



# Notice Convening 2023 Annual General Meeting of Shareholders

## **CHEWATHAI PUBLIC COMPANY LIMITED**

Friday, 31 March 2023 Time 14.00 hrs.

At Budsaba room, 1st fl.,

Mandarin Bangkok Hotel 662 Rama IV Rd.,

Maha Phruettharam Subdistrict, Bang Rak District,

Bangkok 10500.

### **Guidelines for Attending the Meeting**

With our awareness and deep concern over the Coronavirus 2019 (Covid-19) outbreak situation as well as the health and safety of the meeting attendants, Chewathai Public Company Limited (“the Company”), therefore, kindly requests the shareholders to thoroughly read and strictly comply with the guidelines for attending the Meeting indicated in this invitation.

1. To reduce the risk of Covid-19 infection and practice social distancing, seating capacity is limited to around 50 seats in accordance with the meeting guidelines of the Centre for the Administration of the Situation due to the Outbreak of the Communicable Disease Coronavirus 2019 as well as recommendations or other practices of relevant government agencies. Shareholders are kindly requested to grant proxies to the Company’s Independent Directors instead of attending the Meeting in person.
2. Should shareholders wish to attend the Meeting in person,
  - 2.1. Wear a face mask at all times while in the meeting venue.
  - 2.2. Eating and drinking are strictly prohibited in the meeting venue.
  - 2.3. Ask questions and make comments via written paper only.

### **Registration starts at 13.00 hrs.**

For more convenience in registration,  
Kindly bring the registration form with barcode  
to the meeting No tokens provided for shareholders  
and proxy holders participating the meeting.



**CHEWATHAI PUBLIC COMPANY LIMITED**

1168/80 Lumpini Tower, Floor 27, Unit D, Rama 4 Road, Thung Maha Mek Sub-district,  
Sathon District, Bangkok

20 February 2023

Subject: Invitation to Ordinary Shareholders' Meeting of 2023

To: Shareholders of CHEWATHAI PUBLIC COMPANY LIMITED

- Enclosure:
1. Minutes of ordinary shareholders' meeting of 2022
  2. Report on overall operation of 2022
  3. Name list and background of directors nominated to replace directors vacating office by rotation
  4. Background of independent directors nominated by the Company as shareholder's proxy
  5. Background and work experience of auditors
  6. Articles of Association specifically relating to shareholders' meeting and voting
  7. Clarification on registration, proxy authorization, and necessary documents to be used at meeting date
  8. Proxy Form Type A and Type B
  9. Privacy Notice for the meeting
  10. Measures and guidelines for attending the meeting under the Coronavirus Disease 2019 (Covid-19) outbreak situation
  11. The Public Limited Company Act (No.4) B.E. 2565 (2022)
  12. Map of shareholders' meeting location
  13. Form 56-1 One Report 2022 and Sustainability Report 2022 (QR Code)

Whereas the Board of Directors' meeting of CHEWATHAI PUBLIC COMPANY LIMITED ("the Company") no. 2/2023 has resolved to convene ordinary shareholders' meeting of 2023 on Friday, 31 March, 2023 at 14.00 hrs., at Budsaba room, 1st fl., Mandarin Bangkok Hotel 662 Rama IV Rd., Maha Phruettharam Subdistrict, Bang Rak District, Bangkok 10500 having meeting agendas as follows:

**Agenda 1 To consider the Minutes of the 2022 Annual General Meeting which was held on 1 April 2022.**

Objective and Rationale: The Company had prepared minutes of the ordinary shareholders' meeting of 2022 held on 1 April 2022, and the meeting had considered various matters under the laws, and a copy of such meeting minutes had been sent by the Company to the Ministry of Commerce as prescribed by-laws according to Enclosure 1 being delivered to the

shareholders together with this meeting invitation for approval of the ordinary shareholders' meeting.

Board of Directors' Opinion: The Board considered that the minutes of the ordinary shareholders' meeting of 2022 were correctly and completely recorded, and deemed appropriate to propose for approval of the ordinary shareholders' meeting.

Resolution: This agenda required resolution with majority votes of all shareholders attending the meeting and voting.

**Agenda 2 To acknowledge the report of the Company's operating results for the fiscal period ending 31 December 2022.**

Objective and Rationale: The Company had summarized the Company's overall operation of 2022 according to Enclosure 2 and Form 56-1 One report 2022 being delivered to the shareholders together with this meeting invitation according to Enclosure 13 in form of a link with QR Code.

Board of Directors' Opinion: The Board resolved to propose for the ordinary shareholders' meeting to consider acknowledging the Company's overall operation of 2022 which had been considered as complete and adequate, having details as per the link with QR Code being delivered to the shareholders in advance together with this meeting invitation.

Resolution: This agenda was for the meeting's acknowledgment, and no voting was therefore required.

**Agenda 3 To consider the financial statements for the fiscal period ending 31 December 2022.**

Objective and Rationale: For the conformity to Section 112 of Public Limited Companies Act, B.E. 2535 (A.D. 1992) (including additional amendment) and Article 39 of the Company's Articles of Association, the Board had prepared the statement of financial position for the accounting period ended 31 December 2022, whereby such statement of financial position for the accounting period ended 31 December 2022 had been audited and approved by the Company's auditors, and reviewed by the Audit Committee, having significant contexts as follows:

Particulars according to consolidated financial statements	For the year ended (Million Baht)	
	31 December 2021	31 December 2022
Total assets	6,760	6,312
Total liabilities	4,856	4,321
Total shareholders' equity	1,904	1,991
Revenues	2,137	2,148
Profit (Loss) before income tax revenue	91	149
Profit (loss) for the year	70	119.52

Particulars according to consolidated financial statements	For the year ended (Million Baht)	
	31 December 2021	31 December 2022
Earnings per share	0.06	0.09

Board of Directors' Opinion: The Board deemed it appropriate to propose for the ordinary shareholders' meeting to consider approving the statement of financial position for the accounting period ended 31 December 2022, which had been audited and approved by the Company's auditors, and reviewed by the Audit Committee.

Resolution: This agenda required resolution with majority votes of all shareholders attending the meeting and voting.

**Agenda 4** To approve the allocation of profit as legal reserve and payment dividend according to the operation results in the year 2022.

Objective and Rationale: Pursuant to Section 116 of Public Limited Companies Act, B.E. 2535 (A.D. 1992) (including additional amendment) and Article 45 of the Company's Articles of Association, the Company required to allocate at least five percent of its annual net profit less accumulated loss brought forward (if any) as reserve fund until the reserve fund will reach the amount not less than ten percent of registered capital. Furthermore, Section 115 of Public Limited Companies Act, B.E. 2535 (A.D. 1992) (including additional amendment) and Article 44 of the Company's Articles of Association prohibited the Company from allocating dividend from other monies besides from its profit, and prohibited dividend allocation when the Company had accumulated loss. In this regard, the Company's dividend payment policy prescribed for the Company to pay dividend from its separated financial statement at the rate not less than 40 of net profit after deduction of any tax, legal reserve and other reserve funds (if any), whereby the Company's Board will have the power to consider paying dividend by taking various factors into consideration for the maximum benefit of the shareholders, such as reserve fund for loan repayment, an investment plan for business expansion, or cash flow support in case of any impact from changing market condition, for example.

In 2022, the Company had a net profit of separated financial statements amounting to Baht 122,537,877 and accumulated profit amounting to Baht 447,613,896. The meeting was therefore proposed to consider allocating net profit of 2022 as a legal reserve at five percent of net profit of the separated financial statement, representing the amount of Baht 6,126,894 or ~~0.48~~ percent of registered capital.

The meeting was also requested to approve dividend payment for the overall operation of 2022 at the rate of Baht 0.0183 per share, totaling Baht 23,282,197 or 20 percent of net profit of the separated financial statement after deducting corporate tax and all provisional reserves required by law and by the Company, not following the dividend payment policy but the Board of Directors have the power to consider paying dividend by taking various factors into consideration such as working capital, investment, etc. for the maximum benefit of the shareholders by having a comparison of dividend payment as shown below.

Dividend detail	฿ 2564	฿ 2565
Retained earnings of Separate financial statements (Baht)	354,005,981	447,613,896
Profit for the year of Separate financial statements (Baht)	87,083,900	122,537,877
Profit for the year of Consolidated financial statements (Baht)	70,133,670	115,426,198
Issued and paid-up (share)	1,275,027,883	1,275,027,883
Dividend per share	0.0259	0.0183
Total dividend paid (Baht)	33,091,881	23,282,197
Dividend payout ratio of Consolidated financial statements (%)	47.18	20.17
Dividend payout ratio of Separate financial statements (%)	40.00	20.00
Basic earnings per share of Consolidated financial statements (Baht)	0.06	0.09
Basic earnings per share of Separate financial statements (Baht)	0.07	0.10

Board of Directors' Opinion: The Board deemed appropriate to propose for the ordinary shareholders' meeting to consider approving the allocation of net profit in 2022 amounting to Baht 6,126,894 as a legal reserve, representing 0.48 percent of registered capital, and approving dividend payment for the overall operation of 2022 at the rate of Baht 0.0183 per share, totaling Baht 23,282,197 or 20 percent of net profit of the separated financial statement after deducting corporate tax and all provisional reserves required by law and by the Company.

Payment of such dividends, the Board of Directors considers dividend payments taking into account various factors into consideration for the maximum benefit of the shareholders by determining the Record Date for dividend entitlement on 10 April 2023 and dividend payment date on 28 April 2023.

In this regard, such entitlement was not definite since approval must be obtained from the ordinary shareholders' meeting.

Resolution: This agenda required resolution with majority votes of all shareholders attending the meeting and voting.

**Agenda 5 To consider the appointment of the directors to replace the directors who will retire by rotation.**

Objective and Rationale: Pursuant to Section 71 of Public Limited Companies Act, B.E. 2535 (A.D. 1992) and Article 17 of the Company's Articles of Association, one-third of directors must vacate office during each annual ordinary meeting. If the number of directors was not a multiple of three, the directors at the nearest number to a multiple of three must vacate office. The directors who will vacate office in the first and second years after the Company's incorporation will be decided by drawing of lots, and the directors serving the longest must vacate office in following years, provided that the directors vacating office may be re-elected.

During the ordinary shareholders' meeting of 2023, two directors as listed below will vacate office by rotation.

- 1.) Mr. Chaiyut Techatassanasoontorn Independent Director, Chairman of the Corporate Governance and Sustainability Committee, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee
- 2.) Pol.Gen. Visanu Prasattongsoth Independent Director, Chairman of the Nomination and Remuneration Committee

In this regard, the Nomination and Remuneration Committee has considered that both two (2) directors are qualified and knowledgeable persons, who have experiences that will be beneficial to the company's operations. Therefore, the Board of Directors has proposed to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the appointment of both two (2) directors to be directors for another term of office.

The details on background, education, experience, shareholding proportion, and directorship in other companies, of the directors, vacating office by rotation and being nominated as directors for another office term, having details as shown in Enclosure 3

For the nomination of directors, the Company had invited minority shareholders to nominate qualified persons as the Company's directors by publishing announcements through the information system of the Stock Exchange of Thailand and on the Company's website from 4 November 2022 to 9 January 2023, and no shareholder had nominated any person.

Opinions of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee has agreed that (1) Mr. Chaiyut Techatassanasoontorn (2) Pol.Gen. Visanu Prasattongsoth, the directors who must retire to be re-elected as directors for another term of office because both of them are people, who are knowledgeable, capable, and experienced and have a good working history, which has completed qualifications under the Public Limited Companies Act, BE 2535 (1992)

Board of Directors' opinions: The Board of Directors, excluding the stakeholders, have agreed with the proposal of the Nomination and Remuneration Committee in which, two (2) directors, who have to retire by rotation have passed the screening process with cautious consideration with of the Board of Directors in order to ensure that the persons nominated this time have qualifications suitable for the company's business, have complete qualifications, and have no prohibited characteristics under the Public Company Limited Act. Moreover, they are able to perform duties with responsibility, caution, and honesty in accordance with the law, the objectives, and the articles of association of the company as well as the resolutions of the general meeting of shareholders.

For the nomination of Mr. Chaiyut Techatassanasoontorn and Pol.Gen. Visanu Prasattongsoth to the shareholders' meeting to consider and elect to serve as the Company's independent directors for another term. Mr. Chaiyut Techatassanasoontorn has been in the position of Independent Director for 8 consecutive years and Pol. Gen. Visanu Prasattongsoth has been in the position of Independent Director for 4 consecutive years. The Board of Directors considers that both independent directors are the persons with a wide range of knowledge, abilities, and experiences which will play an important role in helping to develop and make the Company's business success as targeted. Independent directors who can express their opinions independently and under the relevant rules.

In this regard, the Board of Directors has agreed to propose to the Ordinary General Meeting of Shareholders to approve the appointment of two (2) directors, who are due to retire, namely (1) Mr. Chaiyut Techatassanasoontorn (2) Pol.Gen. Visanu Prasattongsoth to be re-elected as directors for another term of office.

Resolution: This agenda required resolution with majority votes of all shareholders attending the meeting and voting.

**Agenda 6** To consider the determination of the remuneration for directors and committees for the year 2023.

**Objective and Rationale:** Pursuant to Section 90 of Public Limited Companies Act, B.E. 2535 (1992) (including additional amendment), the Company was prohibited from offering money or other properties to the directors except for payment of remuneration under the Company's Articles of Association, and Article 22 of the Company's Articles of Association prescribed that the Company's directors will be entitled to remuneration from the Company in form of reward, meeting allowance, pension, bonus or other benefits as agreed and resolved by the ordinary shareholders' meeting.

The process of cautious consideration has been proceeded and given to the members of the Nomination and Remuneration Committee, which have determined the remuneration by adhering to the guideline that is to consider compensation from the operating results combined with the size of the business of the Board of Directors' responsibilities by comparing with other listed companies in the Stock Exchange of Thailand that have market capitalization similar in size to the company, set remuneration for the Board of Directors and Sub-committees for the year 2023 at the same rate as the year 2022 as per the following details:

**Board of Directors' Remuneration**

<u>Monthly remuneration</u>	2022 (Baht/Month)	2023 (Baht/Month)
Chairman	60,000	60,000
Directors	10,000	10,000
Independent directors	10,000	10,000
<u>Meeting allowance</u>	(Baht / Meeting)	(Baht / Meeting)
Chairman	60,000	60,000
Director	40,000	40,000
Independent directors	20,000	20,000

**Meeting allowance for subcommittees (in addition to remuneration of directors)**

Description	2022 (Baht / Meeting)	2023 (Baht / Meeting)
<b>Remuneration of Executive Board</b>		
- Chairman of Executive Board	100,000	100,000
- Member of Executive Board (being management)	60,000	60,000
- Member of Executive Board (not being management)	-	-
<b>Remuneration of Audit Committee</b>		
- Chairman of Audit Committee	40,000	40,000
- Member of Audit Committee	20,000	20,000
<b>Remuneration of Nomination and Remuneration Committee</b>		

Description	2022 (Baht / Meeting)	2023 (Baht / Meeting)
- Chairman of Nomination and Remuneration Committee	40,000	40,000
- Member of Nomination and Remuneration Committee	20,000	20,000
<b>Remuneration of Corporate Governance and Sustainability Committee</b>		
- Chairman of Corporate Governance and Sustainability Committee	10,000	10,000
- Member of Corporate Governance and Sustainability Committee	5,000	5,000
<b>Remuneration of Risk Management Committee</b>		
- Chairman of Risk Management Committee	10,000	10,000
- Member of Risk Management Committee	5,000	5,000

In addition, the determination of special benefit on 2023 for the Board of Directors required approval from the ordinary shareholders' meeting under the Nomination and Remuneration Committee's scrutiny, by adhering to the procedures, i.e. considering remuneration based on business size and responsibility of the Board, and comparing with other companies listed in the Stock Exchange of Thailand having market capitalization similar to the Company as per the following details.

The Board deemed it appropriate to pay a bonus for the overall operation of 2022 to the directors except for the managing director, at the amount not exceeding two percent of money equivalent to the dividend payable, or not exceeding Baht 2,000,000 having the Chairman of the Board to allocate special benefit to the directors.

other benefits.	2022	2023
<b>Bonus to the Directors</b>	Appropriate to pay the bonus to the directors except for the managing director, at the amount not exceeding one percent of money equivalent to the dividend payable, or not exceeding Baht 330,918.81 by having the Chairman of the Board allocate special benefit to the directors.	Appropriate to pay the bonus to the directors except for the managing director, at the amount not exceeding two percent of money equivalent to the dividend payable, or not exceeding Baht 465,643.94 by having the Chairman of the Board allocate special benefit to the directors.
<b>Other</b>	-None-	-None-

The meeting was therefore proposed to consider and approve the determination of director remuneration in cash and in-kind. (anyhow, exclude benefits for general employees) for the year 2023, with details as proposed in all aspects.

Board of Directors' opinion: The Board of Directors has deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the remuneration of the Board of Directors and Committees for the year 2023, with all the details as proposed, In this regard, the determination of remuneration and special benefit had been scrutinized by the Nomination and Remuneration Committee and approved by the Board of Directors' meeting.

Resolution: This agenda required resolution with two-thirds (2/3) of votes of all shareholders attending the meeting.

**Agenda 7** To consider the appointment of the auditor and the determination of the audit fees for the year 2023.

Objective and Rationale: Pursuant to Section 120 of the Public Limited Companies Act (including additional amendment) and Article 36 of the Company's Articles of Association, the ordinary shareholders' meeting must appoint the Company's auditors and determine audit fee each year, and former auditors may be re-elected.

In this regard, the Audit Committee had considered selecting the auditors for the year 2023 and suggested the Board of Directors propose for the ordinary shareholders' meeting to consider appointing 4 auditors as follows:

- 1.) Ms. Pimjai Manitkajohnkit, C.P.A. Registration No. 4521, and/or
- 2.) Ms. Kirdsiri Kanjanaprakasit, C.P.A. Registration No. 6014 and/or
- 3.) Mr. Kitti Teachakasembundit, C.P.A. Registration No. 9151 and/or
- 4.) Ms. Nummon Kerdmongkhonchai, C.P.A. Registration No. 8368

from EY Co., Ltd. as the Company's auditors for the year 2023, and in the event that any of those auditors were unable to perform a duty, EY Co., Ltd. was requested to provide other certified accounts to perform the audit and express opinion towards the Company's financial statements in the capacity of those auditors. In addition, the company has a subsidiary, to ensure that the Company and its subsidiary's financial statements will be audited under the same standards, the Company and its subsidiaries must be under the supervision of EY Co., Ltd. as well.

The auditors listed above had no relationship and/or interest with the Company/executives/major shareholders or any other entities related to these persons, and were, therefore, able to audit and express opinion towards the Company's financial statement independently, and audit fee of 2023 was determined at the amount not exceeding Baht 1,550,000 which was the same audit fee of 2022, but there was no additional non-audit fee.

Audit Committee's Opinion: The Audit Committee had considered selecting the Company's auditors and determined auditors' remuneration and suggested the Board of Directors request for approval in appointing 4 auditors as specified above from EY Co., Ltd. as the Company's auditors for the year 2023, and determining audit fee at the amount of Baht 1,550,000.

**Board of Directors' Opinion:** The Board of Directors deemed appropriate to propose for the shareholders' meeting to appoint 4 auditors as specified above from EY Co., Ltd. as the Company's auditors for the year 2023, and determine audit fee at the amount not exceeding Baht 1,550,000 and in the event that any of those auditors could not perform a duty, EY Co., Ltd. will provide other certified accounts to perform the audit and express opinion towards the Company's financial statements in the capacity of those auditors and The Board of Directors will ensure that the Financial statements are prepared within the specified timeframe.

Background and work experience of certified accountants nominated as the Company's auditors, having details as shown in [Enclosure 5](#).

**Resolution:** This agenda required resolution with majority votes of all shareholders attending the meeting and voting.

**Agenda 8 To approve the amendment of the Company's Article of Association to be in accordance with the Public Limited Company Act (No.4) B.E. 2565 (2022)**

**Objective and Rationale:** The Public Limited Company Act (No.4) B.E. 2565 (2022) ("the PLC) was published in the Government Gazette and it became effective on May 24, 2022. The PLC Amendment aims to facilitate public limited companies. The details of the PLC are given in [Enclosure 11](#). The Company would like to propose an amendment to the Company's Articles of Association in relation to the shareholders' meeting and Dividends and Reserve Fund in Clause 31, 32, 44 and the Company proposes the delegation of power to the person(s) authorized by the board of directors to register the amendment of the Articles of Association of the Company with the department of business development, the Ministry of Commerce, to amend or add wordings in accordance with the Registrar's instruction. The details are as follows:

Existing the Articles of Association	The Articles of Association proposed to be amend
<p>Article 31 The Board of Directors shall arrange for an annual general meeting of shareholders with four (4) months from the last day of the fiscal year of the Company.</p> <p>Meeting other than that mentioned above shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever the Board of Directors may deem appropriate.</p> <p>when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of issued shares may submit a written request signed by them requesting</p>	<p>Article 31 The Board of Directors shall arrange for an annual general meeting of shareholders with four (4) months from the last day of the fiscal year of the Company.</p> <p>Meeting other than that mentioned above shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever the Board of Directors may deem appropriate.</p> <p>when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of issued shares may submit a written request signed by them requesting the</p>

Existing the Articles of Association	The Articles of Association proposed to be amend
<p>the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give subject and reasons for such request in the said letter, in such case, the Board of Directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.</p> <p>If the Board of Directors does not arrange for the meeting of shareholders within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of time in paragraph three ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expenses incurred therefrom and shall reasonably facilitate the meeting.</p> <p>In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constituted as specified in this Articles 33, the shareholders under paragraph four shall jointly compensate the Company the expenses incurred from the meeting.</p> <p>In this regard, the meeting of shareholders can be conducted by means via electronic media. Provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or the relevant law and regulations applied mutatis mutandis. Such meeting of shareholders conducted by means via electronic media bear the same effects as any meeting which the shareholders attend the meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association.</p>	<p>Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give subject and reasons for such request in the said letter, in such case, the Board of Directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.</p> <p>If the Board of Directors does not arrange for the meeting of shareholders within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of time in paragraph three ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expenses incurred therefrom and shall reasonably facilitate the meeting.</p> <p>In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constituted as specified in this Articles 33, the shareholders under paragraph four shall jointly compensate the Company the expenses incurred from the meeting. <u>In the case where a shareholders' meeting is summoned by the shareholders, the notice may be sent via electronic means.</u></p> <p>In this regard, the meeting of shareholders can be conducted by means via electronic media. Provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or the relevant law and regulations applied mutatis mutandis. Such meeting of shareholders conducted by means via electronic media bear the same effects as any meeting which the shareholders attend the meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association. <u>Notices or document can be sent via electronic means. Shareholders have the right to appoint other persons as proxies to attend the meeting and vote on their behalf. in this regard, Proxies for shareholders meeting can be given via reliable and safe electronic means.</u></p>
Article 32	Article 32

Existing the Articles of Association	The Articles of Association proposed to be amend
<p>In regard to calling the Shareholders' Meeting, the Board of Directors shall prepare a notice containing information regarding the venue, date, agenda, and matters to be presented to the meeting together with adequate details. The matters to be presented at the Shareholders' Meeting must be clearly identified, whether they are presented for the purpose of acknowledgement, or for approval, or for consideration, as the case may be. In addition, the notice shall include the comments of the Board of Directors on such matters. The meeting notice shall be sent to the Shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the notice of a Shareholders' Meeting shall be published in a newspaper no less than three (3) consecutive days and the publication shall be made no less than three (3) days prior to the meeting date. If shareholders' meeting is conducted by means via electronic media. A notice of the meeting and supporting documents can be sent by e-mail, provided that such notice and supporting documents shall be sent within the period and the notice of the meeting shall be published in the newspaper for the period prescribed in this paragraph. The Company shall keep the copy of the notice and supporting documents as evidence, which may be kept in the form of electronic data.</p> <p>The venue for convening the Shareholders' Meeting may be located in the province in which the head office is located or other places as prescribed by the Board of Directors.</p>	<p>In regard to calling the Shareholders' Meeting, the Board of Directors shall prepare a notice containing information regarding the venue, date, agenda, and matters to be presented to the meeting together with adequate details. The matters to be presented at the Shareholders' Meeting must be clearly identified, whether they are presented for the purpose of acknowledgement, or for approval, or for consideration, as the case may be. In addition, the notice shall include the comments of the Board of Directors on such matters. The meeting notice shall be sent to the Shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the notice of a Shareholders' Meeting shall be published in a newspaper no less than three (3) consecutive days and the publication shall be made no less than three (3) days prior to the meeting date. If shareholders' meeting is conducted by means via electronic media. A notice of the meeting and supporting documents can be sent by e-mail, provided that such notice and supporting documents shall be sent within the period and the notice of the meeting shall be published in the newspaper for the period prescribed in this paragraph. The Company shall keep the copy of the notice and supporting documents as evidence, which may be kept in the form of electronic data. <u>There, can now be published via electronic means.</u></p> <p>The venue for convening the Shareholders' Meeting may be located in the province in which the head office is located or other places as prescribed by the Board of Directors.</p>
<p>Article 44. No dividend shall be paid from sources other than profits. If the Company still has accumulated losses, no dividend shall be distributed.</p> <p>The dividends shall be distributed to each share equally, except in the case that the Company has issued preferred shares and prescribed that holders of the preferred shares are entitled to receive dividends different from the holders of ordinary shares. The distribution of dividends to the holders of preferred shares shall be made in accordance with such prescription. The distribution of dividends must be approved by the Shareholders' Meeting.</p>	<p>Article 44. No dividend shall be paid from sources other than profits. If the Company still has accumulated losses, no dividend shall be distributed.</p> <p>The dividends shall be distributed to each share equally, except in the case that the Company has issued preferred shares and prescribed that holders of the preferred shares are entitled to receive dividends different from the holders of ordinary shares. The distribution of dividends to the holders of preferred shares shall be made in accordance with such prescription. The distribution of dividends must be approved by the Shareholders' Meeting.</p>

Existing the Articles of Association	The Articles of Association proposed to be amend
<p>The Board of Directors may distribute dividends periodically if it believes that the Company has generated sufficient profits to enable it to do so. If the interim dividend distribution is made, the Board of Directors shall report this distribution to the Shareholders at the next Shareholders' Meeting.</p> <p>The dividend shall be distributed within one (1) month of the date of the Shareholders' Meeting or the date of the resolution of the Board of Directors was made as the case may be. As such, a notice notifying the dividend distribution must be sent to the Shareholders and must be published in a newspaper for no fewer than three (3) consecutive days.</p>	<p>The Board of Directors may distribute dividends periodically if it believes that the Company has generated sufficient profits to enable it to do so. If the interim dividend distribution is made, the Board of Directors shall report this distribution to the Shareholders at the next Shareholders' Meeting.</p> <p>The dividend shall be distributed within one (1) month of the date of the Shareholders' Meeting or the date of the resolution of the Board of Directors was made as the case may be. As such, a notice notifying the dividend distribution must be sent to the Shareholders and must be published in a newspaper for no fewer than three (3) consecutive days <u>or can be sent via electronic.</u></p>

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose that the Annual General meeting of shareholders consider and approve the amendments to the Company's Articles of Association in relation to the Shareholders' Meeting and Dividends and Reserves to be in line with the amendments to the Public limited companies. in Clause 31, 32, 44 and the Company proposes the delegation of power to the person(s) authorized by the board of directors to register the amendment of the Articles of Association of the Company with the department of business development, the Ministry of Commerce, to amend or add wordings in accordance with the Registrar's instruction.

Resolution: This agenda requires the vote of not less than three-quarters (3/4) of the total votes of the Shareholders who are present and entitled to vote.

#### **Agenda 9 Other considerations (if any).**

Since the Company has given the opportunity for shareholders to suggest matters for the Board of Directors to include as meeting agendas in the ordinary shareholders' meeting of 2023 and nominate persons with suitable qualification for the Board of Directors to appoint as directors and propose for approval of ordinary shareholders' meeting, the Company has published such information on its website ([www.chewathai.com](http://www.chewathai.com)) and through the electronic system of the Stock Exchange of Thailand from 4 November 2022 to 9 January 2023, and no shareholder has suggested meeting agenda, submitted a question or nominated any persons with suitable qualification for appointment as directors according to the criteria as specified by the Company.

The Company determines 1 March 2023 as the Record Date for shareholders being entitled to attend and vote in the ordinary shareholders' meeting of 2023 and determining the Record Date for dividend entitlement on 10 April 2023 and dividend payment date on 28 April 2023.

The shareholders are invited to attend the ordinary shareholders' meeting of 2023 Friday, 31 March 2023 at 2 p.m., Budsaba room, 1st fl., Mandarin Bangkok Hotel 662 Rama IV Rd., Maha Phruettharam Subdistrict, Bang Rak District, Bangkok 10500, according to the map provided in [Enclosure 12](#), whereby the shareholders are able to register for meeting attendance from 13.00 hrs. onward.

In the event that the shareholders are unable to attend the meeting in person, or are desirous to authorize other persons to attend the meeting and vote on their behalf, the shareholders are required to use Proxy Form, either Type A or Type B, as per [Enclosure 8](#), and in order to maintain the shareholders' right and benefit in the event that the shareholders are unable to attend the meeting in person, and are desirous to authorize independent directors to attend the meeting and vote on their behalf, the shareholders can grant authorization by using Proxy Form Type B in authorizing the Company's independent directors according to name list and details as provided in [Enclosure 4](#) to attend the meeting and vote on their behalf.

In this regard, the shareholders are requested to review registration and authorization procedures, and documents and evidence to be presented by meeting attendees on the meeting date, with details as provided in [Enclosure 7](#). The Company will proceed with the meeting according to Chapter 6 of the Articles of Association concerning the shareholders' meeting, with details as provided in [Enclosure 6](#).

Best regards,



(Mr. Chartchai Panichewa)

Chairman of the Board of Directors

The Minutes of the 2022 Annual General Meeting of Shareholders  
Chewathai Public Company Limited  
April 1, 2022, Time 14.00 hrs.

At Mandarin A room, 1st fl., Mandarin Bangkok Hotel 662 Rama IV Rd.,  
Maha Phruettharam Subdistrict, Bang Rak District, Bangkok 10500.

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Commenced at 14.00 p.m.

**Mr. Poobest Samranrengjit** a meeting facilitator (“Meeting Facilitator”) welcomed the attendees and information about the recommendations on prevention and control of COVID-19 for the meeting that be consistent with recommendations of the Department of Disease Control, Ministry of Public Health as follows:

- 1) The Company has established a screening point with Antigen Test Kit (AKT) for the shareholders before attending the annual General Meeting of Shareholders.
- 2) The Company conducts health screening, in compliance with the guidelines of the Department Disease Control, at the meeting room entrance. Shareholders or proxy holders are required to fill in the Covid-19 screening questionnaire before entering the meeting venue.
- 3) The Company limits the number of available seats in the meeting room to around 50 seats in accordance with the meeting guidelines of the Centre for the Administration of the Situation due to the outbreak of the Communicable Disease Coronavirus 2019 (Covid-19) as well as recommendations or other practices of relevant government agencies.
- 4) To reduce the risk of Covid-19 infection, the company will conduct a concise meeting, and shareholders who wish to raise questions or comments are requested to submit their written questions with the name-surname, quantity of shares held along with the agenda number that corresponds the question to the Company officers at the registration counter or in the meeting room instead of speaking through the microphone.
- 5) Food and drinks are not allowed in the meeting venues where the company will prepare a set of snack boxes for shareholders to take back.
- 6) Wear a face mask or a face shield mask at all times while in the meeting venue.

**The Meeting facilitator** informed of the quorum as follows:

The Public Limited Companies Act B.E. 2535 section 103 “Unless otherwise provided by this Act, in the meeting of shareholders there shall be shareholders and proxy holders (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders shares amounting to not less than one-third of the total number of sold shares to constitute a quorum.”

The Company’s Articles of Association item 33 “For the Annual General Meeting, there shall be shareholders and proxy holders (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders shares amounting to not less than one-third of the total number of sold shares to constitute a quorum.”

**The meeting facilitator** informed there were 43 shareholders present in person and 25 shareholders present by proxy, total 68 shareholders, representing 987,481,767 shares in total, or 77.45 percent of total issued and paid-up shares at the recode date on March 3, 2022, with total 1,275,027,883 shares. The

quorum was constituted in accordance with the Public Limited Companies Act B.E. 2535 section 103 and the Company's Articles of Association item 33.

The Public Limited Companies Act B.E. 2535 section 104 is in accordance with the Company's Articles of Association item 34 "The chairman of the board of director shall preside over the meeting of shareholders...", Mr. Chartchai Panichewa, the Chairman of the Board of Directors, was invited to open the 2022 Annual General Meeting of Chewathai Public Company Limited ("The Company") to consider the agenda stated in the invitation to the Annual General Meeting. The agenda and the meeting documents were published on the Company's website on March 1, 2022, onwards and the invitation to the Annual General Meeting with QR Code was delivered to the shareholders on March 10, 2022.

**Mr. Chartchai Panichewa**, the Chairman of the Annual General Meeting ("Chairman") opened the meeting and welcomed all the shareholders, the proxy holders and the attendees of the 2022 Annual General Meeting and further assigned the meeting facilitator and the Company Secretary to conduct the meeting.

**The Meeting facilitator** introduced the Board of the Directors and 5 committees including (1) Executive Committee (2) Audit Committee (3) Nomination and Remuneration Committee (4) Corporate Governance Committee (5) Risk Management Committee and introduced the executives, representatives of Auditor company, Financial advisors, Independent legal advisors who attended the 2022 Annual General Meeting as follows:

#### **Directors in attendance**

- |    |                                  |   |
|----|----------------------------------|---|
| 1) | Mr. Chartchai Panichewa          | Chairman of the Board of Directors, Chairman of the Executive Committee   |
| 2) | Mr. Boon Choon Kiat              | Managing Director, Executive Director, Member of the Corporate Governance Committee, Member of Risk Management Committee  |
| 3) | Mrs. Somhatai Panichewa          | Directors, Executive Director   |
| 4) | Mrs. Supaporn Burapakusolsri     | Independent Director, Chairman of the Audit Committee, Chairman of Risk Management Committee, Member of Nomination and Remuneration Committee, Member of Corporate Governance Committee |
| 5) | Mr. Chaiyut Techatassanasoontorn | Independent Director, Chairman of Corporate Governance Committee, Member of the Audit Committee, Member of Nomination and Remuneration Committee, Member of Risk Management Committee   |
| 6) | Mr. Pinit Harnphanich            | Independent Director, Member of the Audit Committee (meetings via electronic)   |
| 7) | Pol. Gen. Visanu Prasattongsoth  | Independent Director, Chairman of Nomination and Remuneration Committee (meetings via electronic)   |

#### **Unattended Directors**

-None-

All 7 Directors, The Director's attendance which is equivalent to 100% of total number of the directors.

#### **Executive Officers**

- |    |                           |   |
|----|---------------------------|---|
| 1) | Mr. Thanisorn Nitisaropas | Executive Vice President Finance and Accounting |
|----|---------------------------|---|

- |                                 |   |
|---------------------------------|---|
| 2) Ms. Jirapat Chatpech         | Executive Vice President Sales CHEWA Condo            |
| 3) Mr. Yuthana Boonsitivaraporn | Executive Vice President Operation                    |
| 4) Ms. Suparat Ngamsuptaweekoon | Senior Vice President Legal and Compliance            |
| 5) Ms. Aunypach Peerapakdeepong | Senior Vice President Marketing CHEWA Condo           |
| 6) Mr. Jerdpong Meephadung      | Senior Vice President Chewa Care & Customer Relations |
| 7) Ms. Chanitsara Yingnork      | Company Secretary                                     |

#### In attendance

- 1) Agent of Auditors from EY Office Limited
  - (1) Ms. Rungnapa Lertsuwankul Auditor
  - (2) Ms. Nawaporn Kuko Auditor
  - (3) Ms. Jaruayporn Banlengrom Auditor
- 2) Financial advisors from Advisory Alliance & Partners Company Limited
  - (1) Mr. Pornbhuda Rijiravanich Financial advisor
  - (2) Mr. Tossaporn Choowuttichao Financial advisors
- 3) Independent Legal Advisor from Kudun & Partners Company Limited  
Ms. Thitawan Thanasombatpaisarn

In the examination of votes on each agenda, the Company invited the independent legal advisors from Kudun and Partners Limited, that is not responsible for answering questions on accounting in the general meeting of shareholders, who are independent and without any interest in the Company, to represent the shareholders in examining the votes in the meeting in order to promote the transparency of voting procedures while monitoring the Annual General Meeting to be transparent, legitimate and compliance to the Company policies. Hence, the Company allowed the shareholders to assign representatives for the observation at the vote counting area in which the shareholder and the proxy were observing namely (1) Pol.Lt.Col. Sathian Wittanamala (2) Pol.Lt.Col. Preecha Wannahong.

The meeting facilitator further invited Ms. Chanitsara Yingnork, Company Secretary, to inform the details of the meeting and the voting process.

**Ms. Chanitsara Yingnork**, Company Secretary, (“Company Secretary”) explained the registration and the counting of votes in the Annual General Meeting. The Company has applied barcode system to facilitate the meeting which was able to reduce the period in the counting process of each agenda. OJ International Company Limited was assigned to perform the process and the voting results on each agenda item requiring the resolution were immediately presented. The voting process on each agenda and details of the Annual General Meeting were explained to the shareholders as follows:

- For voting, only the ballots given upon the registration are used and each shareholder holds the number of votes equivalent to the shares, 1 share represents 1 vote. For proxy holders, the vote rights will be referred from the letter of authority written by the shareholders whether to agree, disagree or abstain on each agenda. The proxy holders have no rights in casting the votes in the meeting. For voting, the shareholders are required to put a mark on the ballots whether to agree, disagree or abstain. In case any

there is more than one box marked, cancellation marks or any texts without signature, the Company shall consider the ballots invalid.

- To allow shareholders to ask questions and express opinions at the meeting, after the directors' explanations of each agenda, the Chairman or who is appointed by the chairman will answer questions from the shareholders who have deposited their written questions to the Company officers at the registration counter or in the meeting room, so the meeting was conducted by the firm. The company will answer the important point questions to that agendas. By asking for permission not to bring up all the questions here. The rest of the questions will be answered on the company's website later.

After answer the question, the Chairman will ask the shareholders to vote. If any shareholders disagree with the directors' presentation or would like to abstain from that agenda, there will be an officer to pick up the Ballot.

- In case, there are no shareholders having different opinions from the directors' opinions, disagree or abstain, the Chairman shall proceed to the following agenda and consider the resolution is settled or approved as the directors has proposed on that agenda. Hence, the Company will announce the voting results of each agenda.
- If there are any shareholders disagree with the directors' presentation or would like to abstain in any agency, the Chairman will required to the shareholders raise their hands and submit the ballots prepared during the registration to the Company's officers upon particular agenda. Such votes will be collected to announce the results of the agenda; agreed, disagreed, abstained and invalid. The counting of votes shall be calculated by the deduction of disagreed or abstained votes from total votes.

For the shareholders granted the proxy to another person and casted the votes for each agenda; agreed, disagreed or abstained, the Company shall record the votes based on the requirements into the computer system to count the votes for the resolution of each agenda.

- On the agenda of appointing the directors to succeed the directors with completed terms, the shareholders may disagree with the directors appointed. Therefore, to allow the shareholders to give independent opinions, the Company shall ask the appointed directors to leave the meeting room and for the transparency, the Company asks the shareholders to cast their votes to appointment of the directors by person on the ballots given during the registration. For the effective meeting process on the agenda of appointing the directors to succeed the directors with completed terms, the Company shall collect the ballots one at a time by person after the shareholders approved the appointment of 2 directors at the same period to reduce the time consumption in collecting the ballots and the voting results. Also, to comply with good corporate governance, the company will collect the ballots from all shareholder who attends the meeting. Both if the shareholders agree, disagree and abstain, after the meeting.
- Any shareholders who are questioning about the voting process are able to ask the officers. In this Annual General Meeting, the Company has managed a record of the meeting and published on the Company's website, [WWW.CHEWATHAI.COM](http://WWW.CHEWATHAI.COM), for any shareholders who are interested and unable to attend the meeting.

Later, the Company Secretary invited the Chairman to conduct the meeting for the following agenda.

The Chairman informed the shareholders from November 12, 2021, to January 12, 2022, the Company gave the opportunities for the shareholders to propose the agenda for the 2022 Annual General Meeting along with the criteria in agenda proposal via Stock Exchange of Thailand's and the Company's websites. No agenda has been proposed to the board of directors to be stated as agenda for this Annual General Meeting. Agenda 1 was then proceeded.

**Agenda 1 : To consider the Minutes of the 2021 Annual General Meeting which was held on April 1, 2021.**

The Chairman informed the Company arranged the 2021 Annual General Meeting, held on April 1, 2021 and prepared the minutes with correct and thorough information. A copy of the minutes of the 2021 Annual General Meeting has been enclosed Attachment 1 together with the invitation to the meeting. The Chairman proposed the meeting to approve the minutes of the 2021 Annual General Meeting held on April 1, 2021.

On this agenda, the votes will be counted towards majority votes from the shareholders present in the meeting and casted the votes. If the votes are equal, the Chairman shall cast his vote as a decisive vote.

The Chairman asked if there are any questions or inquiries for the minutes of the 2021 Annual General Meeting, held on April 1, 2021.

After the Chairman asked the meeting for any inquiries and no shareholders asked any questions or leave any comments, the Chairman then asked the meeting to approve the Minutes of the 2021 Annual General Meeting which was held on April 1, 2021.

**Resolution** The Meeting adopted the minutes of the 2021 Annual General Meeting of shareholders on April 1, 2021 with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	980,496,197	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total of 58 shareholders, representing 980,496,197 votes.		

Remark

- The agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.
- There were 4 additional shareholders attending the meeting, representing 445,721 votes.

**Agenda 2 : To acknowledge the report of the Company's operating results for the fiscal period ending December 31, 2021.**

The Chairman asked Mr. Boon Choon Kiat, Managing Director, to inform the details of this agenda.

Mr. Boon Choon Kiat clarified overview of the company in 2021.

1. The Company's products are divided into 2 groups as follows:

- (1.1) Condominium divided by price in each product group (1.1.1) Chewathai Residence Condominium around 150,000 baht per square meter (1.1.2) Chewathai around 90,000-150,000 baht per square meter (1.1.3) 8-floor condominium Chewathai Hallmark at 50,000-90,000 baht per square meter.
  - (1.2) Low-rise house divided by price in each product group (1.2.1) single house Chewawan in the size of 100 square wah price of 20-40 million baht (1.2.2) single house Chewarom size of 50-80 Square Meter price of 8-18 million baht (1.2.3) Townhome Chewahome price at around 2-5 million baht (1.2.4) Commercial building or Home Office Chewabuz Home price of 5-7 million baht.
  - (1.3) Joint Venture (1.3.1) Chewa Heart Premium Townhome in the heart of the city the company holding shares at 70% (1.3.2) Autium Phuket the company holding shares at 25%, Senior living project in Kamala Phuket in 2021. The company launched 2 condominium products including Chewathai Pinklao with project value of 1,587 million baht and Chewathai Hallmark Lat Phrao-Chokchai 4 Phase 1 Project value of 1,100 million baht.
2. Activity promoting relationship with main people with interest such as customers, employees, business partners, community and environment
    - (2.1) The mission of the company specifies that the company takes care of customers as if they're life partners. Customer group are the main group with interest important to the company. In 2021 it is the year of Covid-19, the company arranges activity at suitable time and it follows the measure specified by the government such as arranging activity according to festival to promote auspice in Chinese New Year Festival 2021, merit making activity by inviting monks from temple of each project to receive food and things to reduce travelling and risk of house owners in each project, increase standard of working of housekeepers and security guards in every project by arranging training to cope with emergency. There is internal fire suppression drill and training of household on the safety during Covid-19 by experts, quality inspection activity of rooms for customers in the project free of charge for the safety of customers including electrical system, water supply and general system, Chewacare joining in promoting health inspecting activity without charging expense in various activities along with health alliance including Bangpo hospital, Phayathai hospital groups and Paolo hospital, Chewacare joining with Mini Big C arranging service of moving convenience store to provide convenience to residents of Chewathai during Covid-19, arranging expert team to sterilize Covid-19 in every project of the company for 100%, prepare to cope with emergency such as arranging sand bag to protect water and prepare boat for emergency in the project, promote annual meeting activity of condominium juristic person and in every activity of the old project of the company, when the spreading situation of Covid-19 started to improve, the company will arrange Exclusive movies viewing activity for residents with social distancing for safety, the company joins with alliance and various shops to arrange special rights and discounts for customers in every project to receive the right in Chewa Privilege.
    - (2.2) The company maintains and determines to develop the ability of human resource in the company continuously. The company personnel group is dedicated in developing personnel of the company to increase the ability in every aspect continuously. In the year 2021, the company has total of 140 employees. Total employees receiving training at 98.23% which is the average of 51.18 hours per employee. The company arranges ethics training and Code of Conduct for 100%.

The work accident was 0% and there was no violation of ethics or Code of Conduct. Training activity for internal employees to promote knowledge between employees or Knowledge Sharing have many courses such as being smart in choosing and buying computer and IT equipment, learning how to insert oneself in delicate searching by Google beginner edition, negotiation technique of win-win solution, management of market budget of low-rise real estate, training to build ethics and code of conduct for anti-corruption etc and there is activity of online training with outside agency to promote knowledge to employees in managing garbage by Phra Tipakorn Ariyo of Wat Jak Dang environment learning center and merit making activity of company founding anniversary at the head office, Lumpini Tower Building, 27th floor, on 13 March 2021.

- (2.3) The company promotes good and sustainable relationship with business partners and business alliance, customer group. The company arranges meeting with contractor of every project regularly every month. The company has total of 390 business partners which is the total purchase value of 331,437,345 baht and 174 high-rise project contractors at 291,227,591 baht. Moreover, the company has good relationship between each other. There are meetings with business partners regularly. There are activities that executive visiting projects with contractor business partners in every project, business partner activity to control and verify the progress of the construction of the project for quality of quality rooms. The company cooperates with business partners in lecturing activity on management of garbage from Wat Jak Dang Environment Learning Center and donation of plastic bottle for upcycling into monk clothes and PPE for monks to conduct religions activities.

There was social and community activity during the spreading of Covid-19. Every employee join in arranging the project "From one giver to one receiver." Employee joining in donating survival bag to workers of business alliance so that everybody can get through the crisis together. The company creates good relationship with surrounding environment of the project by surveying and following up on the construction and living of community continuously. Activity of separating plastic bottle garbage for donation to create income to community, activity of separating brown card box for sending for upcycling as field beds to support Covid-19 patients by cooperation between the company and SCG recycle. The company joins with SCG in sending representative as a trainer to give knowledge and inspiration on garbage management in Thailand Sustainability Expo 2021 which is an activity publicizing new age people to interest the environment especially management of garbage according to the concept of Circular economy. The company also helps underprivileged children in the activity of giving scholarship for study, sport and culture to schools in Ban Pa Lao, Mae Ta District, Lamphun province in 2021. The Office of Basic Education Commission has considered selecting the company as the only benefactor of the Office of Basic Education Commission of 2021 in the country.

### 3. Principle promoting activity for good governance

- (3.1) Anti-corruption in the 3rd quarter of 2021, the company was renewed the member certificate of Collective Action Coalition Against Corruption or CAC. Such certification is valid for 3 years which will be expired again in 2024 showing the principle in conducting the business with fairness and abides by the responsibility to the society and people with interest in every group according to

the good governance principle in 2021. The company still watches out for the risk and inspect existing control standard whether it is efficiency consistent with the current situation or not. There is arrangement of the training "promoting ethics and code of conduct to fight corruption in the organization" and renew certification of CAC to show that the company has the policy and anti-corruption guideline completely according to the criteria.

The channels for complaining and notifying clue to the inspection committee of Chewathai Public Company Limited No 1168/80, Lumpini Tower, 27th Floor, Unit D, Rama 4 Road, Tung Maha Mek Sub-district, Sathon District, Bangkok Metropolis 10120. Email address: auditcommittee@chewathai.com, Call center 1260 press 4 or the project of You Sue, You Listen email address: boon-fung@hotmail.com.

- (3.2) The survey result of Corporate Governance Report of Thai Listed Companies 2020 by Thai Institute of Directors (IOD), the company receives Excellent scores with 5-star symbol for the 3rd consecutive year showing that the company prioritizes the business operation in a sustainable way and adjust the role and leadership condition of the committee in a more aggressive way which follows the principle in CG Code and consistent with the anticipation of investors.
- (3.3) The assessment of the quality from general shareholder meeting year 2021 by Thai investor promotion association, the company receives the full 100 scores or excellent level for 3 years in a row which shows intention of the company in considering the right and equality of shareholders in every group and so that shareholders can participate in the work management.
- (3.4) Activity of relative investors 2021 to disclose data of the company to investors including Opportunity Day activity or listed company meeting investors to notify data on the business and work operation of the company to securities analysts, investors, the media through VDO Conference of the Stock Exchange of Thailand that the company arranges in every quarter, the activity Roadshow meeting the asset company and investors every quarter, plan declaration activity for 2021, activity of shareholders visiting the business at Chewarom Nakhon In Project and general shareholder meeting of 2021 etc.

#### 4. Work operation result of the company the company in 2021

- The value of newly opened project 2,687 million baht is increased from the previous year at 4%, the sale amount or presales 2,685 million baht which has increased from the previous year 20%. The total of income of 2,137 million baht which has increased from previous year at 30% consisting of income from low-rise project 722 million baht, the income from high-rise project at 1,371 million baht, other income 45 million baht, net profit 70.13 million baht which is reduced from previous year at 42%, the income pending sale amount or backlog on December 31, 2021, was at 1,840 million baht which was reduced from previous year at 16%.

The income from selling real estate 2,091.89 million baht. The real estate selling capital or cost of goods old was at 1,543.04 million baht. The initial profit or gross profit was at 548.85 million baht which has increased from the previous year at 63%. The Operating profit was at 70.13 million baht which was increased from the previous year at 175% which in the year 2020 the company has operating loss at 93.36 million baht because in 2020, it was the first year of Covid-19 and the company is greatly affected but the factory at Amata City Rayong province was sold making the

company to have profit at 120.43 million baht. Therefore, in the year 2021, the net profit was from the operating profit in the whole amount.

- The company has received approval from the general shareholder meeting of 2019 specifying the amount of issued debenture of 4,500 million baht. On April 1, 2022, the company used the amount for issuing debenture (after deducting the amount of the company that the company issues debenture and redemption of such debenture) in the amount of 1,842.07 million baht and the rest is in the amount of 2,657.93 million baht.

#### 5. Strategy and work operation plan of 2022

- Year 2021 is the second year of Covid-19 especially, the Delta variant that spread and affect the whole world. There was lockdown measure between April to November 2021, curfew restaurants, convenient stores, fresh market. Department stores opened only supermarket, pharmacy and pharmaceutical products and opened to only 20.00 hours. Request of cooperation from every sector to work from home, reduction of travel in the area and stop traveling across countries, no activity with more than 5 people and receiving good vaccine.

GPD grows at 1.9%. Export increased at 17.7% whereas import increased at 16.6%. Private consumption increased at 0.3% and it is expected that in 2022, it will increase at 3.5-4.5%. The vacancy rate was at 1.93%. NPLs increased at 2.97%. The amount of the money is 530 billion bahts the real estate segment of 17.33%.

- In 2022, it is expected that the various situation starts to improve. The trend of real estate market expects to grow at 15-20%, BOT and NESDC expect the Thai economy to grow 3.5-4%. More LTV reliving measure, the measure of transfer fee reduction and mortgage of product with the price lower than 3 million baht.
- Short-term strategy (1) speed up on removing remaining goods (2) increase quality and aftersales service (3) finding alliance for joint venture (4) speed up on selling goods of the project to conduct project financing loan to be at zero (5) focus on conducting hard sell marketing by focusing on target group customers and target area.
- The target of 2022 in the amount of 2,800 million baht divided into low-rise project 38% and high-rise project 82%.
- Year 2022, the company expects to have 2 finished project and can recognize income in this year (1) Chewathai Pinklao expects to be transferred in the quarter 2-3 (2) Chwathai Hallmark Latphrao-Chokchai 4, phase 2 expects to complete and recognize the income immediately in the fourth quarter.
- Backlog on 31 December 2021 in the amount of 1,840 million baht. Low-rise product at 220 million baht and High-rise project of 1,620 million baht.

Investment plan in 2022, the target of finding 6 plots of land for development with the project value of around 5 thousand million baht, investment value of 1,200 million baht which is divided into project financing 720 million baht and working capital and debenture of 480 million baht.

Finding 6 plots of land for developing including the land for developing 8-storey condominium under the brand Chewathai Hallmark for 3 plots, the land for developing single house for 3 plots under the brand Chewarom 2 plots and Chewawan 1 plot.

6. All the projects of the company in the last 40 years with the total of 26 projects with total value of 24,998 million baht (not including Autium Phuket the company holding shares 25%) consisting of 2 projects under construction worth 2,581 million baht, 16 finished projects value of 15,062 million baht, 8 sold projects value of 7,355 million baht.

- The sold out project are (1) Chewathai Ratchapararop (2) The Surawong (3) Chewathai Ramkhamhaeng (4) Chewathai Interchange (5) Chewathai Hallmark Ngamwongwan (6) Chewathai Hallmark Jangwattana (7) Chewarom Rangsit-Don Muang (8) Chewathai Residence Bangpo
- Finished projects
  - 7 projects of condominium including (1) Chewathai Petchakasem 27 in March have been sold out (2) Chewathai Residence Asoke only 5 rooms left expected to be sold out during the 2-3 quarter of this year (3) Chewathai Hallmark Charan 13, there are only 3 units left and expected to be sold out during this 2-3 quarter (4) Chewathai Kaset-Nawamin (5) Chewathai Residence Thonglor (6) Cheathai Hallmark Lat Phrao-Chokchai 4 (7) Cheathai Pinklao.
  - 7 low-rise projects including (1) Chewawan Pinklao-Sathon (2) Chewarom Nakhon In (3) Chewa Beach Home Akachai-Bangbon (4) Chewahome Suksawat-Pracha Utit (5) Chewahome Wong Wang - Lam Luk Ka (6) Chewa Home Rangsit-Pathum (7) Chewa Home Bangkok-Pathum.
  - Joint Venture of 3 projects including (1) Chewa Heart Sukhumvit 36 (company holding share 70%) (2) Chewa Heart Sukhumvit 62/1 (company holding share 70%) (3) Autium Phuket (company holding share 25%)

In addition, The Company will organize the Company visit as the opportunities for investors to visit the Company's business. If any shareholders wish to participate, please fill in the registration form to the Company's officers, the terms and conditions shall be informed later.

**The Chairman** mentioned the presentation of 2021 operating result and some part of 2022 action plan, the directors has the resolution to propose to the Annual General Meeting to consider the acknowledgement, which was considered correct and sufficient. The details are featured via QR Code link in the Attachment 16, which was previously submitted to the shareholders together with the invitation to the meeting and as this agenda is only to inform the information, no voting is counted.

**The Chairman** allowed the meeting to ask for additional information. However, the shareholders hadn't any suspicion or any comments.

**Resolution**      **The Meeting resolved to acknowledged the report of the Company's operating results for the fiscal period ending December 31, 2021, as proposed.**

**Agenda 3 : To consider the financial statements for the fiscal period ending December 31, 2021.**

**The Chairman** assigned Mr.Thanisorn Nitisaropas, Deputy Managing Director of Finance and Accounting to explain the details to the meeting.

**Mr.Thanisorn Nitisaropas** informed that, to comply with Section 112 of the Public Limited Companies Act, B.E. 2535 (1992) (including the amendment) and the Articles of Association of the Company, Article 39, the Board of Directors has prepared a statement of financial position for the accounting period ending on December 31, 2021. The statement of financial position for the accounting period ending on December 31, 2021 has been audited and certified by the certified public accountant of the company and passed the review of the Audit Committee already. The auditor had opinion to financial budget of the company and subsidiaries and specific budget of the company shown on December 31, 2021, the work operation result and the cash current for the same ending year was substantially correct and proper according to the financial report standard.

Management Discussion and Analysis or MD&A, the details are featured via QR Code link in the Attachment 16, which was previously submitted to the shareholders together with the invitation to the meeting.

In 2021 the company and subsidiaries had total income of 2,136.67 million baht which was increased from the previous year of 493.35 million baht or 30.02%.

- Total revenues of the Company consist of
  - Revenue from real estate sales of 2,091.89 million baht or 97.90% of total revenue. An increase of 469.64 million baht from the previous year or 28.95%.
  - Other income of 44.78 million baht or 2.10% of total revenue. An increase of 23.71 million baht from the previous year or 112.53%.
- Cost and Gross profit
  - Cost of real estate sold of 1,543.04 million baht. An increase from last year of 257.88 million baht or 20.07%. According to the increased cost.
  - The gross margin of real estate sales increased from the previous year by 20.78% to 26.24% due to the increase in selling prices in 2021. In the past year 2020, sales prices have been reduced according to the situation to expedite the Release of inventories.
- Total selling and administrative expenses amounted to 413.84 million baht, an increase of 20.18 million baht from the previous year or 5.13% compared to the total Expenses of the previous year. The company has a rate of selling and administrative expenses to Total revenue. decreased from last year from 23.96% to 19.37%.
- Proceeds from investment in the joint business and joint companies
  - Proceeds from investment in joint venture is recognition of proceeds from investment in Chewathai Hup Zoon Co., Ltd which the company holds share at 50% making the company to recognize proceeds from investment money in joint venture of 0.75 million baht
  - Chewa Heart Co., Ltd, the company holds share of 70% making the company to recognize proceeds from loss of investment in the joint venture 6.87 million baht.
  - Profit proceeds from investment in joint company is recognition of profit proceeds from investment in Kamala Senior Living Co., Ltd, the company made the joint venture contract holding share at 25%, the company recognizes loss from investment money in the joint company at 4.08 million baht.

- From the operating results of the year 2021, the company had a net profit for the period of 70.13 million baht and a net profit margin of 3.28%, a decrease of 50.30 million baht from the previous year or a Decrease of 41.77% because the last year the company had sold factories. That resulted in a profit during the period from discontinued operations of 213.80 million baht.  
if comparing with the net profit (loss) from operation, the company has increased profit from previous year of 163.50 million baht or increased at 175.11%.
- Statement of financial position as of December 31, 2021, consists of
  - Total assets amounted to 6,760.27 million baht, an increase of 77.26 million baht from the previous year or an increase of 1.16%.
  - Total liabilities amounted to 4,855.90 million baht, an increase of 33.77 million baht from the previous year or an increase of 0.70%.
  - Shareholders' equity amounted to 1,904.37 million baht, an increase of 43.49 million baht from the previous year or an increase of 2.34%.
- Total assets increased by 1.16%, as mentioned above, increased from current assets, namely:
  - Trade and other receivables amounted to 33.42 million baht, an increase of 10.7 million baht from the previous year, increased by 46.77%.
  - Assets recognized from the cost of acquiring contracts with customers 22.38 million baht, An increase of 19.46 million baht from the previous year, increased by 666.44%.
  - Other current assets of 119 million baht, an increase of 81.76 million baht, increased by 219.55% due to the accumulated money the Company paid to the long-term bondholders' representative No. 2/2020, Series 2, for the repayment of such debentures. Under the terms, conditions, rights, and obligations of the debenture issuer and debenture holder, the Company has the right to redeem or repay the principal of the debentures in part or all.

As for non-current assets are long-term loans from related parties as of December 31, 2021, amounting to 308.25 million baht, an increase of 50.71%.

- Total liabilities of 4,855.89 million baht, an increase of 33.77 million baht from the previous year or a 0.70% increase from short-term loans from related parties. and long-term loans from financial institutions included issuing debentures to use as investments in future project developments
- Shareholders' equity amounted to 1,904.37 million baht, an increase of 43.49 million baht from the previous year, or increased by 2.34% due to the company's net profit for the year 2021 from operating results.
- D/E ratio decreased to 2.55 times and interest-bearing debt ratio or IBD ratio increased to 2.19 times

**The Chairman** said that the Board of Directors has considered and agreed to propose to the Annual General Meeting of Shareholders to approve the financial statements for the fiscal period ending December 31, 2021, which were audited and certified by the auditor of EY Company Limited and approved by the Audit Committee already. Therefore, they are proposed to the meeting for approval.

This agenda will count the votes by taking a majority vote of the shareholders who attend the meeting and vote. If there are equal votes, the Chairman of the meeting shall give an additional vote as a casting vote.

The Chairman allowed the meeting to ask for additional information.

Ms. Superanat Kaweevat (shareholder coming by oneself) asked to explain the work plan of the project CHEWA Renue.

The chairman assigned managing director to answer questions.

Mr. Boon Choon Kiat, notified that.

- CHEWA Renue, agency established to enter the second-hand market of the house and condominium to auction asset from the case enforcement department in the price lower than the market at 50-70%. The current date, the company can auction 6 assets including house and townhome for 5 assets and 1 condominium asset.
- CHEWA Renue started on December 2021 with the target of 2022 to auction 45-50 assets and in the year 2023 will auction 70-80 assets. In the 3 years between 2022-2025, the total target is 450 million baht with the target of GP 25-30% which is not different from GP of low-rise house that the company is operating.
- After auctioning asset from legal execution department, the company will use time in renovating around 3-4 months which in that time the company will conduct marketing via online advertising. If combining the total time from auctioning asset until renovating, it would take around 7-8 months. The company can sell turnaround project quickly and faster than buying a new plot of land and develop it.
- IRR cannot respond because each asset will come at different period of time but if considering from the target of GP 25% under the period of 6-8 months, it would be a good return rate.

The Chairman asked the meeting for any inquiries and than no shareholders asked any questions or leave any comments, the Chairman then asked the meeting to consider the financial statements for the fiscal period ending December 31, 2021.

**Resolution** The Meeting unanimously approved the financial statements for the fiscal period ending December 31, 2021 with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	983,241,608	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total of 62 shareholders, representing 983,241,608 votes.		

Remark

- The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.
- There were 4 additional shareholders attending the meeting, representing 2,745,411 votes.

**Agenda 4 To approve the allocation of profit as legal reserve and payment dividend according to the operation results in the year 2021.**

**The Chairman** assigned Mr.Thanisorn Nitisaropas, Deputy Managing Director of Finance and Accounting to explain the details to the meeting.

**Mr.Thanisorn Nitisaropas** clarified that, to comply with Section 116 of the Public Limited Companies Act, B.E. 2535 (1992) (including the amendment) and the company's Articles of Association, Article 45, they defines that "the company shall allocate part of the annual net profit as a reserve not less than five (5) percent of the annual net profit, deducted with brought forward deficit (if any) until this reserve is not less than ten (10) percent of the registered capital. In addition, Section 115 of the Public Limited Companies Act, B.E. 2535 (1992) (including the amendment) and the company's Articles of Association, Article 44 defines that "the company prohibits dividend payment from other types of money other than the earnings. In the event that the company still has had a deficit, no dividend shall be paid." For the purpose that, the company's dividend payment policy requires the company to pay dividends from the separate financial statements at a rate of not less than 40% of net profit after deduction of tax, legal reserve and other reserves (if any), whereby the Company's Board will have power to consider paying dividend by taking various factors into consideration for maximum benefit of the shareholders, such as reserve fund for loan repayment, investment plan for business expansion, or cash flow support in case of any impact from changing market condition, for example.

In 2021, the Company had net profit of separated financial statement amounting to Baht 87,083,900 and accumulated profit amounting to Baht 354,005,981. The meeting was therefore proposed to consider allocating net profit of 2021 as legal reserve at five percent of net profit of the separated financial statement, representing the amount of Baht 4,354,195 or 0.34 percent of registered capital.

The meeting was also requested to approve dividend payment for overall operation of 2021 at the rate of Baht 0.0259 per share, totaling Baht 33,091,881 or 40 percent of net profit of the separated financial statement after deducting corporate tax and all provisional reserves required by law and by the Company, following the dividend payment policy, the Board of Directors have the power to consider paying dividend by taking various factors into consideration for the maximum benefit of the shareholders

The Record Date for dividend entitlement on April 12, 2022 and dividend payment date on April 29, 2022.

**The Chairman** that the Board deemed appropriate to propose for the ordinary shareholders' meeting to consider approving the allocation of net profit as legal reserve and approving dividend payment for overall operation of 2021.

This agenda will count the votes by taking a majority vote of the shareholders who attend the meeting and vote. If there are equal votes, the Chairman of the meeting shall give an additional vote as a casting vote.

**The Chairman** gave the opportunity to the meeting to ask for additional information related to the allocation of profit as legal reserve and payment dividend according to the operation results in the year 2021.

No shareholders asked any questions or leave any comments, the Chairman then asked the meeting to approve the allocation of profit as legal reserve and payment dividend according to the operation results in the year 2021.

**Resolution**      **The Meeting to unanimously approved the allocation of profit as legal reserve and payment dividend according to the operation results in the year 2021 with the following votes.**

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	983,241,608	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total of 62 shareholders, representing 983,241,608 votes.		

Remark

- The resolution on this agenda item must to approve with a majority of the total votes of the shareholders attending the meeting and casting their votes.
- There were no additional shareholders attending the meeting.

**Agenda 5**      **To consider the appointment of the directors to replace the directors who will retire by rotation.**

The Chairman assigned Ms. Chanitsara Yingnork, Company Secretary to explain the details to the meeting.

Ms. Chanitsara Yingnork, informed that, in order to comply with Section 71 of the Public Limited Companies Act, B.E. 2535 (1992) and the company's Articles of Association, Article 17, they stipulate that "At every annual general meeting, one-third (1/3) of the number of directors at that time shall resign from the position. If the number of directors cannot be divided into exactly three parts, it shall be the nearest number to one-third (1/3). The directors who leave the position may be selected to return to the position again.

The Directors who must leave the position in the first and second years after registering the company shall draw lots. For the subsequent years, the director who is in the position with the longest time shall leave the position."

In the 2021 Annual General Meeting of Shareholders, there are 2 directors who will be leaving the position as follows (1) Mr. Chartchai Panichewa, Chairman of the Board of Directors/Chairman of the Executive Committee (2) Mrs. Supaporn Burapakusolsri, Independent Director/Chairman of the Audit Committee/Chairman of Risk Management Committee/Member of Nomination and Remuneration Committee/Member of Corporate Governance Committee.

From November 12, 2021 to January 12, 2022, the Company provided an opportunity to individual shareholders to nominate persons who deem appropriate to be selected as directors of the Company through the news system of the Stock Exchange of Thailand and published on the company website. It appeared that no shareholder nominated persons to be appointed as directors of the company to have a resolution of this Annual General Meeting of Shareholders.

The company invited the directors were nominated to take a rest at the reception room so that the shareholders could discuss their opinions independently and transparently.

Since the appointment of directors must seek approval from the Annual General Meeting of Shareholders to appoint individual directors, the resolution of this agenda must be approved with a majority vote of the shareholders attending the meeting and casting their votes. Therefore, the company asked the meeting for consideration by individual as follows.

The Board of Directors, excluding the stakeholders, have agreed with the proposal of the Nomination and Remuneration Committee in which, 2 directors, who have to retire by rotation have passed the screening process with cautious consideration with of the Board of Directors in order to ensure that the persons nominated this time have qualifications suitable for the company's business, have complete qualifications, and have no prohibited characteristics under the Public Company Limited Act. Moreover, they are able to perform duties with responsibility, caution, and honesty in accordance with the law, the objectives, and the articles of association of the company as well as the resolutions of the general meeting of shareholders.

For the nomination of Mrs. Supaporn Burapakulsri to the shareholders' meeting to consider and elect to serve as the Company's independent director for another term. Even though he has served as an independent director for 7 years, if she is elected this time, her term will be 10 years in a row. Because the Board of Directors believes that Mrs. Supaporn Burapakusolsri is a person with a wide range of knowledge, abilities, and experiences which will play an important role in helping to develop and make the Company's business success as targeted. Independent directors who can express their opinions independently and under the relevant rules.

Each of them has done the following benefits.

1) Mr. Chartchai Panichewa

- Be the leader of the Board of Directors in carrying out the duties of the directors in accordance with the laws, objectives, and regulations as well as the resolutions of the shareholders' meeting with integrity and prudence to protect the interests of the company.
- Be a leader of the Board of Directors in monitoring, supervising the administration of the Board and sub-committees to be in accordance with the vision, mission and important policies of the company.
- Be the leader of the Board of Directors in promoting and recommending so that the company's operations comply with the principles of good corporate governance.

2) Mrs. Supaporn Burapakusolsri

- Being the leader of the Audit Committee in supervising, recommending so that the internal audit system of the company is appropriate and efficient.
- Be the leader of the Risk Management Committee to supervise, review, recommend so that the company has tools to manage risks that are appropriate for the business operation.
- Promote, recommend, give opinions on the selection of qualified candidates to hold important positions, including consideration of appropriate remuneration.

- Promote, recommend, give opinions on the operations to be in line with the good corporate governance principles.

The details about history, educational background, work experience, shareholding ratio in the company, being a director in other companies of the directors who must leave the position due to the end of the office term and are nominated for re-election for another term appear in the Attachment 3, which was sent to the shareholders together with the invitation letter.

**The Chairman** said this agenda would count the votes by holding a majority vote of the shareholders attending the meeting and voting. If there are equal votes, the Chairman of the meeting shall cast an additional vote as a casting vote.

**The Chairman** gave the opportunity to the meeting to ask for additional information related to the appointment of directors to replace the directors who meet the end of the office term.

No shareholders asked any questions or leave any comments, the Chairman then asked the meeting to consider and approve the appointment of the directors for the replacement on an individual basis including

- 1) Mr. Chartchai Panichewa voted in the ballot number 5.1
- 2) Mrs. Supaporn Burapakusolsri voted in the ballot number 5.2

**Resolution** The Meeting unanimously approved the appointment of 2 directors, namely: (1) Mr. Chatchai Panichewa (2) Mrs. Supaporn Burapakusolsri, to replace the directors who will retire by rotation with the following votes:

1. The meeting unanimously approved the appointment of Mr. Chatchai Panichewa to be a director for another term with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	983,241,608	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total of 62 shareholders, representing 983,241,608 votes.		

2. The meeting unanimously approved the appointment of Mrs. Supaporn Burapakusolsri to be a director for another term with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	983,241,608	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total of 62 shareholders, representing 983,241,608 votes.		

## Remark

- This agenda item must be approved with a majority of the total votes of the shareholders attending the meeting and casting their votes.
- There were no additional shareholders attending the meeting.

The Chairman invited the directors were nominated to return to the meeting room and clarified to the 2 directors to acknowledge the resolution that the meeting approved the appointment of 2 directors to be re-elected as a director for another term.

**Agenda 6 To consider the determination of the remuneration for directors and committees for the year 2022.**

The Chairman assigned the Ms.Chanitsary Yingnork, Company Secretary to clarify details to the meeting.

Ms. Chanitsara Yingnork clarified that, to comply with Section 90 of the Public Company Act BE 2535 (including additional amendments), the company is prohibited from paying money or any other assets to the directors. Unless paid as compensation according to the company's regulations. In accordance with the Article 22 of the company's regulations, The directors are entitled to receive remuneration from the company in the form of rewards, meeting allowances, gratuities, bonuses or other forms of remuneration as determined by the shareholders' meeting and resolution.

The process of cautious consideration has been proceeded and given to the members of the Nomination and Remuneration Committee, which have determined the remuneration by adhering to the guideline that is to consider compensation from the operating results combined with the size of the business of the Board of Directors' responsibilities by comparing with other listed companies in the Stock Exchange of Thailand that have market capitalization similar in size to the company, set remuneration for the Board of Directors and Sub-committees for the year 2022 at the same rate as the year 2021 as per the following details:

The remuneration for directors and committees for the year 2022.

1) Remuneration for the Board of Directors

	<u>Monthly Compensation</u>	<u>Meeting Allowance</u>
Chairman of the board	60,000 Baht per month	60,000 Baht per time
Directors	10,000 Baht per month	40,000 Baht per time
Independent Directors	10,000 Baht per month	20,000 Baht per time

2) Remuneration for Sub-committee (Other than the remuneration of directors)

2.1) Remuneration for Executive Committee

	<u>Meeting Allowance</u>
Chief Executive Officer	100,000 Baht per time
Executive Director (does not participate in the administration)	60,000 Baht per time

2.2) Remuneration for Audit Committee

	<u>Meeting Allowance</u>
Chairman of the Audit Committee	40,000 Baht per time
Audit Committee	20,000 Baht per time

2.3) Remuneration for Nomination and Remuneration Committee

Meeting Allowance

Chairman of the Nomination and Remuneration Committee	40,000 Baht per time
Nomination and Remuneration Committee	20,000 Baht per time
2.4) Remuneration for Corporate Governance Committee	
	<u>Meeting Allowance</u>
Chairman of the Corporate Governance Committee	10,000 Baht per time
Corporate Governance Committee	5,000 Baht per time
2.5) Remuneration for Risk Management Committee	
	<u>Meeting Allowance</u>
Chairman of the Risk Management Committee	10,000 Baht per time
Risk Management	5,000 Baht per time

In addition, the determination of special benefit for the Board of Directors required approval from the ordinary shareholders' meeting under the Nomination and Remuneration Committee's scrutiny, by adhering to the procedures, i.e. considering remuneration based on business size and responsibility of the Board, and comparing with other companies listed in the Stock Exchange of Thailand having market capitalization similar to the Company.

The Board deemed appropriate to pay bonus for overall operation of 2021 to the directors except managing director, at the amount not exceeding one percent of money equivalent to dividend payable, or not exceeding Baht 330,918.81 having the Chairman of the Board to allocate special benefit to the directors.

**The Chairman** said this agenda must be approved by two-thirds votes (2/3) of the total votes of the shareholders attending the meeting.

**The Chairman** gave the opportunity to the meeting to ask for additional information related to the determination of the remuneration for directors and committees for the year 2022.

No shareholders asked any questions or leave any comments, the Chairman then asked the meeting to consider the determination of the remuneration for directors and committees for the year 2022.

**Resolution**     **The Meeting unanimously approved the determination of the remuneration for directors and committees for the year 2022 with the following votes.**

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting
Approved	983,241,608	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total of 62 shareholders, representing 983,241,608 votes.		

Remark

- The resolution on this agenda item shall be passed by a vote of (2/3) on less than two-thirds of the total votes cast by the shareholders attending the meeting.
- There were no additional shareholders attending the meeting.

**Agenda 7      To consider the appointment of the auditor and the determination of the audit fees for the year 2022.**

**The Chairman** assigned Mr.Thanisorn Nitisaropas, Deputy Managing Director of Finance and Accounting to explain the details to the meeting.

**Mr.Thanisorn Nitisaropas**, clarified that, to comply with Section 120 of the Public Limited Companies Act BE 2535 (including additional amendments), the Act requires that, The Annual General Meeting of Shareholders shall appoint an auditor and determine the amount of the audit fee of the company every year. In the appointment of the auditor, the same auditor may be appointed again.

In this regard, the Audit Committee considered the selection of the auditors for the year 2021 and proposed to the Board of Directors to consider proposing to the Annual General Meeting of Shareholders to appoint 3 auditors as follows:

- 1) Ms. Pimjai Manitkhajornkit, C.P.A. Registration No. 4521, has been an auditor with the company for 8 years and / or
- 2) Ms. Rossaporn Dechakom, C.P.A. Registration No. 5659, has been an auditor with the company for 5 years
- 3) Ms. Kirdsiri Kanjanaprakasit, C.P.A. Registration No. 6014

From EY Office Co., Ltd. and EY will be the auditor of the company for the year 2021. In the event that the Certified Public Accountant cannot perform his duties, the EY Office Co., Ltd. shall procure other authorized auditors of the office to perform the audit and express opinion on the financial statements of the company instead of the said auditor. In order for the audit of the company and its subsidiaries to be the same standard, the auditors of the company and subsidiaries are also affiliated with EY Office Co., Ltd. as well.

The auditors of the proposed names do not have any relationship and / or interests between the auditor and the company / management / major shareholders or those related to the said person in any way. Therefore, being independent in auditing and expressing opinions on the Company's financial statements and subsidiaries. In this regard, the appointment of such auditors is in accordance with the regulations of the auditor rotation of the Securities and Exchange Commission.

By setting the auditing fee for the year 2022 (Audit Fee) for the company in the amount of not more than 1,550,000 Baht which was the same audit fee of 2021. There is no additional non-audit fee.

In addition, the appointment of the auditor and the determination of the remuneration for the auditors of the company for the year 2022 has been scrutinized by the Audit Committee and has been approved by the Board of Directors.

**The Chairman** said this agenda will count the votes by holding a majority vote of the shareholders who attend the meeting and vote. If there are equal votes, the Chairman of the meeting shall cast an additional vote as a decisive vote.

**The Chairman** provided the Meeting an opportunity to ask for additional information related to the appointment of the auditor and the determination of the audit fees for the year 2022.

No shareholders asked any questions or leave any comments, the Chairman then asked the meeting to consider the appointment of the auditor and the determination of the audit fees for the year 2022.

**Resolution**      **The meeting resolved by unanimous vote to approve the appointment of the auditor and the determination of the audit fees for the year 2022 with the following votes.**

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	983,241,608	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total of 62 shareholders, representing 983,241,608 votes.		

Remark

- This agenda item must be approved with a majority of the total votes of the shareholders attending the meeting and casting their votes.
- There were no additional shareholders attending the meeting.

**Agenda 8**      **To consider and approve the issuance and offering of convertible bonds to the existing shareholders of the Company who are entitled to be allocated proportion to their shareholding (Right Offering) total amount not exceeding 300,000,000 baht.**

**The Chairman** assigned Ms. Chanitsara Yingnork, Company Secretary and Mr. Poobest Samranrengjit, Meeting Facilitator to explain the details to the meeting.

**Ms. Chanitsara Yingnork** informed that, to raise fund for existing projects. The details of the use of money are as follows: 1) Chewathai Pinklao Condo Project, the amount is not more than 100 million baht to be used for expenses for buildings and utilities in the project. 2) Chewathai Hallmark Ladprao - Chokchai 4 condo project, amounting to not more than 200.00 million baht, to be used for expenses for buildings and utilities. In the second phase of the project expansion, the Company intends to issue and offer convertible bonds to the existing shareholders of the Company who are entitled to their respective shareholdings (Right Offering) with the proportion of 4,251 existing shares per 1 unit of convertible bond If there is a fraction from the calculation, it must be eliminated in all cases. The total amount does not exceed 300,000 units, offering price 1,000 baht per 1 unit of convertible debentures. The total offering value is not more than 300,000,000 baht, whereby any company's shareholders who hold less than 4,251 shares will not have the right to subscribe for convertible bonds according to their rights. (But can subscribe in excess of their rights) and existing shareholders who are entitled to allotment can subscribe for convertible bonds according to their rights less than right or beyond their rights or waive the right not to subscribe for convertible bonds offered for sale at this time The Company will allocate the convertible debentures to the shareholders who subscribe according to their right to complete beforehand. If there are convertible bonds remaining from the allotment, the Company will allocate the remaining convertible bonds to the shareholders who subscribe and pay for the convertible bonds in excess of their rights. (Until there are no convertible bonds left to be allocated) in accordance with the following rules:

1) in the event that the number of convertible debentures that the existing shareholders subscribe for more than their right is greater than the remaining amount of the convertible debentures, the remaining convertible debentures shall be allocated among the existing shareholders who have subscribed in excess of their rights according to the shareholding proportion of each shareholder who oversubscribes. The allocation of such convertible debentures shall continue until there are no convertible debentures left to allocate.

2) in the case where the number of convertible debentures that the existing shareholders subscribe for more than their right is less than the remaining amount of the convertible debentures, the remaining convertible debentures shall be allocated to all existing shareholders who have oversubscribed and paid for all convertible debentures.

In this regard, it is proposed to the Board of Directors' meeting to determine the date for determining the list of shareholders entitled to subscribe for the convertible debentures (Record Date) in order to determine the rights of shareholders having the right to subscribe to the convertible debentures of the Company this next time.

A summary of the key issues of the issuance and offering of convertible bonds of the Company as shown in Enclosure 12.

However, the issuance and offering of convertible bonds will allow the company to raise funds with the most optimal financial cost and does not immediately affect Dilution. The impact on the stock market (Price Dilution) will not occur because the exercise price of the convertible debentures specified is not lower than the current market price. As well as the impact on the voting rights of the existing shareholders (Control Dilution) will not occur since it is an offering for sale of convertible bonds in full to the existing shareholders of the Company who are entitled to allotment. However, if the convertible bonds are not exercised by the existing shareholders, it will affect the voting rights of the existing shareholders and their share of profits as follows:

- Affects the voting rights of the existing shareholders (Control Dilution) 16.39%
- Affects the share of profits (EPS Dilution) 16.39%

However, if there is a conversion of the convertible bond along with the exercise of the warrants, you can see the details of the Dilution Effect (shown in Enclosure 13).

By comparing between the impact on the profit sharing or voting rights of the shareholders and the value that the shareholders will receive in the issuance and offering of convertible bonds, the company's shareholders will gain benefit from investing in debt securities which can convert into ordinary shares of the company in the future. If the convertible debentures have not yet been converted, convertible bondholders will be protected. As well as creditors of the company but also, will receive interest as stipulated in the terms and conditions and when the convertible debenture holder deems appropriate and/or meets the conditions stipulated in the terms and conditions such convertible debentures will be converted into the company's ordinary shares in accordance with the specified proportions so, the shareholders of the company have the opportunity to profit from the share price difference in the future.

In this regard, it is proposed to the Board of Directors' meeting to determine the date for determining the list of shareholders entitled to subscribe for the convertible debentures (Record Date) in order to determine the rights of shareholders having the right to subscribe to the convertible debentures of the Company this next time. The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the delegation of powers to the Board of Directors and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors or the Executive Committee or the Chief Executive Officer assigned have the power to determine details, amend or take any action necessary and in connection with the issuance and offer for sale of convertible debentures in order to be in accordance with the law; this includes but is not limited to the following authority:

**Mr. Poobest Samranrengjit** informed that,

- 1) determine or amend details, methods and other conditions related to the issuance and offering of convertible debentures as appropriate, whether it is issuing and offering for sale at one time or offering for sale several times; This includes but is not limited to the terms and conditions of the convertible debentures, date of issue of convertible debentures, par value of convertible debentures, offering price, number of ordinary shares to support the conversion of convertible debentures, interest rate, calculation and payment method of interest, conversion price, conversion rate, period for exercising the right to convert, redemption price, redemption period, expiration date of the exercise of the right to convert, method to allocate convertible debentures or determining the events that the company must issue additional new shares to accommodate the change in the exercise of convertible rights, and conditions for the adjustment of the right to convert.
- 2) negotiate, agree, enter into, amend, add, sign a contract, request for permission, request for a waiver, evidence, disclosure of information sales report and various documents necessary and relevant to the issuance and allocation of convertible debentures and the allocation of the newly issued ordinary shares to support the exercise of convertible debenture holders; This includes contacting, filing, amendments, additions, signing of a permit request, a request for a waiver, evidence, disclosure of information sales report and other documents to the Securities and Exchange Commission/ SET, government agency and/or entities related to the issuance and offering of convertible debentures, and listing the newly issued ordinary shares from the exercise of conversion rights on the Stock Exchange of Thailand.
- 3) authorize any person as a sub-authorization to perform and complete the above-mentioned acts on behalf of the Company; and
- 4) to perform any other necessary and appropriate actions related to the issuance of an offer for sale; and allocating convertible bonds in order for the above-mentioned actions to be accomplished.

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the issuance and offer for sale of convertible debentures to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Right Offering) ”), total amount not exceeding 300,000 units, offering price 1,000 Baht per 1 unit of convertible debenture with total offering value of not more than 300,000,000 Baht To add fund for the projects that are currently

operating. The details for the plan for using the money are as clarified above. In this regard, the issuance and offering of convertible bonds, this is the strengthen for financial structure in various projects of the company and debt to equity of the company in the future and make the shareholders of the company have the opportunity to invest in more companies at a reasonable price.

**The Chairman** said this agenda must be approved with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

**The Chairman** provided the Meeting an opportunity to ask for additional information related to the issuance and offering of convertible bonds to the existing shareholders of the Company who are entitled to be allocated proportion to their shareholding (Right Offering) total amount not exceeding 300,000,000 baht.

No shareholders asked any questions or leave any comments, the Chairman then asked the meeting to approve the issuance and offering of convertible bonds to the existing shareholders of the Company who are entitled to be allocated proportion to their shareholding (Right Offering) total amount not exceeding 300,000,000 baht.

**Resolution** The Meeting unanimously approved the issuance and offering of convertible bonds to the existing shareholders of the Company who are entitled to be allocated proportion to their shareholding (Right Offering) total amount not exceeding 300,000,000 baht with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of Shareholders who are present and entitled to vote
Approved	983,241,610	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total of 63 shareholders, representing 983,241,610 votes.		

Remark

- This resolution on this agenda requires the vote of not less than three-quarters (3/4) of the total votes of the Shareholders who are present and entitled to vote.
- There were 1 additional shareholders attending the meeting, representing 2 votes.

**Agenda 9** To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 2 (CHEWA-W2) in the amount not exceeding 300,000,000 units to be allocated to the existing shareholders of the Company who subscribed and allocated convertible debentures in proportion to their shareholding (Right Offering).

**The Chairman** assigned Ms. Chanitsara Yingnork, Company Secretary to explain the details to the meeting.

**Ms. Chanitsara Yingnork** informed that, to prepare and support the financial strength of the Company, the Company would be issue and offer warrants to purchase ordinary shares of the company No. 2 (CHEWA-W2), holder identification and can be transferred to the existing shareholders who subscribe for convertible

debentures and are allocated to convertible debentures in proportion to the number of shares held by each shareholder (Right Offering) in the ratio of 1 unit of convertible bonds per 1,000 unit of warrant units No. 2 (CHEWA-W2) with free of charge (zero baht) in the amount of not more than 300,000,000 units. The warrants are valid for 1 year from the date of issuance. The exercise ratio of the warrants is 1 unit per 1 common share and the exercise price is 1.20 baht per share (except in the case of adjustment of the exercise price). Company No. 2 (CHEWA-W2) and its impact on shareholders Appears according to [Enclosure 13](#).

In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or any person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer to have the authority to set and change the rules, conditions and details for the issuance and offering of the Warrants No. 2 (CHEWA-W2) in all respects as it deems appropriate and under the powers prescribed by law, such as the allocation and the issuance date of the Warrants No. 2 (CHEWA-W2), etc.; also, having the power to take all necessary and reasonable actions in connection with the issuance of Warrants No. 2 (CHEWA-W2) in all respects, including but not limited to contacting, making, signing, certifying, engraved, and /or deliver the documents necessary or related to the issuance and offering of warrants No. 2 (CHEWA-W2), and the listing of warrants No. 2 (CHEWA-W2) as listed securities on the Stock Exchange of Thailand, as well as requesting permission from relevant agencies and the appointment of a sub-appointee, etc.

In this regard, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the issuance and offering of warrants to purchase ordinary shares of the company No.2 (CHEWA-W2) in the amount not exceeding 300,000,000 units to be allocated to shareholders who have subscribed and allocated convertible bonds which are offered to existing shareholders in proportion to the number of shares held by each shareholder as well as proposed to the general meeting of shareholders as consider the power of attorney as detailed above.

**The Chairman** said this agenda must be approved with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

**The Chairman** provided the Meeting an opportunity to ask for additional information related to the issuance and offering of warrants to purchase ordinary shares of the Company No. 2 (CHEWA-W2) in the amount not exceeding 300,000,000 units to be allocated to the existing shareholders of the Company who subscribed and allocated convertible debentures in proportion to their shareholding (Right Offering).

No shareholders asked any questions or leave any comments, the Chairman then asked the meeting to approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 2 (CHEWA-W2) in the amount not exceeding 300,000,000 units to be allocated to the existing shareholders of the Company who subscribed and allocated convertible debentures in proportion to their shareholding (Right Offering).

**Resolution**      **The Meeting unanimously approved the issuance and offering of warrants to purchase ordinary shares of the Company No. 2 (CHEWA-W2) in the amount not exceeding 300,000,000 units to be allocated to the existing shareholders of the**

Company who subscribed and allocated convertible debentures in proportion to their shareholding (Right Offering) with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of Shareholders who are present and entitled to vote
Approved	983,241,610	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total of 63 shareholders, representing 983,241,610 votes.		

Remark

- This resolution on this agenda requires the vote of not less than three-quarters (3/4) of the total votes of the Shareholders who are present and entitled to vote.
- There were no additional shareholders attending the meeting.

**Agenda 10 To consider and approve the reduction of the company's registered capital.**

The Chairman assigned Mr.Poobest Samranrengjit, Meeting Facilitator to explain the details to the meeting.

Mr. Poobest Samranrengjit informed that, because the company has shares that have not been allocated from the offering of newly issued ordinary shares to the existing shareholders in proportion to the (Right Offering) according to the resolution of the 2018 Annual General Meeting of Shareholders, the remaining shares from the stock dividend and the reserved shares remaining after the exercise of the Warrants to Purchase Ordinary Shares of the Company No. 1 (CHEWA-W1) that expired on November 28, 2019, totaling 1,032,664,424 shares, therefore, the Company must reduce the registered capital to write off the unissued and unallocated shares.

The company would like to reduce the registered capital of the company in the amount of 1,032,664,424.00 baht from the original registered capital of 2,307,692,307.00 baht divided into ordinary shares of 2,307,692,307 shares with a par value of 1.00 Baht per share, which is the registered capital, the amount of 1,275,027,883.00 Baht, divided into 1,275,027,883 shares with a par value of 1.00 baht per share by eliminating unsold registered shares. which remained from the offering of newly issued ordinary shares to the existing shareholders in proportion to the shareholding (Right Offering) according to the resolution of the 2018 Annual General Meeting of Shareholders amounting to 282,664,196 shares, including the remaining registered ordinary shares after the allocation to support the payment Another 928 stock dividends and the exercise of the warrants to purchase the Company's ordinary shares No. 1 (CHEWA-W1) that expired on November 28, 2019, totaling 749,999,300 shares. 1,032,664,424 shares.

In this regard, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the reduction of the unpaid capital of the company from the registered capital of 2,307,692,307.00 baht divided into common stocks 2,307,692,307 shares with a par value of 1.00 baht per share. And, the amount of paid-up capital 1,275,027,883.00 baht, divided into 1,275,027,883 shares with a par value of 1.00 baht per share.

The Chairman said this agenda must be approved with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

The Chairman provided the Meeting an opportunity to ask for additional information related to the reduction of the company's registered capital.

No shareholders asked any questions or leave any comments, the Chairman then asked the meeting to approve the reduction of the company's registered capital.

**Resolution** The Meeting unanimously approved the reduction of the company's registered capital with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of Shareholders who are present and entitled to vote
Approved	983,243,763	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total of 64 shareholders, representing 983,243,763 votes.		

Remark

- This resolution on this agenda requires the vote of not less than three-quarters (3/4) of the total votes of the Shareholders who are present and entitled to vote.
- There were 1 additional shareholders attending the meeting, representing 2,153 votes.

**Agenda 11** To consider and approve the amendment of the Company's Memorandum of Association Clause 4 for reduction of the Company's registered capital.

The Chairman assigned Ms. Chanitsara Yingnork, Company Secretary to explain the details to the meeting.

Ms. Chanitsara Yingnork informed that, regarding the reduction of the registered capital of the above company, the company must amend the Memorandum of Association Clause 4 by using the following texts below and, the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar as follows:

“Clause 4.

Registered Capital	1,275,027,883 baht	(one thousand two hundred and seventy-five million twenty-seven thousand eight hundred and eighty-three baht)
Divided into	1,275,027,883 shares	(one thousand two hundred and seventy-five million twenty-seven thousand eight hundred and eighty-three shares)
Par value per share	1.00 baht	(one baht)
Common Stocks	1,275,027,883 shares	(one thousand two hundred and seventy-five million twenty-

seven thousand eight hundred and eighty-three shares)

Preferred Shares - shares (-)”

In this regard, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the amendment of the Company's Memorandum of Association Clause 4 for the reduction of the company's registered capital by allowing the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development of Ministry of Commerce have the power to amend and add words to comply with the registrar's order.

**The Chairman** said this agenda must be approved with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

**The Chairman** provided the Meeting an opportunity to ask for additional information related to the amendment of the Company's Memorandum of Association Clause 4 for reduction of the Company's registered capital.

No shareholders asked any questions or leave any comments, the Chairman then asked the meeting to approve the amendment of the Company's Memorandum of Association Clause 4 for reduction of the Company's registered capital.

**Resolution** The Meeting unanimously approved the amendment of the Company's Memorandum of Association Clause 4 for reduction of the Company's registered capital with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of Shareholders who are present and entitled to vote
Approved	983,243,763	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total of 64 shareholders, representing 983,243,763 votes.		

Remark

- This resolution on this agenda requires the vote of not less than three-quarters (3/4) of the total votes of the Shareholders who are present and entitled to vote.
- There were no additional shareholders attending the meeting.

**Agenda 12** To consider and approve the increase in the Company's registered capital.

**The Chairman** assigned Mr.Poobest Samranrengjit, Meeting Facilitator to explain the details to the meeting.

**Mr.Poobest Samranrengjit** informed that, to support the issuance of convertible debentures and issuance of warrants to purchase ordinary shares of the company No. 2 (CHEWA-W2), the Company tends to increase the company's registered capital with total amount of 550,000,000 baht from the original registered capital amount 1,275,027,883 Baht divided into ordinary shares 1,275,027,883 shares with a par value of 1.00 Baht per share. 1,825,027,883 Baht divided into ordinary shares 1,825,027,883 shares with a par value of 1.00

Baht per share to support the issuance of 250,000,000 convertible bonds and the issuance of warrants to purchase ordinary shares of the Company No. 2 (CHEWA-W2) amounting to 300,000,000 shares.

In this regard, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the increase of the company's registered capital with total amount of 550,000,000 baht from the original registered capital amount 1,275,027,883 baht divided into common stocks 1,275,027,883 shares with a par value of 1.00 baht per share. 1,825,027,883 baht divided into common stocks 1,825,027,883 shares with a par value of 1.00 baht by issuing 550,000,000 new ordinary shares at a par value of 1.00 baht per share.

**The Chairman** said this agenda must be approved with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

**The Chairman** provided the Meeting an opportunity to ask for additional information related to the increase in the Company's registered capital.

No shareholders asked any questions or leave any comments, the Chairman then asked the meeting to approve the increase in the Company's registered capital.

**Resolution**      **The Meeting unanimously approved the increase in the Company's registered capital with the following votes.**

Result	No. of votes (1 share=1 vote)	Percentage of Shareholders who are present and entitled to vote
Approved	983,293,809	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total of 65 shareholders, representing 983,293,809 votes.		

Remark

- This resolution on this agenda requires the vote of not less than three-quarters (3/4) of the total votes of the Shareholders who are present and entitled to vote.
- There were 1 additional shareholders attending the meeting, representing 50,046 votes.

**Agenda 13. To consider and approve the amendment of the Company's Memorandum of Association Clause 4 for the increase of company's registered capital.**

**The Chairman** assigned Ms. Chanitsara Yingnork, Company Secretary to explain the details to the meeting.

**Ms. Chanitsara Yingnork** informed that, for the increase of the company's registered capital above, the company must amend the Memorandum of Association Clause 4 by using the following texts below and the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development of Ministry of Commerce have the power to amend and add words to comply with the order of the registrar as follows:

“Clause 4.

Registered Capital	1,825,027,883 baht	(one thousand eight hundred and twenty-five million twenty-seven thousand eight hundred and eighty-three baht)
Divided into	1,825,027,883 shares	(one thousand eight hundred and twenty-five million twenty-seven thousand eight hundred and eighty-three shares)
Par value per share	1.00 baht	(one baht)
Common Stocks	1,825,027,883 shares	(one thousand eight hundred and twenty-five million twenty-seven thousand eight hundred and eighty-three shares)
Preferred Shares	- shares	(-)"

In this regard, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the amendment of the Company's Memorandum of Association Clause 4 for the increase of the company's registered capital by allowing the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development of Ministry of Commerce have the power to amend and add words to comply with the registrar's order.

**The Chairman** said this agenda must be approved with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

**The Chairman** provided the Meeting an opportunity to ask for additional information related to the amendment of the Company's Memorandum of Association Clause 4 for the increase of company's registered capital.

No shareholders asked any questions or leave any comments, the Chairman then asked the meeting to approve the amendment of the Company's Memorandum of Association Clause 4 for the increase of company's registered capital.

**Resolution** The Meeting unanimously approved the amendment of the Company's Memorandum of Association Clause 4 for the increase of company's registered capital with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of Shareholders who are present and entitled to vote
Approved	983,481,739	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total of 67 shareholders, representing 983,481,739 votes.		

Remark

- This resolution on this agenda requires the vote of not less than three-quarters (3/4) of the total votes of the Shareholders who are present and entitled to vote.
- There were 2 additional shareholders attending the meeting, representing 187,930 votes.

**Agenda 14.** To consider and approve the allocation of the Company's newly issued ordinary shares.

**The Chairman** assigned Ms. Chanitsara Yingnork, Company Secretary to explain the details to the meeting.

**Ms. Chanitsara Yingnork** informed that, due to Agenda 12, which will be considered and approved the increase of the company's registered capital in the total amount of 550,000,000 baht from the original registered capital of 1,275,027,883 baht divided into ordinary shares 1,275,027,883 shares with a par value of 1.00 baht per share. 1,825,027,883 baht divided into ordinary shares 1,825,027,883 shares, par value of 1.00 baht per share, by issuing 550,000,000 newly issued ordinary shares, par value of 1.00 baht per share, details are shown in the capital increase report form (F53-4) Enclosure 14.

The Company therefore proposes to approve the allocation of the Company's newly issued ordinary shares in the amount of not more than 550,000,000 shares with a par value of 1.00 baht per share to support the issuance of convertible bonds. and the issuance of warrants to purchase ordinary shares of the Company No. 2 (CHEWA-W2) with the following details:

1) Allocation of not more than 250,000,000 newly issued ordinary shares to support the issuance and offering of convertible debentures to the existing shareholders of the Company who are entitled to be allocated in proportion to their respective shareholdings (Right Offering), totaling not more than 300,000 units by setting a face value at 1,000 baht per 1 unit of convertible bond. The total offering value does not exceed 300,000,000.00 baht

2) Allocation of not more than 300,000,000 newly issued ordinary shares to support the issuance and offering of warrants to purchase ordinary shares of the Company No. 2 (CHEWA-W2), totaling not more than 300,000,000 shares, free of charge (Zero baht) in the ratio of 1 unit of convertible bond per 1,000 units of warrant No. 2 (CHEWA-W2), not exceeding 300,000,000 units

In this regard, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the allocation of newly issued ordinary shares. The total number of shares does not exceed 550,000,000 shares with a par value of 1.00 baht per share to 1) support the issuance of convertible bonds and 2) support the issuance of warrants to purchase the Company's ordinary shares No. 2 (CHEWA -W2) with the details as proposed in all respects.

**The Chairman** said this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**The Chairman** provided the Meeting an opportunity to ask for additional information related to the allocation of the Company's newly issued ordinary shares.

No shareholders asked any questions or leave any comments, the Chairman then asked the meeting to approve the allocation of the Company's newly issued ordinary shares.

**Resolution** The Meeting to unanimously approved the allocation of the Company's newly issued ordinary shares with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	987,481,767	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total of 68 shareholders, representing 987,481,767 votes.		

## Remark

- The resolution on this agenda item must to approve with a majority of the total votes of the shareholders attending the meeting and casting their votes.
- There were 1 additional shareholders attending the meeting, representing 4,000,028 votes.

**Agenda 15 Other matters (If any)**

**The Chairman** said that this agenda is an opportunity for shareholders to express opinions. Including suggestions that are useful for the development of the Company on issues other than those specified in the invitation letter by requesting to be subject to the rules and procedures prescribed by the law.

**The Chairman** assigned Ms. Chanitsara Yingnork, Company Secretary to explain the details to the meeting.

**Ms. Chanitsara Yingnork** informed that, to follow the section 105 paragraph 2 of the Public Company Act B.E. 2535 (and revision) which specified that "when the meeting is conducted according to the agenda specified in the meeting appointment, shareholders with total share of not less than one third (1/3) of shares that could be sold will request the meeting to consider other matters apart from the specification in the meeting appointment."

**The chairman** allowed the meeting to express opinions and ask questions.

**Mr. Kittiyot Aphakiatiwong** (shareholder coming by himself) asked what is the opinion on the government policy that needs low income people or general workers to have stability on residence such as one million house project and the company has any feature or innovation that would meet the need to build or provide quality residence with suitable and affordable price and the past project, astrology was used in the operation or correcting problems or is any history of residents in the project returning the house or cancelling booking or to buy with strange reasons or not?

**The chairman** assigned managing director to answer the question.

**Mr. Boon Choon Kiat** explained as follows.

- The goal of many Asian people want a living place in the form of house. When they start work, they might not have sufficient asset, they can seek for condominium for the time being and when they are more prepared, they can expand their residence in the form of house. The company understand this. If the government can allocate the land and develop the resident project especially house which might be through the national housing, it would be a good thing for Thai people because the government might have suitable resource and can help pole such as Ban Ua Arthon Project.

- As a matter of fact the land price has increased tremendously, if we want to develop a project and sell house at Ban Au Arthon price or not over 1 million baht, it would be difficult. The greater Bangkok area away from Bangkok Metropolis around 20-30 km, townhome is around 1.5-2 million baht. In this point, the company cannot build a house at a price lower than 1 million baht but the company will try to find land at suitable location with suitable price in that location.
- Innovation of building townhome have 2 methods (1) general construction which require construction time longer than 2-3 months (2) precast construction has higher cost than the first construction around 10-20% but would be quicker depending on consideration to choose balance in the construction in each method. As for other innovation in Thailand, there is not a way to help speed up the construction.
- It is a normal thing that the company use the Feng Shui principle. The company invited a feng shui master to see the land to make sure before buying it. This is a personal belief.
- As for the case of customers or resident cancelling the buy with strange reason, the company has never found such case.

**Ms. Supeeranat Kawewat** (shareholder coming by oneself) asked how is the situation of real estate in the quarter 1/2022 in the viewpoint of the company.

**The Chairman** assigned a managing director to answer the question.

**Mr. Boon Choon Kiat** explained as follows.

- During 2021, it was a very challenging period from Covid-19 of Delta variant and continuing to the first quarter of 2022 with Omicron variant. In the quarter 4/2021 until the quarter 1/2022 making people afraid to leave home and this affects customers of the company that visit the project and slowing down in the decision to buy.
- The viewpoint of the company in 2022, the company has income recognition plan from 2 condominium projects including Chewathai Pinklao and Chewathai Hallmark Lat Phrao-Chokchai 4 Phase 2 expected to recognize income in the quarter 2-4 of 2022 according to plan.

**Mr. Setkanan Kupradit** (shareholder coming by oneself) asked that the construction material price have increased. How does the company manage the cost and management? And what is the opinion of the company on buying products with digital currency?

**The Chairman** assigned a managing director to answer the question.

**Mr. Boon Choon Kiat** explained as follows.

- The increased construction material price, the company expect it to be just a short period of time due to the warm in Europe which the company is not directly affected right now. Currently, the construction project of 2 condominiums have signed with the contractors in the last 1-2 years. The various construction prices have already been specified.
- Construction of house might be affected a little because the company use sub-contractors in the construction but the construction rate is not significant in increasing the construction cost at that time.
- In the long run, the allocation of the land to develop new phase of project of the low-rise project might affect the selling price. If the construction price increase, it might affect every real estate

developer at the same time and it is another form of inflation. The company might need to adjust the selling price to reflect the increased cost.

- The condominium project in the future might be in the middle of 2023 that the company will choose a construction contractor. If in that time, the construction material price is still high, the company might consider changing the selling price.
- Nowadays, the cost can still be managed and expense control, efficiently using human resource and strictly control waste from construction in every respect.
- As for cryptocurrency, the Bank of Thailand and the SEC have specified the regulation not to promote using of cryptocurrency as a medium to pay for goods or services.
- In 2021, the company has signed in MOU with satangPro which is a platform in exchanging crypto. There is an agreement that if any customer wants to buy real estate by using crypto they can contact SatangPro to be the money changer to exchange crypto into cash and transfer into e-wallet of the company. Currently there is a regulation in this point clearly, so the company denies using of crypto in buying goods and service of the company.

**Mr. Settanan Kupradit** (shareholder coming by oneself) asked how debenture has its paying period?

**The chairman** assigned executive vice president to answer the question.

**Mr. Thanisorn Nitisaropas** explained as follows.

- Debenture that is not due in the amount of 1,842.07 from the approval from the general shareholder meeting in 2019 in the amount of 4,500 million baht.
- On July 16, 2022, the debenture is due for paying back. Originally, 677 million baht the company has already paid some of them for 2 times. Currently, such lot still remains at 575 million baht. The company has a plan to pay back debenture to reduce it. In April 2022, the company will issue debenture No 1/2022 of 300 million baht and Greenshoe Option of 50 million baht. Issuing of debenture on April 2022 will help reduce debenture in July 2022 and help reduce interest rate which reduce financial cost of the company.

**Mr. Sithichok Bunwanit** (shareholder coming by oneself) asked about the area between Suksawat-Pracha Uthit with blue MRT and Ragsit-Lamlukka with red BTS of Kukot station. Which zone has more land growth and developed community?

**The Chairman** assigned a managing director to answer the question.

**Mr. Boon Choon Kiat** explained as follows.

- The zone of Rama 2-Suksawat-Pracha Uthit, the company has the project of Chewa Home Suksawat-Pracha Unit. This zone can access the city conveniently and quickly. The real estate developers have built many townhome and houses. The competition is high.
- The zone of Pathumthani-Rangsit-Lamlukka, the company has 3 low-rise projects including Chewa Home Suksawat-Pracha Uthit, Chewa Home Wongwan-Lamlukka and Chewahome Rangsit-Pathum. This zone has regular demand. Mostly, family that wants to expand, they would be familiar with expanding to the north. It might be because this zone has express way, convenient public transportation and

many real estate developers have project in this zone. It is expected that in 5-10 years, there will be an office town in this zone so that people in this zone does not have to work in Bangkok area.

**The Chairman** thanked for recommendations, the company will use them to develop the work operation of the company.

After there were no additional questions and no shareholders proposed any matters for consideration, the Chairman therefore thanked all shareholders for attending the meeting and for suggesting useful comments, which the company would like to accept to develop products and services as well as developing a meeting of shareholders to ensure satisfaction under the principles of good corporate governance and then closed the Annual General Meeting of Shareholders for the year 2022.

**The meeting was adjourned at 16.26 hrs.**



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(Mr. Chartchai Panichewa)  
Chairman of the Meeting



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(Ms. Chanitsara Yingnork)  
Secretary of the Meeting / Minutes Taker

## Operating performance for the year ended 31 December 2022

The overall picture of the real estate marketing in Thailand for the quarter 4 year 2022, it tends to increase due to the 3 main factors including the sign of Thai economy recovery and returning of foreign buying power from the international travel is getting back to normal especially from Chinese people consisting of the government sector expanding the measure to stimulate the buying power of real estate sector and the leniency measure of residence loan control (Loan-to-Value:LTV) and the measure of reducing transfer-mortgage fee for 1 more year which will originally end at the end of December 2022. However, there is a factory of interest increase and the increased cost of real estate development which we must keep a close eye on especially the construction material cost and the land price in Bangkok and nearby provinces. These 2 factors might directly affect the sale price and decision making and buying power of consumers.

The company add the concentration in conducting online marketing in every platform to respond to the changed lifestyle of the new generation in order to apply in the short-term and long-term strategy plan. Moreover, there is understanding with the viewpoint of consumers in various dimensions to follow the current situation.

Furthermore, the company recognizes the importance of sustainability policies such as cost-effective management including the Environmental, Social, and Governance policies that can be implemented in the company's environmental management. The company has launched the CHEWA Goes Green campaign to create awareness and conscience on energy/resource saving, environmental protection, garbage sorting, and adding value to garbage by upcycling for the company to make use of and save costs. In terms of the social dimension, employee welfare, and employee relations, the company provides communication channels between its employees and executives for them to share opinions, suggestions, and ideas that help improve the company as part of the “บุญ รือ ฟิ่ง” campaign. It also serves as a whistle-blower channel that helps reduce corruption, improve the potential of the employees, improve product quality, encourage the growth of the company, ensure maximum efficiency, and enable a sustainable business operation.

Chewathai Public Company Limited (Chewa) would like to clarify the operating result for the year ended 31 December 2022 and 2021 of the Company and its subsidiaries as follows.

Table for performance comparison during the year ended 31 December 2022 and 2021.

(Unit: Million Baht)

Statement of comprehensive income	For the year			
	2022	2021	Change	%
<b>Revenue</b>				
Revenue from sale of real estate	2,101.08	2,091.89	9.19	0.44
Other income	47.04	44.78	2.26	5.05
<b>Total Revenue</b>	<b>2,148.12</b>	<b>2,136.67</b>	<b>11.45</b>	<b>0.54</b>
<b>Expenses</b>				
Cost of real estate sold	1,480.55	1,543.04	(62.49)	(4.05)
Selling expenses	247.10	211.00	36.10	17.11
Administrative expenses	185.38	202.84	(17.46)	(8.61)
<b>Total Expenses</b>	<b>1,913.03</b>	<b>1,956.88</b>	<b>(43.85)</b>	<b>(2.24)</b>
<b>Profit before share of profit (loss) from investments in joint venture and associate, finance costs and income tax</b>	<b>235.09</b>	<b>179.79</b>	<b>55.30</b>	<b>30.76</b>
Share of profit (loss) from investment in joint venture	(0.40)	(6.13)	5.73	93.47
Share of loss from investments in associates	(1.16)	(4.08)	2.92	71.57
<b>Profit before finance income, finance costs and income tax</b>	<b>233.53</b>	<b>169.58</b>	<b>63.95</b>	<b>37.71</b>
Finance costs	(84.49)	(78.26)	6.23	7.96
<b>Profit (loss) before income tax</b>	<b>149.04</b>	<b>91.32</b>	<b>57.72</b>	<b>63.21</b>
Income tax expenses	(33.61)	(21.19)	12.42	(58.61)
<b>Profit (loss) from operation</b>	<b>115.43</b>	<b>70.13</b>	<b>45.30</b>	<b>64.59</b>
<b>Comprehensive income for the period</b>	<b>4.09</b>	<b>-</b>	<b>4.09</b>	<b>100.00</b>
<b>Profit (loss) for the period</b>	<b>119.52</b>	<b>70.13</b>	<b>49.39</b>	<b>70.43</b>

<b>Gross Profit Margin from sales of real estate (%)</b>	<b>29.53%</b>	<b>26.24%</b>
<b>Net profit (%)</b>	<b>5.56%</b>	<b>3.28%</b>

## Operating Income

1. Real estate sales revenue

(Unit: Million Baht)

Revenue from sale of real estate	For the year			
	2022	2021	Change	%
Condominiums	1,347.57	1,370.90	(23.33)	(1.70)
Townhomes/Home offices	352.94	622.22	(269.28)	(43.28)
Single-detached houses	377.66	98.77	278.89	282.36
Renue	22.91	-	22.91	100.00
รวม	2,101.08	2,091.89	9.19	0.44

For the year of 2022, the Company had income from real estate sales of 2,101.08 million baht or 97.81% of total revenue, an increase of 9.19 million baht from the same previous year, or an increase of 0.44%, which divided into:

- Income from condominium projects amounted to 1,347.57 million baht or 64.14% of the total revenue from real estate sales, an increase from the last year of 23.33 million baht or 1.70% due to a new high-rise project of the Company, with the recognized revenue in this year. Although the income from the transfer of ownership of the Chewathai project is recognized Pinklao that launched the project in the 2nd quarter and Chewathai Hallmark Ladprao-Chokchai 4 Phase 2 in the 4th quarter received less response than Chewathai Hallmark Ladprao-Chokchai 4. Phase 1 that was launched last year, at present, there are only a few units remaining, then the project can be closed. In comparison, resulting in reduced income
- Income from low-rise projects divided into townhome/commercial building projects amounting to 352.94 million baht, single-detached house projects 377.66 million baht, totaling 730.60 million baht or 34.77% of revenue from real estate sales. which townhome/commercial building decreased from the previous year by 269.28 million baht, or an increase of 43.28%, but for the detached house project, increase of 279.89 million baht or 278.89% mainly due to the 'Chewarom Nakorn In' project that has been received more than expected in this year, at present, it is gradually being built in order to correspond with the reservation and transfer of ownership according to the backlog set. But for townhome projects / commercial buildings Others have decreased income. And overall, there are no new projects launched, resulting in a decrease in overall revenue.
- Income from Renue projects amounted to 22.91 million baht or 1.09% of the total revenue from real estate sales. All the year, the company sees the opportunity to expand new business models Focus on hitting the second-hand home market, and the company received a good response. There are customers who are interested and can transfer the ownership within the period.

## 2. Other Income

The company had other incomes of 47.04 million baht, or 2.19% of total revenue. Other incomes consist of the revenue from management for associated companies 29.07 million baht, interest income 17.97 million baht.

## Cost of sales and gross profit

For the year of 2022, the Company had cost of real estate sales of 1,480.55 million baht or 68.92% of total revenue, there was a decrease of 62.49 million baht from the previous year or 4.05%.

For the gross profit from the sale of real estate is 29.53% increasing for the previous year amount 71.68 million baht or 13.06%, Due to tight cost management and adjusting the selling price to be in line with the current market situation.

## Sales and administrative expenses

The company had a rate of selling and administrative expenses to total revenue (SG&A) for the year of 2022 amounted to 432.48 million baht an increase of 18.64 million baht or 4.50% for compared to the previous year.

## Share profit (loss) from investment in joint ventures and associates

Additional investments in joint ventures and change in status of investments subsidiaries ,Chewa Renu Company Limited (formerly known as "Chewathai Hup Soon Limited") In November 2022, the Company's Board of Directors Meeting No. 6/2022 approved an additional investment in Chewathai Hup Soon Limited from United Motor Works (Siam) Public Company Limited, totaling 69,998 shares at a price of Baht 71.43 per share, totaling Baht 5 million, which the Company had already paid and receive transfer of all purchased shares in November 2022. This resulted in increase of shareholding percentage in this company from 50% to 100%. Therefore, the Company has control over this company and change the status from investment in joint venture to subsidiary.

Based on their assessment, the management of the Company believed that the investment was asset acquisition because the assets acquired and liabilities assumed did not constitute a business, as defined in TFRS 3 (revised 2019) Business Combinations.

Subsequently, On 12 November 2022, the Company registered the change of its name from "Chewathai Hup Soon Limited" to "Chewa Renu Company Limited" with the Ministry of Commerce.

For the Company's investment, the Company had a recognition of share of profit from investment in joint venture amounted to 0.47 million baht.

For the Company's investment with 70% shares in Chewa Heart Company Limited ("CWH"). Thus, the Company had a recognition of share of profit from investment in joint venture amounted to 0.07 million baht.

For the share of profit (loss) from investment in associates, it was a recognition of share of loss from the Company's investment in Kamala Senior Living Company Limited with a joint venture agreement of 25% shares, amounted to 1.16 million baht.

## Net profit

From the operating results for the year of 2022, the Company and its subsidiaries had a profit from operations for the year of 115.43 million baht, and actuarial profit of 4.09 million baht, resulting in the company's net comprehensive income for the period of 119.52 million baht, net profit increased from the previous year in the amount of 49.39 million baht or 70.43%.

Financial status analysis comparison during the year ended 31 December 2022 and 2021.

(Unit: million baht)

Financial Statement	2022	2021	Discrepancy	%
<b>Total Asset</b>	6,312.42	6,760.27	(447.85)	(6.62)
<b>Total Payables</b>	4,321.55	4,855.90	(534.35)	(11.00)
<b>Shareholder's Equity</b>	1,990.87	1,904.37	86.50	4.54

**Total Asset**

As of December 31st, 2022 the Company had total assets of 6,312.42 million baht, a decrease of 447.85 million baht from the previous year or 6.62% due to cash and cash equivalents decreased by 406.85 million baht following the repayment of debentures due in installments and the repayment of long-term loans from financial institutions. And other current assets decreased by 35.93 million baht from receiving the accumulated money that the company paid to the long-term debenture holder agent No. 2/2020, 2nd tranche, causing the collateral in current assets to decrease. and decreased from other parts about 5.08 million baht.

**Total liabilities**

As of December 31st, 2022 the Company had total liabilities of 4,321.55 million baht, a decrease of 534.35 million baht from the previous year, or a decrease of 11.00% due to the repayment of long-term loans from financial institutions and the repayment of debentures due within the year.

Debt to Equity Ratio (D/E) according to the financial statements as of December 31st, 2022 at the rate of 2.17 times as of December 31st, 2021 at the rate of 2.55 times. according to the conditions as specified by the bank

**Shareholder's Equity**

The equity as of December 31st, 2022 amounted to 1,986.98 million baht, an increase of 86.50 million baht from the previous year or 4.54% due to a net profit from operations in the year of 2022.

**Other**

**Auditor's Report**

Based on Audit review, the financial statements present fairly, in all material respects, the financial position of Chewathai Public Company Limited and its subsidiaries and of Chewathai Public Company Limited as at 31 December 2022, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards

## รายนามและประวัติของกรรมการที่เสนอชื่อให้ได้รับการแต่งตั้งแทนกรรมการที่ต้องออกตามวาระ

Name list and biography of directors to be elected as directors to replace those retiring by rotation

ชื่อ – นามสกุล	นายชัยยุทธ เตชะทัศนสุนทร	
Name – Surname	Mr. Chaiyut Techatassanasoontorn	
ตำแหน่ง	กรรมการอิสระ ประธานกรรมการกำกับดูแลกิจการและความยั่งยืน กรรมการตรวจสอบ กรรมการสรรหาและพิจารณาค่าตอบแทน กรรมการบริหารความเสี่ยง	
Position	Independent Director, Chairman of the Corporate Governance and Sustainability Committee, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee	
วันเดือนปีเกิด	5 เมษายน 2513	
Date of birth	5 April 1970	
อายุ	53 ปี	
Age	53 years old	
สัญชาติ	ไทย	
Nationality	Thai	
ประเภทกรรมการที่จะเสนอแต่งตั้ง	กรรมการ / กรรมการอิสระ	
Type of proposed director	Director / Independent Director	
หลักเกณฑ์และวิธีการสรรหา	เป็นกรรมการรายเดิมของบริษัท คณะกรรมการบริษัทมีมติเห็นชอบตามข้อเสนอของคณะกรรมการสรรหาและพิจารณาค่าตอบแทน ซึ่งได้ผ่านกระบวนการกลั่นกรองอย่างรอบคอบ ระมัดระวัง เพื่อให้มั่นใจได้ว่ามีคุณสมบัติที่เหมาะสมกับการประกอบธุรกิจ มีคุณสมบัติและประสบการณ์ตามที่บริษัทต้องการและไม่มีลักษณะต้องห้ามตามพระราชบัญญัติบริษัทมหาชนจำกัด พ.ศ. 2535 พระราชบัญญัติหลักทรัพย์และตลาดหลักทรัพย์ พ.ศ. 2535 และกฎหมายอื่นที่เกี่ยวข้อง	
Nomination Criteria and Procedure	Being an existing director of the Company. The Board of Directors has agreed with the proposal made by the Nomination and Remuneration Committee which has been carefully screened to ensure that they are suitable for business operations and which undertook nomination procedures by considering appropriateness of qualifications and experience of the retired directors. The candidates are fully qualified without any prohibited characteristics under the Public Limited Companies Act B.E. 2535, the criteria of the Office of The Securities and Exchange Commission B.E. 2535 and other regulatory agencies.	
จำนวนปีที่ เป็นกรรมการ	14 ปี 1 เดือน (เข้าเป็นกรรมการ วันที่ 18 กุมภาพันธ์ 2558)	
Years of Directorship	8 years 1 month (Being a director of the Company since 18 February 2015)	
การศึกษา	-ปริญญาโท สาขาการจัดการ มหาวิทยาลัยจอร์ห์นสันแอนด์เวลล์ รัฐโรดไอแลนด์ สหรัฐอเมริกา - ปริญญาตรี สาขานิติศาสตร์ มหาวิทยาลัยธรรมศาสตร์	
Education	- Master of Management Johnson & Wales University, Rhode Island USA - Bachelor of Law Thammasat University	
ประสบการณ์การทำงาน	ทนายความอาวุโส บริษัท สำนักงานกฎหมาย คินิง แอนด์ พาร์ทเนอร์ส จำกัด	
Experience	Senior Lawyer KANUNG & PARTNERS LAW OFFICE Co.,Ltd.	
หลักสูตรการอบรม	- หลักสูตร Director Accreditation Program (DAP) รุ่นที่ 119/2015 สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย - การบรรยายหัวข้อ "Audit Committee of the future-driving through the era of disruption" สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย	

- การปาฐกถาและเสวนา COSO ERM 2017 Enterprise Risk Management Intergrating with Strategy and Performance ตลาดหลักทรัพย์แห่งประเทศไทย
  - งานสัมมนาประจำปีสำหรับคณะกรรมการตรวจสอบ หัวข้อ "ความยั่งยืนของธุรกิจยุคดิจิทัล: รู้ให้ไว-ใช้ให้เป็น" สำนักงานอิวาย
  - การประชุมร่วมกับกรรมการตรวจสอบของบริษัทจดทะเบียน "ความรู้เกี่ยวกับงบการเงินและประเด็นทางบัญชีกับคณะกรรมการตรวจสอบ" สำนักงาน ก.ล.ต.
  - งานสัมมนาสำหรับคณะกรรมการ หัวข้อ "what directors need to know about digital assets?" ตลาดหลักทรัพย์แห่งประเทศไทย
- Training program**
- Director Accreditation Program (DAP) class 119/2015 Thai Institute of Directors Association by IOD
  - Audit Committee of the future-driving through the era of disruption Thai Institute of Directors Association by IOD
  - Seminar of COSO ERM 2017 Enterprise Risk Management Intergrating with Strategy and Performance by SET
  - Annual Seminar for Audit Committee under the heading "Sustainability of the business in the digital age: know quickly - use to be" by EY
  - Meeting with the Audit Committee of the Listed Company "Knowledge of financial statements and accounting issues with the Audit Committee" by The Securities and Exchange Commission by SEC
  - Annual Seminar for Directors under the heading "what directors need to know about digital assets?" by SET

#### การดำรงตำแหน่งกรรมการ / ผู้บริหารในกิจการอื่น

##### Position in other organization

- กิจการที่เป็นบริษัทจดทะเบียน จำนวน 1 แห่ง  
2555 - ปัจจุบัน กรรมการ/กรรมการอิสระ บริษัท ทีทีแอล อุตสาหกรรม จำกัด (มหาชน)
- กิจการที่ไม่ใช่บริษัทจดทะเบียน จำนวน 5 แห่ง  
2557 - ปัจจุบัน กรรมการ บริษัท ทุนไพบูลย์ จำกัด  
2557 - ปัจจุบัน กรรมการ บริษัท เกียรติแลนด์ จำกัด  
2556 - ปัจจุบัน กรรมการ บริษัท เกียรติธานี คันทรีคลับ จำกัด  
2552 - ปัจจุบัน กรรมการ บริษัท เจเนอรัล อินซัวรันส์ โบรคเกอร์ จำกัด  
2552 - ปัจจุบัน กรรมการ บริษัท เดอะ ลิทิกเตอร์ส จำกัด
- Positions in listed companies 1 Companies  
2012 - Present Independent Director TTL INDUSTRIES PLC
- Positions in non-listed companies 5 Companies  
2014 - Present Director Paibul Capital Co.,Ltd.  
2014 - Present Director Kiartiland Co.,Ltd.  
2013 - Present Director Kiarti Thanee Country Club Co.,Ltd.  
2010 - Present Director General Insurance Broker Co.,Ltd.  
2010 - Present Director The Litigator Co.,Ltd.
- กิจการอื่นที่อาจทำให้เกิดความขัดแย้งทางผลประโยชน์ต่อบริษัท : ไม่มีการดำรงตำแหน่งเป็นกรรมการ/ผู้บริหารในกิจการดังกล่าว
- Conflict of interest transaction with the Company : Not being any director, executive in other organization

การถือหุ้นในบริษัท 1,661,538 หุ้น สัดส่วน 0.13% (ณ 30 ธันวาคม 2565)

Number of shares held in the Company 1,661,538 shares (0.13%) (December 30, 2022)

จำนวนครั้ง / สัดส่วนการเข้าร่วมประชุมคณะกรรมการและกรรมการชุดย่อย ประจำปี 2565

การประชุมคณะกรรมการบริษัท	6 ครั้งเข้าประชุม 6 ครั้ง	คิดเป็นร้อยละ 100
การประชุมคณะกรรมการตรวจสอบ	4 ครั้งเข้าประชุม 4 ครั้ง	คิดเป็นร้อยละ 100
การประชุมคณะกรรมการสรรหาและพิจารณาค่าตอบแทน	2 ครั้งเข้าประชุม 2 ครั้ง	คิดเป็นร้อยละ 100
การประชุมคณะกรรมการบริหารความเสี่ยง	2 ครั้งเข้าประชุม 2 ครั้ง	คิดเป็นร้อยละ 100
การประชุมคณะกรรมการกำกับดูแลกิจการและความยั่งยืน	2 ครั้งเข้าประชุม 2 ครั้ง	คิดเป็นร้อยละ 100

**Meeting attendance in 2022**

Board of Directors Meeting	6/6 times equal to 100%
Audit Committee Meeting	4/4 times equal to 100%
Nomination and Remuneration Committee Meeting	2/2 times equal to 100%
Risk Management Committee Meeting	2/2 times equal to 100%
Corporate Governance and Sustainability Committee Meeting	2/2 times equal to 100%

อื่นๆ : ไม่มีประวัติการกระทำผิดอาญาในความผิดที่เกี่ยวกับทรัพย์สินซึ่งกระทำโดยสุจริต

Other : Never dishonesty committed an offence against property

**ข้อมูลเพิ่มเติมของกรรมการ**

1. ได้รับการกลั่นกรองอย่างรอบคอบ ระมัดระวัง ของคณะกรรมการบริษัทแล้วว่าเป็นบุคคลที่มีคุณสมบัติเหมาะสมกับการประกอบธุรกิจของบริษัท โดยไม่มีผู้ถือหุ้นเสนอชื่อบุคคลอื่นให้เป็นกรรมการบริษัท
2. ไม่ได้เป็นกรรมการหรือผู้บริหารในกิจการอื่นที่อาจมีความขัดแย้งทางผลประโยชน์หรือมีสภาพเป็นการแข่งขันทางธุรกิจกับบริษัท

**Additional information to consider Director.**

1. The Board of Directors deemed that directors are qualified and appropriated for business of the Company without any shareholders purpose other person to be director candidate.
2. The director is not a director or executive in other business which may cause the conflict of interest or as a competitive to business of the Company.

## รายนามและประวัติของกรรมการที่เสนอชื่อให้ได้รับการแต่งตั้งแทนกรรมการที่ต้องออกตามวาระ

## Name list and biography of directors to be elected as directors to replace those retiring by rotation

ชื่อ – นามสกุล	พลตำรวจเอก วิสนุ ปราสาททองโอสถ	
Name – Surname	Pol.Gen. Visanu Prasattongsoth	
ตำแหน่ง	กรรมการอิสระ ประธานกรรมการสรรหาและพิจารณาค่าตอบแทน	
Position	Independent Director, Chairman of the Nomination and Remuneration Committee	
วันเดือนปีเกิด	25 พฤศจิกายน 2505	
Date of birth	25 November 1962	
อายุ	61 ปี	
Age	61 years old	
สัญชาติ	ไทย	
Nationality	Thai	
ประเภทกรรมการที่จะเสนอแต่งตั้ง	กรรมการ / กรรมการอิสระ	
Type of proposed director	Director / Independent Director	
หลักเกณฑ์และวิธีการสรรหา	เป็นกรรมการรายเดิมของบริษัท คณะกรรมการบริษัทมีมติเห็นชอบตามข้อเสนอของคณะกรรมการสรรหาและพิจารณา ค่าตอบแทน ซึ่งได้ผ่านกระบวนการกลั่นกรองอย่างรอบคอบ ระมัดระวัง เพื่อให้มั่นใจได้ว่ามีคุณสมบัติที่เหมาะสมกับการ ประกอบธุรกิจ มีคุณสมบัติและประสบการณ์ตามที่บริษัทต้องการและไม่มีลักษณะต้องห้ามตามพระราชบัญญัติบริษัท มหาชนจำกัด พ.ศ. 2535 พระราชบัญญัติหลักทรัพย์และตลาดหลักทรัพย์ พ.ศ. 2535 และกฎหมายอื่นที่เกี่ยวข้อง	
Nomination Criteria and Procedure	Being an existing director of the Company. The Board of Directors has agreed with the proposal made by the Nomination and Remuneration Committee which has been carefully screened to ensure that they are suitable for business operations and which undertook nomination procedures by considering appropriateness of qualifications and experience of the retired directors. The candidates are fully qualified without any prohibited characteristics under the Public Limited Companies Act B.E. 2535, the criteria of the Office of The Securities and Exchange Commission B.E. 2535 and other regulatory agencies.	
จำนวนปีที่ เป็นกรรมการ	4 ปี 6 เดือน (เข้าเป็นกรรมการ วันที่ 12 กันยายน 2561)	
Years of Directorship	4 years 6 months (Being a director of the Company since 12 September 2018)	
การศึกษา	- บริหารธุรกิจมหาบัณฑิต University of San Francisco รัฐแคลิฟอร์เนีย สหรัฐอเมริกา - รัฐศาสตรมหาบัณฑิต มหาวิทยาลัยสุโขทัยธรรมาธิราช - เศรษฐศาสตรบัณฑิต Vanderbilt University รัฐเทนเนสซี สหรัฐอเมริกา - Federal Bureau Investigation (FBI) National Academy	
Education	- Master of Business Administration, University of San Francisco California USA - Master of Political Sciences, Sukhothai Thammathirat Open University - Bachelor of Arts (Economics), Vanderbilt University Tennessee USA - Federal Bureau Investigation (FBI) National Academy	
ประสบการณ์การทำงาน	- จเรตำรวจแห่งชาติ - ผู้ช่วยผู้บัญชาการตำรวจแห่งชาติ - ผู้บัญชาการ สำนักงานกำลังพล สำนักงานตำรวจแห่งชาติ - ผู้บัญชาการ สำนักงานเทคโนโลยีสารสนเทศและการสื่อสาร สำนักงานตำรวจแห่งชาติ	

Experience	<ul style="list-style-type: none"> <li>- รองจเรตำรวจ (สบ7) สำนักงานจเรตำรวจ สำนักงานตำรวจแห่งชาติ</li> <li>- กรรมการ บริษัท หลักทรัพย์ เอสบีไอ ไทย ออนไลน์ จำกัด</li> <li>- Senior Inspector General, Royal Thai Police</li> <li>- Assistant Commissioner General, Royal Thai Police</li> <li>- Commissioner of Office of Human Resources, Royal Thai Police</li> <li>- Commissioner of Information and Communication Technology, Royal Thai Police</li> <li>- Deputy Commissioner of Office of Inspector General, Royal Thai Police</li> <li>- Director, SBI Thai Online Securities Co.,Ltd.</li> </ul>
หลักสูตรการอบรม	<ul style="list-style-type: none"> <li>- หลักสูตร Corporate Governance for Capital Market intermediaries (CGI) รุ่น 3/2558 สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย</li> <li>- หลักสูตร Advance Audit Committee Program (AAP) รุ่น 20/2558 สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย</li> <li>- หลักสูตร Finance for Non-Finance Director (FN) 19/2548 สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย</li> <li>- หลักสูตร Audit Committee and Continuing Development Program (ACP) 7/2548 สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย</li> <li>- หลักสูตร Director Accreditation Program (DAP) 11/2547 สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย</li> <li>- หลักสูตรผู้บริหารระดับสูง รุ่นที่ 2 สถาบันวิทยาการตลาดทุน (วตท.)</li> <li>- หลักสูตรการป้องกันราชอาณาจักร รุ่นที่ 53 โดยสมาคมวิทยาลัยป้องกันราชอาณาจักร ในพระบรมราชูปถัมภ์</li> <li>- งานสัมมนาสำหรับคณะกรรมการ หัวข้อ “ what directors need to know about digital assets?” ตลาดหลักทรัพย์แห่งประเทศไทย</li> </ul>
Training program	<ul style="list-style-type: none"> <li>- Corporate Governance for Capital Market intermediaries (CGI) Class 3/2015 by IOD</li> <li>- Advance Audit Committee Program (AAP) Class 20/2015 by IOD</li> <li>- Finance for Non-Finance Director (FN) Class 19/2005 by IOD</li> <li>- Audit Committee and Continuing Development Program (ACP) Class 7/2005 by IOD</li> <li>- Director Accreditation Program (DAP) Class 11/2004 by IOD</li> <li>- Top Executive Program, Capital Market Academy Class 2 (CMA.2) Capital Market Academy</li> <li>- Diploma, National Defense College, The National Defense College (TNDC) Class 53</li> <li>- Annual Seminar for Directors under the heading “what directors need to know about digital assets?” by SET</li> </ul>
การดำรงตำแหน่งกรรมการ / ผู้บริหารในกิจการอื่น	
Position in other organization	<ul style="list-style-type: none"> <li>● กิจการที่เป็นบริษัทจดทะเบียน จำนวน 4 แห่ง <ul style="list-style-type: none"> <li>2565 - ปัจจุบัน กรรมการอิสระ ประธานกรรมการบริหารความเสี่ยงทั้งองค์กร บริษัท พีซีพีจี จำกัด (มหาชน)</li> <li>2552 - ปัจจุบัน ประธานกรรมการตรวจสอบ บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน)</li> <li>2547 - ปัจจุบัน กรรมการอิสระ บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน)</li> <li>2543- ปัจจุบัน กรรมการ บริษัท การบินกรุงเทพ จำกัด (มหาชน)</li> </ul> </li> <li>● กิจการที่ไม่ใช่บริษัทจดทะเบียน จำนวน 7 แห่ง <ul style="list-style-type: none"> <li>2565 - ปัจจุบัน กรรมการ บริษัท เอ็น.ซี.ซี. แมนเนจเม้นท์ แอนด์ ดิเวลลอปเม้นท์ จำกัด</li> <li>2563 - ปัจจุบัน จเรตำรวจ สำนักงานตำรวจแห่งชาติ</li> <li>2552 - ปัจจุบัน กรรมการ บริษัท เซาค้อ วินด์ พาวเวอร์ จำกัด</li> <li>2549 - ปัจจุบัน กรรมการ บริษัท ไทยโคโพลีเอสเตอร์พลาสติก จำกัด</li> <li>2537 - ปัจจุบัน กรรมการ บริษัท พีระพร็อพเพอร์ตี้ จำกัด</li> <li>2529 - ปัจจุบัน กรรมการ บริษัท แม่อรุณ จำกัด</li> <li>2516 - ปัจจุบัน กรรมการ บริษัท โมเดอร์นแมนู จำกัด</li> </ul> </li> </ul>

- Positions in listed companies 4 Companies  
2022 – present Independent director , Chairman of Enterprise-wide Risk Management Committee BCPG Public Company Limited  
2009 – Present Chairman of The Audit Committee Finansia Syrus Securities PCL.  
2004 – Present Independent Director Finansia Syrus Securities PLC.  
2000 – Present Director Bangkok Airway PLC.
- Positions in non-listed companies 7 Companies  
2022 – Present Director of N.C.C. Management & Development Co., Ltd.  
2020 - Present Senior Inspector General, Royal Thai Police  
2009 – Present Director of Khao kor Wind Power Co.,LTD  
2006 - Present Director of Thai Kodama Co.,Ltd.  
1994 - Present Director of Bira Property Co.,Ltd.  
1986 - Present Director of Mae Aroon Co.,Ltd.  
1973 - Present Director of Modernmanu Co.,Ltd.
- กิจการอื่นที่อาจทำให้เกิดความขัดแย้งทางผลประโยชน์ต่อบริษัท : ไม่มีการดำรงตำแหน่งเป็นกรรมการ/ผู้บริหารในกิจการดังกล่าว
- Conflict of interest transaction with the Company : Not being any director, executive in other organization

การถือหุ้นในบริษัท -ไม่มี-

Number of shares held in the Company -none-

จำนวนครั้ง / สัดส่วนการเข้าร่วมประชุมคณะกรรมการและกรรมการชุดย่อย ประจำปี 2565

การประชุมคณะกรรมการบริษัท	6 ครั้งเข้าประชุม 6 ครั้ง	คิดเป็นร้อยละ 100
การประชุมคณะกรรมการสรรหาและพิจารณาค่าตอบแทน	2 ครั้งเข้าประชุม 2 ครั้ง	คิดเป็นร้อยละ 100

**Meeting attendance in 2022**

Board of Directors Meeting	6/6 times equal to 100%
Nomination and Remuneration Committee Meeting	2/2 times equal to 100%

อื่นๆ : ไม่มีประวัติการกระทำผิดอาญาในความผิดที่เกี่ยวกับทรัพย์สินซึ่งกระทำโดยสุจริต

Other : Never dishonesty committed an offence against property

**ข้อมูลเพิ่มเติมของกรรมการ**

1. ได้รับการกลั่นกรองอย่างรอบคอบ ระมัดระวัง ของคณะกรรมการบริษัทแล้วว่าเป็นบุคคลที่มีคุณสมบัติเหมาะสมกับการประกอบธุรกิจของบริษัท โดยไม่มีผู้ถือหุ้นเสนอชื่อบุคคลอื่นให้เป็นกรรมการบริษัท
2. ไม่ได้เป็นกรรมการหรือผู้บริหารในกิจการอื่นที่อาจมีความขัดแย้งทางผลประโยชน์หรือมีสภาพเป็นการแข่งขันทางธุรกิจกับบริษัท

**Additional information to consider Director.**

1. The Board of Directors deemed that directors are qualified and appropriated for business of the Company without any shareholders purpose other person to be director candidate.
2. The director is not a director or executive in other business which may cause the conflict of interest or as a competitive to business of the Company.

ข้อมูลของกรรมการอิสระเพื่อประกอบการมอบฉันทะของผู้ถือหุ้น  
Profiles of Independent Directors to be used with Proxy of Shareholders

1. นางสุภาภรณ์ บุรพุกุศลศรี

กรรมการอิสระ ประธานกรรมการตรวจสอบ ประธานกรรมการบริหารความเสี่ยง กรรมการสรรหา และพิจารณาค่าตอบแทน กรรมการกำกับดูแลกิจการและความยั่งยืน

วันเดือนปีเกิด : วันที่ 28 กุมภาพันธ์ 2496 อายุ 70 ปี

ที่อยู่ : เลขที่ 31 หมู่บ้านเสรีวิลล่า แยก 4 ถนนศรีนครินทร์ แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250

ส่วนได้เสียทั้งทางตรงและทางอ้อมในกิจการใดๆ ที่บริษัทหรือบริษัทย่อยเป็นคู่สัญญา : -ไม่มี-  
ส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่นในทุกวาระที่เสนอในการประชุมครั้งนี้ : -ไม่มี-  
ส่วนได้เสียในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นครั้งนี้ : -ไม่มี-



**Mrs. Supaporn Burapakusolsri**

Independent Director/Chairman of the Audit Committee/Chairman of the Risk Management Committee/Member of Nomination and Remuneration Committee/Member of Corporate Governance and Sustainability Committee

Date of birth : 28 February 1953 Age 70 years

Address : 31 Seri Villa Yaek 4, Srinakarin road, Nongbon, Prawet, Bangkok 10250

Direct and indirect interest in any transaction which the Company or its subsidiaries is a party: -None-

A connected transaction which is different from other directors of any agenda in this meeting : -None-

A connected transaction of any agenda proposed in this ordinary shareholders meeting : -None -

2. นายพินิจ หาญพาณิชย์

กรรมการอิสระ, กรรมการตรวจสอบ

วันเดือนปีเกิด : วันที่ 22 มีนาคม 2499 อายุ 67 ปี

ที่อยู่ : เลขที่ 43 หมู่บ้านสมใจ หมู่ที่ 7 ซอย 154 ถนนบางแวก แขวงบางไผ่ เขตบางแค กรุงเทพมหานคร 10160

ส่วนได้เสียทั้งทางตรงและทางอ้อมในกิจการใดๆ ที่บริษัทหรือบริษัทย่อยเป็นคู่สัญญา : -ไม่มี-  
ส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่นในทุกวาระที่เสนอในการประชุมครั้งนี้ : -ไม่มี-  
ส่วนได้เสียในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นครั้งนี้ : -ไม่มี-



**Mr. Pinit Harnphanich**

Independent Director, Member of the Audit Committee

Date of birth : 22 March 1956 Age 67 years old

Address : 43, Somjai Village, Village Moo. 7, Soi 154, Bang Waek Road, Bang Phai Subdistrict, Bang Khae District, Bangkok 10160

Direct and indirect interest in any transaction which the Company or its subsidiaries is a party: -None-

A connected transaction which is different from other directors of any agenda in this meeting : -None-

A connected transaction of any agenda proposed in this ordinary shareholders meeting : -None -

Auditor's Profile

Name	Ms. Pimjai Manitkajohnkit
Audit firm	EY Office Limited
CPA No.	4521
Years of service	Over 30 years / Service Period 9 years
Position	Partner

## Qualifications

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand
- A member of Investigation Subcommittee of the Federation of Accounting Professions

## Education

- Bachelor's degree in Accounting, Thammasat University (2nd class honor)
- Master's degree in Accounting, Thammasat University

## Experience

- Leading a wide range of audit assignments for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses. Her areas of expertise are real estate, manufacturing, and trading.
- Overseeing management advisory and SET listing engagements

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:

- None -

## Record of illegal action

- None -

## Contact information

Telephone	02 264 0777 / 02 264 9090
Fax	02 264 0789-90
Email	pimjai.manitkajohnkit@th.ey.com

Auditor's Profile

Name	Ms. Kirdsiri Kanjanaprakasit
Audit firm	EY Office Limited
CPA No.	6014
Years of service	Over 20 years / Service Period 1 year
Position	Partner



Qualifications

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand

Education

- Bachelor's degree in Accountancy, Kasetsart University
- Master's degree in Accountancy, Thammasat University

Experience

- Providing audit services in a wide range of industries, including real estate, manufacturing, securities and service businesses, for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses.
- Extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services.

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:

- None -

Record of illegal action

- None -

Contact information

Telephone	02 264 0777 / 02 264 9090
Fax	02 264 0789-90
Email	kirdsiri.kanjanaprakasit@th.ey.com

Auditor's Profile

Name	Kitti Teachakasembundit
Audit firm	EY Office Limited
CPA No.	9151
Years of service	Over 18 years / Service Period - year
Position	Partner



## Qualifications

- Kitti has been in public accounting practice in Thailand with EY for 18 years and also has experience working with a number of multinational clients and listed clients
- Certified Public Accountant (Thailand)

## Education

- Bachelor of Accountancy (First Class Honors) from Chulalongkorn University
- Master of Accountancy with High Distinction (highest GPAX) from Chulalongkorn University

## Experience

- Assurance Partner highly experienced in mobile telecommunications industry, and power and utilities industry
- Audit Partner in charge providing audit service to the large mobile operator in Thailand
- Audit Partner of the large electricity generation client which be provided audit service and related assurance services in relation to the Reg S cross border transactions for electricity generation client's shareholder.
- Assurance Partner in Thailand Professional Practice Group (PPG)
- PPD Partner providing technical consultation raised by assurance engagement team for those technical matters in accordance with EY Global Consultation Policy
- PPD Partner assisting EYTH L&D in providing technical courses to our EYTH staff and executives, and being a guest lecturer invited by the Accounting and Auditing Standards Setter

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:

- None -

## Record of illegal action

- None -

## Contact information

Telephone	02 264 0777 / 02 264 9090 / 094-959-4614
Fax	02 264 0789-90
Email	kitti.teachakasembundit@th.ey.com

Auditor's Profile

Name	Ms. Nummon Kerdmongkhonchai
Audit firm	EY Office Limited
CPA No.	8368
Years of service	Over 20 years / Service Period - year
Position	Partner



## Qualifications

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand
- A member of Investigation Subcommittee of the Federation of Accounting Professions

## Education

- Bachelor's degree in Accounting, Thammasat University (2nd class honor)
- Master of Business Administration, Chulalongkorn University

## Experience

- Providing audit services in a wide range of industries, including real estate, hotel, manufacturing and trading and service, for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses.
- Extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services.

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:

- None -

## Record of illegal action

- None -

## Contact information

Telephone	02 264 0777 / 02 264 9090
Fax	02 264 0789-90
Email	nummon.kerdmongkhonchai@th.ey.com

## Articles of Association relevant to the Meeting and Voting

### The Shareholders' Meeting

**Article 31.** The Board of Directors shall arrange for an annual general meeting of shareholders with four (4) months from the last day of the fiscal year of the Company.

Meeting other than that mentioned above shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever the Board of Directors may deem appropriate.

when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of issued shares may submit a written request signed by them requesting the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give subject and reasons for such request in the said letter, in such case, the Board of Directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

If the Board of Directors does not arrange for the meeting of shareholders within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of time in paragraph three ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expenses incurred therefrom and shall reasonably facilitate the meeting.

In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constituted as specified in this Articles 33, the shareholders under paragraph four shall jointly compensate the Company the expenses incurred from the meeting.

In this regard, the meeting of shareholders can be conducted by means via electronic media. Provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or the relevant law and regulations applied mutatis mutandis. Such meeting of shareholders conducted by means via electronic media bear the same effects as any meeting which the shareholders attend the meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association.

**Article 32** In regard to calling the Shareholders' Meeting, the Board of Directors shall prepare a notice containing information regarding the venue, date, agenda, and matters to be presented to the meeting together with adequate details. The matters to be presented at the Shareholders' Meeting must be clearly identified, whether they are presented for the purpose of acknowledgement, or for approval, or for consideration, as the case may be. In addition, the notice shall include the comments of the Board of Directors on such matters. The meeting notice shall be sent to the Shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the notice of a Shareholders' Meeting shall be published in a newspaper no less than three (3) consecutive days and the publication shall be made no less than three (3) days prior to the meeting date.

If shareholders' meeting is conducted by means via electronic media. A notice of the meeting and supporting documents can be sent by e-mail, provided that such notice and supporting documents shall be sent within the period and the notice of the meeting shall be published in the newspaper for the period prescribed in this paragraph. The Company shall keep the copy of the notice and supporting documents as evidence, which may be kept in the form of electronic data.

The venue for convening the Shareholders' Meeting may be located in the province in which the head office is located or other places as prescribed by the Board of Directors.

**Article 33** At every Shareholders' Meeting, regardless of whether the meeting is conducted in physical or by means via electronic media, a quorum shall consist of the presence of the Shareholders or representatives of Shareholders (if any) of at least twenty five (25) persons or at least half (1/2) of the total number of Shareholders and holding shares in a total amount of at least one-third (1/3) of the total number of the shares sold.

At any Shareholders' Meeting, if the quorum is not constituted by one (1) hour after the time for which the meeting is scheduled and such Shareholders' Meeting is called at the request of the Shareholders, such Shareholders' Meeting shall be adjourned. If the Shareholders' Meeting is not called at the request of the Shareholders, the Shareholders' Meeting shall be adjourned. In this regard, a notice shall be sent to the Shareholders at least seven (7) days prior to the meeting date. A quorum for this rescheduled Shareholders' Meeting is not required.

**Article 34** Regardless of whether the shareholders' meeting is conducted in physical or by means of teleconference, The Chairman of the Board of Directors shall be the Chairman of the Shareholders' Meeting. In the case that the Chairman of the Board of Directors is not present or is unable to perform his or her duty, the Vice Chairman shall act as the Chairman of the Shareholders' Meeting. If the Vice Chairman is not present or is unable to perform his or her duty, a Shareholder shall be elected to be the Chairman of the Shareholders' Meeting.

**Article 35** Regardless of whether the shareholders' meeting is conducted in physical or by means of teleconference, In regard to the voting at the Shareholders' Meeting, each Shareholder shall have one (1) vote for each share he or she holds. If any Shareholder has any specific interest in any matter, such Shareholder shall be prohibited from casting his or her vote on that matter except in the voting for the election of Directors. The affirmative vote of a resolution of the Shareholders' Meeting shall be made as follows:

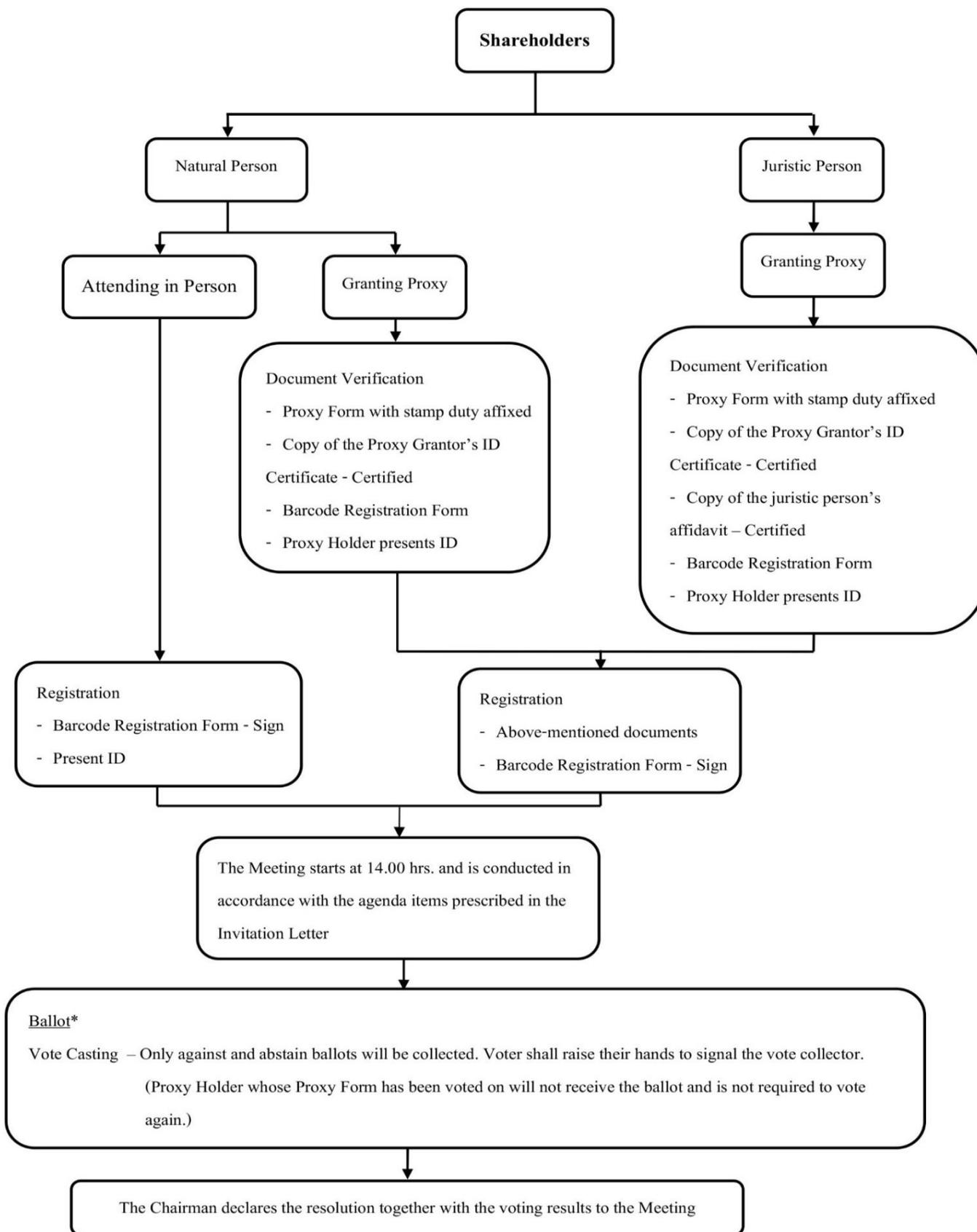
- (1) In normal cases, a majority of the Shareholders who are present and casting their votes shall prevail. In the event of a tied vote, the Chairman shall have a deciding vote.
- (2) Each of the following matters requires at least three-fourths (3/4) of the total votes of the Shareholders who are present and entitled to vote:
  - (a) The sale or transfer of all or an essential part of the business of the Company to other persons;
  - (b) The purchase or acceptance of the transfer of the business of other private or public companies by the Company;
  - (c) The execution, amendment, or termination of all or an essential part of the agreement related to the lease of business of the Company, the assignment of other person(s) to manage the business of the Company, or the merging of the Company's business with other persons for the purpose of benefit sharing.
  - (d) Amendment of the Company's Memorandum of Association or Articles of Association;
  - (e) Increase or decrease of the registered capital of the Company;
  - (f) Dissolution of the Company;
  - (g) Issuance of debentures of the Company;
  - (h) Merger of the Company with another company; and
  - (i) Any other matters which are required under the law to be approved by the three-quarters (3/4) of the total votes of the Shareholders who are present and entitled to vote.

**Article 36.** The business to be transacted at the Annual Ordinary General Meeting is as follows:

- (1) The directors submit to the meeting the report showing how the business of the Company was conducted during the year under review;

- (2) Consideration and approval the balance sheets, profit and loss statements of the previous fiscal year;
- (3) Consideration on the allocation of the net profit for legal reserves;
- (4) Election of new directors in replacement of those retired by rotation;
- (5) Determine the remuneration of the Directors;
- (6) Appointment of the auditor and determine the auditing fee; and
- (7) Other business

Procedures for Attending the 2023 Annual General Meeting of Shareholders



\* Prior to leaving the Meeting room, please submit the remaining ballots to Company's staff for the voting

**Explanation of Documents and Identifications, Proxy, Registration and Voting Procedure**

The Company shall convene the 2023 Annual General Meeting of Shareholders on Friday, 31 March 2023 at 14.00 hrs., at Budsaba room, 1st fl., Mandarin Bangkok Hotel 662 Rama IV Rd., Maha Phruettharam Subdistrict, Bang Rak District, Bangkok 10500

**Proxy Form**

The Company has prepared and attached Proxy Form B. for shareholders who cannot attend the meeting and a proxy may be appointed to the other person or any independent director by using Proxy Form B. as Enclosure No. 8

In the event shareholder wishes more Proxy forms (Form A. or Form B.), shareholder can download from the Company website: [www.chewathai.com](http://www.chewathai.com) or should shareholders wish to request a paper form of proxy, please scan QR code on the Company's website within March 16, 2023.

**Proxy**

1. Complete only one Proxy Forms.
  2. Authorize an individual or one of the Company's independent directors by indicating name and details of individual or mark in front of only one name of the Company's independent directors as specified in the proxy to attend the meeting.
  3. Affix the 20 Baht of stamp duty in order to be correct and effective in term of law.
- Allocation of shares to several Proxies to vote in the meeting is not allowed. Shareholder shall authorize the Proxy to cast the votes only for all the shares held by it. Authorization of votes less than the total number of holding shares is not allowed except.

**Documents to be presented prior to the meeting**

- **Individual**
  - Attend the meeting by him/herself, present ID Card, Civil Servant Card, or Driving License and supported documents in case of any change thereto.
  - Proxy
    - 1) Proxy Form either Form A or Form B, duly filled in and signed by shareholder and proxy.
    - 2) copies of ID Card, Civil Servant Card, or Driving License duly certified by shareholder
    - 3) ID Card, Civil Servant Card or Driving License presented by proxy.
- **Juristic Person**
  - Attend the meeting by director
    - 1) Proxy Form either Form A or Form B, duly filled in and signed by shareholder and proxy.
    - 2) copy of a company certificate duly certified by authorized director(s)
    - 3) ID Card, Civil Servant Card or Driving License presented by proxy.
  - Proxy
    - 1) Proxy Form either Form A or Form B, duly filled in and signed by authorized director(s) of shareholder and proxy
    - 2) copy of a company certificate duly certified by authorized director(s) containing particulars that director(s) affixing signature(s) on the Proxy Form is duly authorized.
    - 3) copy (ies) of ID Card or others issued by competent authorities to director(s) who is(are) director(s) duly certified by him/her/them.
    - 4) ID Card, Civil Servant Card or Driving License presented by proxy.

**Registration**

The Company shall proceed with registration from 13.00 hrs. at Budsaba room, 1st fl., Mandarin Bangkok Hotel 662 Rama IV Rd., Maha Phruettharam Subdistrict, Bang Rak District, Bangkok 10500.

**Voting Procedure****General Agenda**

- 1) A vote in each agenda shall be counted by voting as indicated in the shareholder registration or ballots distributed to the shareholders before the meeting on the condition that each share constitutes one vote, Shareholders shall only vote for: approve, disapprove or abstain.
- 2) Proxy holder shall vote according to the grantor's intention as specified in the proxy only. If in event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the meeting considers or votes on any issue or addition in facts, then proxy shall have discretion to consider and vote as appropriate.

**Director Agenda**

According to Article 16 of the Articles of Association of the Company, the meeting of shareholders shall appoint directors in accordance with rules and procedures as follows:

- 1) Shareholder shall have one vote for each share of holding.
- 2) Each shareholder may exercise all the votes he/she has under 1. to elect one or several director(s). In the event of electing several directors, he/she shall not be entitled to allot his/her votes to elect each director.
- 3) The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the meeting shall be entitled to a second or casting vote.

**Casting Vote Procedure**

The Chairman of the meeting or officer shall explain casting vote procedure before commencement of the meeting. Officers of the Company shall count and sum up votes base on proxies and ballots distributed to shareholders. Only disapprove and abstain votes shall be counted. Then the number of approve vote shall be calculated by subtracting the number of disapprove and abstain votes from the total number of votes. Results on each agenda shall be announced before the meeting is ended.

หนังสือมอบฉันทะ แบบ ก.  
Proxy Form A.  
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)  
(General and Simple Form)

(ปิดอากรแสตมป์  
20 บาท)  
(Please attach  
stamp duty  
of Baht 20)

สิ่งที่ส่งมาด้วย 8  
Enclosure no.8

เลขทะเบียนผู้ถือหุ้น.....  
Shareholder registration number

เขียนที่.....  
Written at  
วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า..... สัญชาติ..... อยู่เลขที่..... ซอย.....  
I/We nationality residing/located at no. Soi  
ถนน..... ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด.....  
Road Tambol/Kwaeng Amphur/Khet Province  
รหัสไปรษณีย์.....  
Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ชิวทไทย จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of Chewathai Public Company Limited (“Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้  
Holding the total number of shares and have the rights to vote equal to votes as follows  
หุ้นสามัญ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง  
Ordinary share shares and have the rights to vote equal to votes  
หุ้นบุริมสิทธิ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง  
Preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
✓ ที่  1. ระบุชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing  
No.1, please mark ✓ at  1. And  
give the details of proxy (proxies).

1. ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่.....  
Name age years residing/located at no.  
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
Road Tambol/Kwaeng Amphur/Khet  
จังหวัด..... รหัสไปรษณีย์.....  
Province Postal Code  
หรือ/Or

ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่.....  
Name age years residing/located at no.  
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
Road Tambol/Kwaeng Amphur/Khet  
จังหวัด..... รหัสไปรษณีย์.....  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว

Anyone of these persons

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ

Appoint any one of the following Independent Directors of the Company

นางสาวภรณ์ บุรพุกตลศรี / Mrs. Supaporn Burapakusolsri หรือ/Or

นายพินิจ หาญพาณิชย์ / Mr. Pinit Harnphanich

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 4 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2566) (Details of Independent Directors are specified in Enclosure 4 of the Invitation to the 2023 Annual General Meeting of the Shareholders)

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
✓ ที่  2. และเลือกกรรมการอิสระ คนใด  
คนหนึ่ง  
If you make proxy by choosing No.2,  
please mark ✓ at  2. And. Choose  
one of these independent directors

Enclosure no.8  
 ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทน กรรมการอิสระที่สามารถเข้าประชุม  
 In this regard, in the case where any of such Independent Directors is unable to attend the meeting, the other Independent Director shall be appointed as a proxy instead of the Independent Director who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันศุกร์ที่ 31 มีนาคม 2566 เวลา 14.00 น. ณ ห้องบุษบา  
 ชั้น 1, โรงแรมแมนดาริน กรุงเทพฯ เลขที่ 662 ถนนพระราม 4 แขวงมหาพฤฒาราม เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
 as my/our proxy (“ proxy”) to attend and vote on my/our behalf at the 2023 Annual General Meeting of the Shareholders on Friday, 31 March, 2023 at 14.00 hrs., at Budsaba room, 1st fl., Mandarin Bangkok Hotel 662 Rama IV Rd., Maha Phruettharam Subdistrict, Bang Rak District, Bangkok 10500 or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือ เสมือนว่าข้าพเจ้าได้กระทำเองทุก  
 ประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
 (.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
 (.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
 (.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
 (.....)

**หมายเหตุ/Remarks**

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวน หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยก  
 การลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.



2. มอบฉันทะให้ กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ

Appoint any one of the following Independent Directors of the Company

นางสุภาภรณ์ บุรพุกุศลศรี / Mrs. Supaporn Burapakusolsri หรือ/or

นายพินิจ หาญพาณิชย์ / Mr. Pinit Harnphanich

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 4 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2566 )

(Details of Independent Directors are specified in Enclosure 4 of the Invitation to the 2023 Annual General Meeting of the Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such Independent Directors is unable to attend the meeting, the other Independent Director shall be appointed as a proxy instead of the Independent Director who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันศุกร์ที่ 31 มีนาคม 2566 เวลา 14.00 น. ณ ห้องบุษบา ชั้น 1, โรงแรมแมนดาริน กรุงเทพฯ เลขที่ 662 ถนนพระราม 4 แขวงมหาพฤฒาราม เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2023 Annual General Meeting of the Shareholders on Friday, 31 March, 2023 at 14.00 hrs., at Budsaba room, 1st fl., Mandarin Bangkok Hotel 662 Rama IV Rd., Maha Phruettharam Subdistrict, Bang Rak District, Bangkok 10500 or such other date, time and place as the meeting may be held

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote as per my/our desire as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ซึ่งได้ประชุมเมื่อวันที่ 1 เมษายน 2565

Agenda item no. 1 To consider the Minutes of the 2022 Annual General Meeting which was held on 1 April 2022.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 รับทราบผลการดำเนินงานของบริษัท สิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda item no. 2 To acknowledge the report of the Company's operating results for the fiscal period ending 31 December 2022.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 3 พิจารณามติบังคับแสดงฐานะทางการเงินของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565**

**Agenda item no. 3 To consider the financial statements for the fiscal period ending 31 December 2022.**

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

**วาระที่ 4 พิจารณามติจัดการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายและจ่ายเงินปันผลสำหรับผลการดำเนินงานในรอบปี 2565**

**Agenda item no. 4 To approve the allocation of profit as legal reserve and payment dividend according to the operation results in the year 2022.**

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

**วาระที่ 5 พิจารณามติเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ**

**Agenda item no. 5 To consider the appointment of the directors to replace the directors who will retire by rotation.**

**1. นายชัยยุทธ เตชะทัศนสุนทร / Mr. Chaiyut Techatassanasoontorn**

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

**2. พลตำรวจเอก วิสณุ ปราสาททองโอสถ / Pol.Gen. Visanu Prasattongsoth**

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

**วาระที่ 6 พิจารณามติการกำหนดค่าตอบแทนของคณะกรรมการและคณะกรรมการชุดย่อย ประจำปี 2566**

**Agenda item no. 6 To consider the determination of the remuneration for directors and committees for the year 2023.**

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

**วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2566**

**Agenda item no. 7 To consider the appointment of the auditor and the determination of the audit fees for the year 2023.**

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 8 พิจารณานุมัติแก้ไขข้อบังคับของบริษัทเพื่อให้สอดคล้องกับพระราชบัญญัติบริษัทมหาชนจำกัด (ฉบับที่ 4) พ.ศ. 2565**

**Agenda item no. 8 To approve the amendment of the Company's Article of Association to be in accordance with the Public Limited Company Act (No.4) B.E. 2565 (2022)**

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

**Agenda item no.9 Other considerations (if any).**

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ / Signed .....ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy  
(.....)

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ชีวาทัย จำกัด (มหาชน)

A proxy is granted by a shareholder of Chewathai Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันศุกร์ที่ 31 มีนาคม 2566 เวลา 14.00 น. ณ ห้องบุษบา ชั้น 1, โรงแรมแมนดาริน กรุงเทพฯ เลขที่ 662 ถนนพระราม 4 แขวงมหาพฤฒาราม เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2023 Annual General Meeting of the Shareholders on Friday, 31 March, 2023 at 14.00 hrs., at Budsaba room, 1st fl., Mandarin Bangkok Hotel 662 Rama IV Rd., Maha Phruettharam Subdistrict, Bang Rak District, Bangkok 10500 or such other date, time and place as the meeting may be held

วาระที่..... เรื่อง .....

Agenda item no. Subject:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่..... เรื่อง .....

Agenda item no. Subject:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่..... เรื่อง .....

Agenda item no. Subject:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่..... เรื่อง .....

Agenda item no. Subject:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

### Privacy Notice for the Shareholder's Meeting of Chewathai Public Company Limited

Chewathai Public Company Limited ("the Company") realizes the importance of personal data of shareholders and/or proxy holders. This privacy notice, pursuant to the Personal Data Protection Act B.E. 2019, shall be applied for the collection, use, disclosure and processing of personal data to verify the identity of shareholders and/or proxy holders directly and/or indirectly. Shareholders are kindly requested to study the information and rights for a clearer understanding.

**1. Personal data to be collected** The Company will receive and collect personal data directly from shareholders and/or proxy holders and from Thailand Securities Depository Company Limited, the Company's share registrar. Personal data consists of the following:

1.1. General Personal Data such as name, surname, identification number, date of birth, gender, shareholder identification number, image, video recording as well as health information and travel history for public health objectives in preventing the Coronavirus Disease 2019 (Covid-19)

1.2. Contact information such as address, telephone, and email.

**2. Purpose of collection, Use and disclosure of personal data** The Company collects, use, and disclosures personal data for the following purposes:

2.1. To call, arrange and conduct the Annual General Meeting of Shareholders of the Company pursuant to the Company Articles of Association as well as applicable laws, notifications and criteria for meeting arrangement and preparation of minutes as stipulated by the government.

2.2. To be used for screening attendees who are at risk for Covid-19 to achieve public health objectives for the prevention of dangerous communicable diseases and to comply with the measures and guidelines for meeting arrangement.

2.3. To probably disclose personal data to persons or agencies related to items 2.1 and 2.2 as well as meeting consultants or government agencies related to public health and communicable disease prevention.

**3. Rights of data owners** The data owners have the rights, pursuant to the personal data protection act B.E. 2019, to withdraw consent, to request access to and obtain a copy of their personal data, to request for correction and deletion or destruction of their personal data, to limit the use of personal data, to request for personal data transfer according to the methods prescribed by the law as well as to lodge a complaint and to object the collection, use or disclosure of their personal data.

**4. Personal data retention period** The Company will retain personal data under item 1 within the period specified by relevant laws and/or as deemed necessary to achieve the purpose under item 2.

**5. Contact information**

Company Secretary of Chewathai Public Company Limited

1168/80 Lumpini Tower 27th floor Rama4 road, Tungmahamek area, Sathorn district, Bangkok 10120

Tel 02 679 8870-4 ext 163, Fax 02 679 8875 call center 1260 press 3

**Measures and guidelines for attending the 2023 Annual General Meeting of Shareholders**  
under the Coronavirus Disease 2019 (Covid-19) outbreak situation

Due to the ongoing situation of Coronavirus disease 2019 (Covid-19) across the world and in Thailand. Chewathai Public Company Limited (“the Company”) kindly asks shareholders to be informed of the measures and guidelines for attending the 2023 Annual General Meeting of Shareholders as follows:

1. As the Company limits the number of available seats in the meeting room to around 50 seats in accordance with the meeting guidelines of the Centre for the Administration of the Situation due to the outbreak of the Communicable Disease Coronavirus 2019 (Covid-19) as well as recommendations or other practices of relevant government agencies, the Company would like to request shareholders’ grant a proxy to an independent director to attend the meeting on his/her behalf by submitting a proxy form together with supporting documents to the company secretary of Chewathai Public Company Limited 1168/80 Lumpini Tower 27th floor Rama4 road, Tungmahamek area, Sathorn district, Bangkok 10120. Shareholders are requested to submit the above-mentioned information to the Company by 28 March 2023 for its further proceedings.

2. Shareholders who wish to attend the meeting in person, the Company would like to request their cooperation to strictly comply with the following guidelines to prevent and reduce the risk of Covid-19 infection:

2.1. The Company will conduct health screening, in compliance with the guidelines of Department Disease Control, at the meeting room entrance. Shareholders or proxy holders are required to fill in the Covid-19 screening questionnaire before entering the meeting venue. Please note that concealment of health information or travel history shall be deemed a violation of the Communicable Diseases Act B.E. 2015.

The Company reserves the right to deny shareholders or proxy holders’ entry into the meeting, especially those who are identified with a body temperature of 37.5 °C or higher, or those who have recently visited or returned from any disease infected zones pursuant to the notification of the Ministry of Public Health re: Territories outside the Kingdom of Thailand defined as Disease infected zones of the coronavirus disease 2019 (Covid-19) outbreak for less than 14 days from the date of arrival in Thailand, including those who have had close contact with people who have visited or returned from any disease infected zones for less than 14 days from the date of arrival in Thailand or those having respiratory symptoms. (In case shareholders attend the meeting in person, they can appoint other persons or the Company’s independent directors to attend the meeting on their behalf). In this regard, at least 1 meter distance must be kept in queues at the screening point, document checking point and registration points.

2.2. The Company will arrange the seating with appropriate social distancing at a minimum of 1.5 meters placement from each other. This will limit the number of available seats in the meeting room to around 50 seats. After the registration procedure, each shareholder will be assigned a seating number and is required to sit as specified for the sake of tracking in case of any unforeseen circumstances. When seats are fully occupied on first come first served basis, no more participants will be allowed to enter the meeting venue. For the sake of voting, shareholders attending the meeting in person are therefore requested to grant proxies to the Company independent directors to attend the meeting on their behalf.

2.3. The venues will receive a deep clean and standard sanitization of the Ministry of Public health prior to the meeting.

2.4. All attendees are kindly requested to wear a face mask at all times while in the meeting venue.

2.5. To reduce the risk of Covid-19 infection, The company will conduct a concise meeting and shareholders who wish to raise questions are requested to submit their written questions to the Company officers at the registration counter or in the meeting room instead of speaking through the microphone.

2.6. Food and drinks are not allowed in the meeting venue. Neither the 2022 Annual Report nor the 2022 Sustainable development report in hard copy are distributed on the meeting date.

2.7. In case there are any changes in the situation, or additional or changing AGM-related notifications, regulations or practice guidelines prescribed by government agencies, the Company will further inform the shareholders via the Company website ([www.chewathai.com](http://www.chewathai.com)) for cooperation and compliance.

If there are many attendees, there may be a delay in screening and registration for the meeting, the Company hereby apologizes for any inconvenience that may arise.



พระราชบัญญัติ  
บริษัทมหาชนจำกัด (ฉบับที่ ๔)  
พ.ศ. ๒๕๖๕

พระบาทสมเด็จพระปรเมนทรรามาธิบดีศรีสินทรมหาวชิราลงกรณ  
พระวชิรเกล้าเจ้าอยู่หัว

ให้ไว้ ณ วันที่ ๒๑ พฤษภาคม พ.ศ. ๒๕๖๕  
เป็นปีที่ ๗ ในรัชกาลปัจจุบัน

พระบาทสมเด็จพระปรเมนทรรามาธิบดีศรีสินทรมหาวชิราลงกรณ พระวชิรเกล้าเจ้าอยู่หัว  
มีพระบรมราชโองการโปรดเกล้าฯ ให้ประกาศว่า

โดยที่เป็นการสมควรแก้ไขเพิ่มเติมกฎหมายว่าด้วยบริษัทมหาชนจำกัด

จึงทรงพระกรุณาโปรดเกล้าฯ ให้ตราพระราชบัญญัติขึ้นไว้โดยคำแนะนำและยินยอม  
ของรัฐสภา ดังต่อไปนี้

มาตรา ๑ พระราชบัญญัตินี้เรียกว่า “พระราชบัญญัติบริษัทมหาชนจำกัด (ฉบับที่ ๔)  
พ.ศ. ๒๕๖๕”

มาตรา ๒ พระราชบัญญัตินี้ให้ใช้บังคับตั้งแต่วันถัดจากวันประกาศในราชกิจจานุเบกษา  
เป็นต้นไป

มาตรา ๓ ให้เพิ่มความต่อไปนี้เป็นวรรคสามของมาตรา ๖ แห่งพระราชบัญญัติ  
บริษัทมหาชนจำกัด พ.ศ. ๒๕๓๕

“การดำเนินการตามวรรคหนึ่งอาจใช้วิธีการโฆษณาทางสื่ออิเล็กทรอนิกส์แทนก็ได้ ตามหลักเกณฑ์ที่นายทะเบียนกำหนด”

มาตรา ๔ ให้เพิ่มความต่อไปนี้เป็นมาตรา ๗/๑ แห่งพระราชบัญญัติบริษัทมหาชนจำกัด พ.ศ. ๒๕๓๕

“มาตรา ๗/๑ ในกรณีที่บริษัทหรือคณะกรรมการมีหน้าที่ต้องส่งหนังสือหรือเอกสาร ตามพระราชบัญญัตินี้ให้แก่กรรมการ ผู้ถือหุ้น หรือเจ้าหน้าที่ของบริษัท หากบุคคลดังกล่าวได้แจ้ง ความประสงค์หรือยินยอมให้ส่งหนังสือหรือเอกสารโดยวิธีการทางอิเล็กทรอนิกส์ บริษัทหรือ คณะกรรมการอาจส่งหนังสือหรือเอกสารนั้นโดยวิธีการทางอิเล็กทรอนิกส์ก็ได้ ทั้งนี้ ตามหลักเกณฑ์ ที่นายทะเบียนกำหนด”

มาตรา ๕ ให้ยกเลิกความในมาตรา ๗๙ แห่งพระราชบัญญัติบริษัทมหาชนจำกัด พ.ศ. ๒๕๓๕ และให้ใช้ความต่อไปนี้แทน

“มาตรา ๗๙ คณะกรรมการต้องประชุมอย่างน้อยหนึ่งครั้งทุกสามเดือน ณ ที่ตั้งอันเป็นที่ตั้งสำนักงานใหญ่ของบริษัทหรือจังหวัดใกล้เคียง เว้นแต่ข้อบังคับของบริษัทจะกำหนดให้มีการประชุม ณ ที่อื่นในราชอาณาจักร

กรณีไม่มีข้อบังคับกำหนดห้ามไว้เป็นการเฉพาะ การประชุมคณะกรรมการตามวรรคหนึ่ง อาจดำเนินการผ่านสื่ออิเล็กทรอนิกส์ตามที่บัญญัติไว้ในกฎหมายว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ได้ ในกรณีเช่นนี้ ให้ถือว่าที่ตั้งสำนักงานใหญ่ของบริษัทเป็นสถานที่จัดการประชุม”

มาตรา ๖ ให้ยกเลิกความในมาตรา ๘๑ แห่งพระราชบัญญัติบริษัทมหาชนจำกัด พ.ศ. ๒๕๓๕ และให้ใช้ความต่อไปนี้แทน

“มาตรา ๘๑ ประธานกรรมการเป็นผู้เรียกประชุมคณะกรรมการ

เมื่อมีเหตุอันสมควรหรือเพื่อรักษาสิทธิหรือประโยชน์ของบริษัท กรรมการตั้งแต่สองคนขึ้นไป จะร่วมกันร้องขอให้ประธานกรรมการเรียกประชุมคณะกรรมการได้ โดยต้องระบุเรื่องและเหตุผล ที่จะเสนอให้ที่ประชุมพิจารณาไปด้วย ในกรณีเช่นนี้ให้ประธานกรรมการเรียกและกำหนดวันประชุม ภายในสิบวันนับแต่วันที่ได้รับการร้องขอ

“ในกรณีที่ประธานกรรมการไม่ดำเนินการตามวรรคสอง กรรมการซึ่งร้องขออาจร่วมกันเรียกและกำหนดวันประชุมคณะกรรมการเพื่อพิจารณาเรื่องที่ร้องขอได้ภายในสิบวันนับแต่วันครบกำหนดระยะเวลาตามวรรคสอง”

มาตรา ๗ ให้เพิ่มความต่อไปนี้เป็นมาตรา ๘๑/๑ แห่งพระราชบัญญัติบริษัทมหาชน จำกัด พ.ศ. ๒๕๓๕

“มาตรา ๘๑/๑ ในกรณีที่ไม่มีประธานกรรมการไม่ว่าด้วยเหตุใด ให้รองประธานกรรมการเป็นผู้เรียกประชุมคณะกรรมการ ในกรณีที่ไม่มีรองประธานกรรมการไม่ว่าด้วยเหตุใด กรรมการตั้งแต่สองคนขึ้นไปอาจร่วมกันเรียกประชุมคณะกรรมการได้”

มาตรา ๘ ให้ยกเลิกความในมาตรา ๘๒ แห่งพระราชบัญญัติบริษัทมหาชน จำกัด พ.ศ. ๒๕๓๕ และให้ใช้ความต่อไปนี้เป็นแทน

“มาตรา ๘๒ ในการเรียกประชุมคณะกรรมการ ให้ส่งหนังสือนัดประชุมไปยังกรรมการไม่น้อยกว่าสามวันก่อนประชุม เว้นแต่ในกรณีจำเป็นรีบด่วนเพื่อรักษาสิทธิหรือประโยชน์ของบริษัท จะแจ้งการนัดประชุมโดยวิธีการทางอิเล็กทรอนิกส์หรือวิธีการอื่นใดและกำหนดวันประชุมให้เร็วกว่านั้นก็”

มาตรา ๙ ให้เพิ่มความต่อไปนี้เป็นวรรคสามของมาตรา ๙๘ แห่งพระราชบัญญัติบริษัทมหาชน จำกัด พ.ศ. ๒๕๓๕

“กรณีไม่มีข้อบังคับกำหนดห้ามไว้เป็นการเฉพาะ การประชุมผู้ถือหุ้นอาจดำเนินการผ่านสื่ออิเล็กทรอนิกส์ตามที่บัญญัติไว้ในกฎหมายว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ก็ได้”

มาตรา ๑๐ ให้เพิ่มความต่อไปนี้เป็นวรรคสามของมาตรา ๑๐๑ แห่งพระราชบัญญัติบริษัทมหาชน จำกัด พ.ศ. ๒๕๓๕

“ในกรณีที่ได้จัดให้มีการประชุมผ่านสื่ออิเล็กทรอนิกส์ตามมาตรา ๙๘ วรรคสาม ให้ถือว่าที่ตั้งสำนักงานใหญ่ของบริษัทเป็นสถานที่จัดการประชุม”

มาตรา ๑๑ ให้เพิ่มความต่อไปนี้เป็นมาตรา ๑๐๑/๑ แห่งพระราชบัญญัติบริษัทมหาชน จำกัด พ.ศ. ๒๕๓๕

“มาตรา ๑๐๑/๑ ในกรณีที่ผู้ถือหุ้นเรียกประชุมเองตามมาตรา ๑๐๐ วรรคสอง ผู้ถือหุ้นที่เรียกประชุมอาจจัดส่งหนังสือนัดประชุมไปยังผู้ถือหุ้นโดยวิธีการทางอิเล็กทรอนิกส์ก็ได้ หากผู้ถือหุ้นนั้นได้แจ้งความประสงค์หรือให้ความยินยอมไว้แก่บริษัทหรือคณะกรรมการตามที่กำหนดไว้ในมาตรา ๗/๑ แล้ว”

มาตรา ๑๒ ให้เพิ่มความต่อไปนี้เป็นวรรคสามของมาตรา ๑๐๒ แห่งพระราชบัญญัติบริษัทมหาชนจำกัด พ.ศ. ๒๕๓๕ ซึ่งแก้ไขเพิ่มเติมโดยพระราชบัญญัติบริษัทมหาชนจำกัด (ฉบับที่ ๒) พ.ศ. ๒๕๔๔

“การมอบฉันทะตามวรรคหนึ่ง อาจดำเนินการโดยวิธีการทางอิเล็กทรอนิกส์แทนได้ โดยต้องใช้วิธีการที่มีความปลอดภัยและเชื่อถือได้ว่าการมอบฉันทะนั้นได้ดำเนินการโดยผู้ถือหุ้น ทั้งนี้ ตามหลักเกณฑ์ที่นายทะเบียนกำหนด”

ผู้รับสนองพระบรมราชโองการ

พลเอก ประยุทธ์ จันทร์โอชา

นายกรัฐมนตรี

หมายเหตุ :- เหตุผลในการประกาศใช้พระราชบัญญัติฉบับนี้ คือ โดยที่มาตรา ๗๗ ของรัฐธรรมนูญแห่งราชอาณาจักรไทย บัญญัติให้รัฐพึงปรับปรุงกฎหมายที่ไม่สอดคล้องกับสภาพการณ์ หรือที่เป็นอุปสรรคต่อการประกอบอาชีพโดยไม่ชักช้าเพื่อไม่ให้เป็นภาระแก่ประชาชน ประกอบกับพระราชบัญญัติบริษัทมหาชนจำกัด พ.ศ. ๒๕๓๕ ใช้บังคับมาเป็นเวลานาน ยังไม่รองรับการเปลี่ยนแปลงและพัฒนาการของเทคโนโลยีสมควรแก้ไขเพิ่มเติมพระราชบัญญัตินี้ดังกล่าวให้มีความทันสมัยและสอดคล้องกับกาลปัจจุบัน โดยกำหนดให้บริษัทมหาชนจำกัดสามารถใช้วิธีการทางอิเล็กทรอนิกส์ในการประชุมคณะกรรมการและการประชุมผู้ถือหุ้น การจัดส่งหนังสือหรือเอกสาร ตลอดจนการมอบฉันทะในการประชุมผู้ถือหุ้น อันจะเป็นการลดภาระและอำนวยความสะดวกในการประกอบกิจการของบริษัทมหาชนจำกัดและประชาชนและเพิ่มขีดความสามารถในการแข่งขันของประเทศ จึงจำเป็นต้องตราพระราชบัญญัตินี้





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รายงานการพัฒนาอย่างยั่งยืน ประจำปี 2565 (Sustainability Report 2022)





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