchai	Chotchuangchutchaval	Vice Chairman of the Board and		
			Chairman of the Executive Committee		
3.	Mr. Pairoj	Sanyadechakul	Director, Chairman of the Audit and		
			Risk Management Committee		
			(Independent Director)		
4.	Mr. Paradon	Chulajata	Director, Executive Committee		
			Member, Nomination and		
			Remuneration Committee Member		
5.	Ms. Nongluck	Sakdakrai	Director, Executive Committee		
			Member and Nomination and		
			Remuneration Committee Member		
6.	Mrs. Anongsiri	Chaiyakul	Director		
7.	Mr. Sumet	Jiambutr	Director		
8.	Mr. Rangsan	Thammaneewong	Director and Executive Committee Member		
9.	Mr. Panet	Chongvatana	Director, Vice Chairman of the		
			Executive Committee and Chief		
			Executive Officer		
10.	Ms. Naitya	Chongvatana	Director		
11.	Mr. Virachai	Srikajon	Director, Chairman of Nomination and		
			Remuneration Committee and Audit		
			and Risk Management Committee		
			Member (Independent Director)		

## Directors requested a leave of absence from the Meeting

1.	Mr. Preecha	Chantarangkul	Director, Audit and Risk Management
			Committee Member (Independent
			Director)

The Company had 12 directors, 11 directors attended the Meeting to constitute a quorum.

### **Auditors present at the Meeting**

1.	Ms. Kannika	Wipanurat	Karin Audit Company Limited
2.	Ms. Kanita	Sawangwong	Karin Audit Company Limited
3.	Ms. Kittiya	Traisuwan	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 am.

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 Ms. Supranee Sinmakerd to conduct the Meeting ("the Conductor").

The Conductor explained to the Meeting that the Electronic Meeting (E-AGM) by FOQUS Program, the QUIDLAB Company Limited as a meeting supervisor, who is system certified by the Electronic Transactions Development Agency, Ministry of Digital Economy and Society. This Electronic meeting process by the Emergency Decree on Electronic Media Conference B.E. 2563 have main points as follow;

- (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.

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 600,243,737 divided into 520,756,281 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:

Attandance by provy	20	Preferred stocks	240 102 257
Attendance by proxy	29	Ordinary shares Preferred stocks	240,102,257 118,017
Total	39	Total shares	395,451,075

Shareholders attending the Meeting represented 65.88 percent of the total 600,243,737 issued shares, which constituted a quorum required by law.

Informed shareholders about the voting procedures as follows:

- 1. 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
- 2. 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 use the menu question on Text requested that shareholders stated their first-last names every time before asking or commenting.
- 3. To ensure vote counting was carried out in an expeditious manner, the Chairman would ask shareholders voting to "Disapprove" or "Abstain" please use the menu vote on "Disapprove" or "Abstain" to mark their ballots for the system 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. This meeting has been set the agenda for consider and approved by different proportions votes from shareholders by Relevant Terms and Laws as follows:
  - Agenda 1,2,3,4,6 and 7 : The resolution was passed with the majority of

shares present at the Meeting and entitled to vote, Abstain and invalid voting were not

counted toward the total votes.

- Agenda 5 : The resolution was passed with not less than

two-third (2/3) of shares present at the Meeting and entitled to vote, Abstain and invalid voting

were counted toward the total votes.

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 1 To consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2021 held on 22 April 2021

The Conductor informed the meeting that the Board of Directors agreed to propose to the Meeting to consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders held on 22 April 2021, 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 2021 Annual General Meeting of Shareholders held on 22 April 2021.

**Resolution :** The Meeting approved to certify the Minutes of the 2021 Annual General Meeting of Shareholders held on 22 April 2021.

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

Approved	392,535,285	Votes	100%
Disapproved	0	Votes	0%
Abstained	3,000,790	Votes	·
Void ballots	0	Votes	-
Total	395,536,075	Votes	100%

<sup>\*</sup>Abstained and voided ballot not calculated\*

During this agenda item, There is one shareholder attended the Meeting, the amount of 85,000 shares, Then the total shareholders attending the meeting were 40 shareholders, The total shares were 395,536,075 shares.

# Agenda 2 To consider and acknowledge the Board of Directors' Annual Report for the year 2021 and to approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2021

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 2021 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.

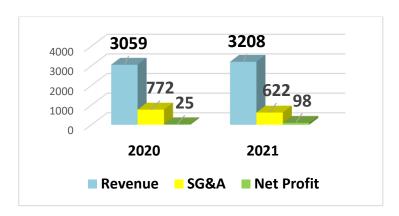
Ms. Wannaporn Trinvisutthikul informed the Meeting that the Company's statement of financial position and statement of comprehensive income for the year ended 31 December 2021 were audited and certified by Karin Audit Company Limited and has already been approved by the Audit Committee and the Board of Directors.



In 2021, the Company had total assets of THB 4,289 million, up from THB 3,629 million in 2020, total liabilities of THB 2,620 million, up from THB 2,078 million, and shareholders' equity of THB 1,669 million, up from THB 1,551 million, When consider from loss ratio per shareholder in parent company, at the date 31 December 2021 and the date 31 December 2020 are 1.3 and 1.5 times respectively that not exceed the company policy regulate that loss ratio per shareholder in parent company shall not exceed 2 time. It shown the capacity in proceeding and financial stability of the company year 2021. Return on assets (ROA) was 2.49 percent, up from 0.64 percent in 2020. Return on Equity (ROE) was 6.11 percent, up from 1.52 percent. Net Profit was 2.93 percent, up from 0.72 percent. Book value per share was THB 3.30, down from THB 3.68 in 2020.

### Statements of comprehensive income Ended December 31, 2021

The value of paid-up shares has decreased from THB 494 million to THB 600 million. In 2021, the Company had revenue of THB 3,208 million, increase by THB 149 million from THB 3,059 million in 2020 the revenue of THB 3,208 million, from Machinery and system for liquid was 36 percent, Ice machine and system was 30 percent, Machinery for industrial refrigeration system was 30 percent, The revenue from domestic THB 2,985 million or 93 percent and from oversea THB 223 million or 7 percent. In 2021, Gross margin decreases THB 62 million due to the continuous increase in the price of raw materials; Stainless, Steel, Copper, Coil Steel and Foam, Selling, General & Administrative Expense decrease THB 150 million, Profit increase THB 73 million because of reduce manpower from 2020 and successful debt collection, Backlog as at December 2021 THB 1,550 million from domestic 71 percent and from oversea 29 percent.



Ms. Wannaporn Trinvisutthikul informed the Meeting that the company has policy to conduct business with transparency was join to member of "Thailand's Private Sector Collective Action Coalition Against Corruption" or "CAC" and certified dated on 31 March 2021.

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 2021 and approve the Company's statement of financial position and statement of comprehensive income for the year ended 31 December 2021, 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 2021 and approve the Company's statement of financial position and statement of comprehensive income for the year ended 31 December 2021, which had been already reviewed by the Audit Committee and audited by the auditors.

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

Approved	395,535,285	Votes	100%
Disapproved	0	Votes	0%
Abstained	790	Votes	-
Void ballots	0	Votes	-
Total	395,536,075	Votes	100%

<sup>\*</sup>Abstained and voided ballot not calculated\*

# Agenda 3 To consider and approve the appropriation of payment the dividend form performance of the year 2021

The Conductor informed the Meeting that the company has a dividend payment policy based on profitability and approval of shareholders. by paying dividends "Not more than 70 percent of the net profit after tax of the separate financial statements unless there is a necessity or a reasonable cause that cannot pay dividends." For the operating results of the Company in 2021, the Company has a net profit from the separate financial statements of 203.32 million baht. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the dividend payment for the year 2021 to preferred shares at the rate of 0.02375 baht per share, ordinary shares at the rate of 0.065 baht per share, representing a total dividend payment 35,736,985.35 baht.

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 appropriation of payment the dividend form performance of the year 2021.

**Resolution:** The Meeting approved the dividend payment for the year 2021 to preferred shares at the rate of 0.02375 baht and ordinary shares at the rate of 0.065 baht per share, representing a total dividend payment of the amount of 35,736,985.35 baht.

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

Approved	395,536,075	Votes	100%
Disapproved	0	Votes	0%
Abstained	0	Votes	-
Void ballots	0	Votes	-
Total	395,536,075	Votes	100%

<sup>\*</sup>Abstain and voided ballot not calculated\*



## Agenda 4 To consider and approve the election of directors who have been retired by rotation

The Conductor informed 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 reelected.

The list name of the directors who retired by rotation in this year are 4 directors as follows;

1.	Mr. Petipong	Pungbun Na Ayudhya	Chairman of the Board
2.	Mr. Sangchai	Chotchuangchutchaval	Vice Chairman of the Board
3.	Ms. Nongluck	Sakdakrai	Director
4.	Mr. Rangsan	Thammaneewong	Director

The company has given the shareholders opportunity to propose qualified candidate to be nominated as the Company's Director ahead of the Annual General Meeting of Shareholders for the year 2022 on the Company's website www.patkol.com, The results showed that no shareholders to propose qualified candidate to be nominated as the Company's Director.

The directors shall be elected individually and a shareholder shall not discriminately divide the votes among the directors. To ensure transparency in line with the principles of corporate governance, these retiring directors were invited to temporarily close the camera and microphone between the voting and will open the camera and microphone once the election of individual directors was completed.

Mr. Petipong Pungbun Na Ayudhya, Chairman of the Board and who has stakeholders in this agenda, The chairman of the meeting assigned Mr. Virachai Srikajon, Chairman of Nomination and Remuneration Committee acting to the chairman of the meeting.

As the Nomination and Remuneration Committee has considered it given that all the 4 directors have completely qualify as Public Limited Company Act B.E.2535. Moreover, they have a profound knowledge and are capable and experienced in a large-scale business as well as the Company's business. The Board of Directors deemed it appropriate approve elect 4 directors who retired by rotation back to the same position for another term. The details profiles of directors are attached with the notice of shareholder's meeting.

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. Pitipong Phungbun na Ayutthaya,** Chairman of the Board, held no shares in the company. The resolution was passed with the majority of shares present at the meeting and entitled to vote as following:

Approved	395,535,285	Votes	100%
Disapproved	0	Votes	0%
Abstained	790	Votes	-
Void ballots	0	Votes	-
Total	395,536,075	Votes	100%

<sup>\*</sup>Abstained and voided ballot not calculated\*

**2. Mr. Sangchai Chotchuangchutchaval,** Vice Chairman of the Board, held 7.64 percent shares in the company. The resolution was passed with the majority of shares present at the meeting and entitled to vote as following:

Approved	374,546,905	Votes	94.8789%
Disapproved	20,216,180	Votes	5.1211%
Abstained	772,990	Votes	-
Void ballots	0	Votes	-
Total	395,536,075	Votes	100%

<sup>\*</sup>Abstained and voided ballot not calculated\*

**3. Ms. Nongluck Sakdakrai,** Director, held 5 percent shares in the company. The resolution was passed with the majority of shares present at the meeting and entitled to vote as following:

Approved	395,535,285	Votes	100%
Disapproved	0	Votes	0%
Abstained	790	Votes	-
Void ballots	0	Votes	-
Total	395,536,075	Votes	100%

<sup>\*</sup>Abstained and voided ballot not calculated\*

**4. Mr. Rangsan Thammaneewong,** Director, held no shares in the company. The resolution was passed with the majority of shares present at the meeting and entitled to vote as following:

Approved	395,535,285	Votes	100%
Disapproved	0	Votes	0%
Abstained	790	Votes	-
Void ballots	0	Votes	-
Total	395,536,075	Votes	100%

<sup>\*</sup>Abstained and voided ballot not calculated\*



### Agenda 5 To consider and approve the remuneration of the directors for the year 2022

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.

The Nomination and Remuneration Committee has considered and agreed to proposed remuneration of the Board of Directors for the year 2022 in the details below;

	Monthly	Meeting
Position	Remuneration of	Allowance
	Director	(Baht/Meeting)
	(Baht/Month)	
Chairman	80,000	15,000
Director	35,000	10,000
Chairman of the Executive Committee	20,000	12,000
Member of the Executive Committee	20,000	10,000
Chairman of the Audit and Risk Management Committee	24,000	12,000
Member of the Audit and Risk Management Committee	24,000	10,000
Chairman of the Nomination and Remuneration Committee	15,000	12,000
Member of the Nomination and Remuneration Committee	15,000	10,000

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 2022.

**Resolution :** The Meeting approved the remuneration of the directors for the year 2022 in the details of proposed.

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

Approved	395,482,175	Votes	99.9864%
Disapproved	53,110	Votes	0.0134%
Abstained	790	Votes	-
Void ballots	0	Votes	-
Total	395,536,075	Votes	100%

# Agenda 6 To consider and approve of the appointment of the Company's auditor and fix the audit fees for the year 2022

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 2022 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 2022, with certified public accountants as follows:

1.	Ms.Kannika	Wipanurat	CPA No. 7305	and/or
2.	Mr.Kraisaeng	Thiranulak	CPA No. 5428	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.Komin	Linphrachaya	CPA No. 3675	and/or
7.	Mr.Worapol	Wiriyakulapong	CPA No. 11181	and/or
8.	Mr.Pojana	Asavasontichai	CPA No. 4891	and/or
9.	Mr.Wichian	Proongpanich	CPA No. 5851	and/or
10.	Ms.Kojchamon	Sunhuan	CPA No. 11536	

One of the auditors shall have the authority to auditing and to give opinion on the financial statement of the Company. The proposed of auditing fees for financial statement quarterly review are in the amount of 1,035,000 Baht and the annual auditing fees in the amount of 700,000 Baht. The total fees for financial statement for the year 2022 are in the amount of 1,735,000 Baht.

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 2022.

**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 2022, with certified public accountants as follows:

		, I		
1.	Ms.Kannika	Wipanurat	CPA No. 7305	and/or
2.	Mr.Kraisaeng	Thiranulak	CPA No. 5428	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.Komin	Linphrachaya	CPA No. 3675	and/or
7.	Mr.Worapol	Wiriyakulapong	CPA No. 11181	and/or
8.	Mr.Pojana	Asavasontichai	CPA No. 4891	and/or
9.	Mr.Wichian	Proongpanich	CPA No. 5851	and/or
10.	Ms.Kojchamon	Sunhuan	CPA No. 11536	

One of the auditors shall have the authority to auditing and to give opinion on the financial statement of the Company. The proposed of auditing fees for financial statement quarterly review are in the amount of 1,035,000 Baht and the annual auditing fees in the amount of 700,000 Baht. The total fees for financial statement for the year 2022 are in the amount of 1,735,000 Baht.



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

Approved	395,482,175	Votes	100%
Disapproved	0	Votes	0%
Abstained	53,900	Votes	-
Void ballots	0	Votes	-
Total	395,536,075	Votes	100%

<sup>\*</sup>Abstained and voided ballot not calculated\*

### Agenda 7 To consider and approve the change in the company's dividend payment policy

The Conductor informed the meeting that The company has a dividend payment policy based on profitability and approval of shareholders. by paying dividends "Not more than 70 percent of the net profit after tax of the separate financial statements unless there is a necessity or a reasonable cause that cannot pay dividends." propose to change the dividend payment policy to "Not less than 30 percent of net profit after tax (Part belonging to the parent company according to the consolidated financial statements) unless there is a necessity or a reasonable cause that cannot be paid."

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 change in the company's dividend payment policy.

**Resolution:** The Meeting approved the change in the company's dividend payment policy from "Not more than 70 percent of the net profit after tax of the separate financial statements unless there is a necessity or a reasonable cause that cannot pay dividends." To "Not less than 30 percent of net profit after tax (Part belonging to the parent company according to the consolidated financial statements) unless there is a necessity or a reasonable cause that cannot be paid."

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

Approved	395,480,175	Votes	99.9866%
Disapproved	53,110	Votes	0.0134%
Abstained	2,790	Votes	-
Void ballots	0	Votes	-
Total	395,536,075	Votes	100%

<sup>\*</sup>Abstained and voided ballot not calculated\*



### **Agenda 8** To consider other matters (if any)

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.

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 11.00 a.m.
Signed Signature Chairman of the Meeting (Mr. Petipong Pungbun Na Ayudhya)
Signed Company Secretary (Ms. Wannaporn Trinvisutthikul)