



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024

CHEWATHAI PUBLIC COMPANY LIMITED.
March 29th, 2024 at 14.00 pm.

Through electronic platforms only.
The company will not provide onsite registration.

Registration :

From : 19-29 March 2024

Time : 08.30 am.-17.30 pm.



CHEWATHAI PUBLIC COMPANY LIMITED

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

March 7th 2024

Subject: Invitation to Ordinary Shareholders' Meeting of 2024

To: Shareholders of CHEWATHAI PUBLIC COMPANY LIMITED

- Enclosure:
1. Minutes of ordinary shareholders' meeting of 2023
 2. Report on overall operation of 2023
 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. Guidelines for attending the Shareholders' Meeting through electronic media (e-AGM) and appointment of proxy;
 8. Registration Form for attending the AGM through electronic media (e-AGM)
 9. Proxy Form Type A and Type B
 10. Annual Report 2023 (Form 56-1 One Report) and Sustainability Report 2023 (QR Code)
 11. Personal Data Protection Notice for Meetings

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders 2024 will be held on Friday, March 29th 2024, at 14.00 PM. through electronic platforms only. The company will not provide onsite registration. Therefore, all shareholders are requested to attend the meeting via electronic platforms only. All devices, including smartphones, laptops, tablets, and desktop PCs, are supported by the system being used in the meeting. The standards for the E-AGM system used by the company comply with the Emergency Decree on Meetings via Electronic Means, B.E. 2020, and the Notification of the Ministry of Digital Economy and Society Re: Standards for maintaining the security of meetings via electronic means.

For shareholders who wish to attend the meeting in person via electronic media. or wish to appoint a proxy to attend the meeting via electronic media on your behalf Please register to attend the meeting according to the regulations for attending shareholder meetings via electronic media (e-AGM) and granting proxies. According to Enclosure 7

Where in the following agenda will be considered

Agenda 1 To consider the Minutes of the 2023 Annual General Meeting which was held on 31 March 2023.

Objective and Rationale: The Company had prepared minutes of the ordinary shareholders' meeting of 2023 held on 31 March 2023, 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 2023 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 2023.

Objective and Rationale: The Company had summarized the Company's overall operation of 2023 according to Enclosure 2 and Annual Report 2023 (Form 56-1 One report) being delivered to the shareholders together with this meeting invitation according to Enclosure 10 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 2023 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 and approve the Statement of Financial Position and Comprehensive Income Statement for the year ended 31 December 2023.

Objective and Rationale: In order to comply with Section 56 of the SEC Act, and Section 112 of the PLC Act, as well as Article 39 of the Articles of Association of the Company, the Company had prepared the Statement of Financial Position and Comprehensive Income Statement for the year ended 31 December 2023, as set out in the 2023 Annual Report (Form 56-1 One Report) and the Statement of Financial Position for the fiscal year ending 31 December 2023 (QR CODE) which is delivered to all shareholders together with this notice, as set out in Enclosure 10. In this regard, such Statements of Financial Position and Comprehensive Income Statements for the year ended 31 December 2023 have been audited by the certified public accountant, and reviewed by the Audit Committee, and approved by the Board of Directors' Meeting. The summary of this statement is as follows:

Particulars according to consolidated financial statements	For the year ended (Million Baht)	
	31 December 2022	31 December 2023
Total assets	6,312.41	5,906.42
Total liabilities	4,321.54	4,005.84
Total shareholders' equity	1,990.86	1,900.58
Revenues	2,148.12	1,899.03
Profit (Loss) before income tax revenue	149.03	(77.11)
Profit (loss) for the year	119.52	(68.00)
Earnings per share	0.09	(0.05)

Board of Directors' Opinion: The Board deemed it appropriate to propose for the ordinary shareholders' meeting to consider approving the Statement of Financial Position and Comprehensive Income Statement for the year ended 31 December 2023, 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 Consider approving the cessation of allocating net profits as legal reserves and refraining from paying dividends for operating results in the year 2023.

Objective and Rationale: Section 116 of the PLC Act and Article 45 of the Articles of Association of the Company provide that the Company shall appropriate part of its annual net profits to a legal reserve fund in an amount of not less than 5 (Five) percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than 10 (Ten) percent of the registered capital.

Furthermore, Section 115 of PLC Act, and Article 44 of the Articles of Association of 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 2023, the company has operating results at a loss. Therefore, it is necessary to reserve money for future investment. and reserve money to repay the loan. or as working capital within the company

The Board of Directors has considered it. It is deemed appropriate to propose that the shareholders' meeting approve the cessation the allocation of net profits for the year 2023 and refrain from paying dividends to shareholders. Because the company has operating results including a loss. In addition, the company wants to reserve money for investment in the future. and reserve money to repay the loan. Including working capital within the company as mentioned above.

Board of Directors' Opinion: The Board has considered and has the opinion that it is appropriate to present to the general meeting of shareholders approval to refrain from allocating net profits as legal reserves and refrain from paying dividends for operating results in the year 2023 because the company still needs to use internal working capital. company

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: Section 71 of the PLC Act and Article 17 of the Articles of Association of the Company provide that, at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall retire from the office. A director who vacates office under this provision may be re-elected. Directors who retire in the first and second years after company registration should be elected by drawing lots. the directors who have been in office the longest will be the ones who retire from their positions.

During the ordinary shareholders' meeting of 2024, three directors as listed below will vacate office by rotation.

- 1.) Mrs. Somhatai Panichewa, Directors, Executive Director and The Authorized director of the Company.
- 2.) Mr. Boon Choon Kiat, Director / Executive Director / Member of the Corporate Governance and Sustainability Committee / Member of Risk Management Committee / Managing Director and The Authorized director of the Company
- 3.) Mr. Phinij Harnphanich, Independent Director / Member of the Audit Committee.

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 November 3rd 2023 to January 5th 2024, and no shareholder had nominated any person.

In this regard, the Nomination and Remuneration Committee has considered that both three (3) 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 2024 to consider and approve the appointment of both three (3) 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](#)

Opinions of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee has agreed that (1) Mrs. Somhatai Panichewa (2) Mr. Boon Choon Kiat (3) Mr. Phinij Harnphanich, 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 PLC Act

Board of Directors' opinions: The Board of Directors, excluding the stakeholders, have agreed with the proposal of the Nomination and Remuneration Committee in which, three (3) 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. Somhatai Panichewa , Mr. Boon Choon Kiat , Mr. Phinij Harnphanich to the shareholders' meeting to consider and elect to serve as the Company's directors and independent directors for another term. Mrs. Somhatai Panichewa has been in the position of Director for 16 consecutive years, and Mr. Boon Choon Kiat has been in the position of Managing Director for 16 consecutive years, and Mr. Phinij Harnphanich has been in the position of Independent Director for 5 consecutive years. The Board has considered and is of the opinion that the persons to be nominated as directors and independent directors have the qualifications in accordance with the law regarding the requirements regarding directors. and independent directors All three people have a good understanding of the company's business and have experience that is beneficial to the company's business operations. Therefore, it was considered appropriate to propose appointment to the position for another term.

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 2024.

Objective and Rationale: Section 90 of PLC , 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 2024 at the same rate as the year 2023 as per the following details:

1. Board of Directors' Remuneration

<u>Monthly remuneration</u>	2023 (Baht/Month)	2024 (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

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

Description	2023 (Baht / Meeting)	2024 (Baht / Meeting)
Remuneration of Executive Board		
- 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)	-	-
Remuneration of Audit Committee		
- Chairman of Audit Committee	40,000	40,000
- Member of Audit Committee	20,000	20,000
Remuneration of Nomination and Remuneration Committee		
- Chairman of Nomination and Remuneration Committee	40,000	40,000
- Member of Nomination and Remuneration Committee	20,000	20,000
Remuneration of Corporate Governance and Sustainability Committee		
- Chairman of Corporate Governance and Sustainability Committee	10,000	10,000
- Member of Corporate Governance and Sustainability Committee	5,000	5,000
Remuneration of Risk Management Committee		
- Chairman of Risk Management Committee	10,000	10,000
- Member of Risk Management Committee	5,000	5,000

3. Compensation in any other benefits

Other benefits.	2023	2024
Bonus 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.	-None-
Other	-None-	-None-

Board of Directors' opinion: The Board 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 2024, with all the details as proposed, In this regard, the determination of remuneration and special benefit. For such directors, they have been screened by the Nomination and Remuneration Committee. and has been approved by the board meeting.

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

Agenda 7 To consider the appointment of the auditor and the determination of the audit fees for the year 2024.

Objective and Rationale: Section 120 of the PLC Act and Article 36 of the Articles of Association of the Company, 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 2024 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 2024, 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 2024 was determined at the amount Baht 1,600,000 an increase of 2023 the amount baht 50,000, 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 2024, and determining audit fee at the amount of Baht 1,600,000.

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 2024, and determine audit fee at the amount not exceeding Baht 1,600,000 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 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 2024 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) and through the electronic system of the Stock Exchange of Thailand from November 3rd 2023 to January 5th 2024, 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.

At Articles of Association of the Company regulations in the shareholder meeting There must be no less than twenty-five shareholders and shareholders' proxies (if any) present at the meeting. or not less than half of the total number of shareholders. and must have shares counted together not less than One-third of the total number of shares sold Therefore there will be a quorum. Enclosure 6

The Company determines 28th February 2024 as the Record Date for shareholders being entitled to attend and vote in the ordinary shareholders' meeting of 2024

In case that shareholders wish to attend the meeting via electronic media (e-AGM), the Company requests that shareholders or proxies submit a registration form for attending the meeting via electronic media (e-AGM). and granting a proxy via email comsec@chewathai.com According to Enclosure 8 with identification documents attached. Return to the company by March 22nd , 2024 to register in advance. Your registration documents will be checked to confirm the shareholder's identity. After your registration has been approved Shareholders will receive an e-mail with the URL, username and password to log-in to the system on the meeting day from 12:30 pm. noon onwards. Please study additional details as follows. Guidelines for attending shareholder meetings via electronic media (e-AGM) and granting proxies According to Enclosure 7

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 9, 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.

The shareholders are advised to study the Guidelines for attending the Shareholders' Meeting through electronic media (e-AGM) and appointment of proxy, Enclosure 7. The Company will conduct the meeting in accordance with Article 6 of Articles of Association of the Company concerning the Shareholders' Meeting of which details of the Articles of Association are set out in Enclosure 6.

Best regards,



(Mr. Chartchai Panichewa)
Chairman of the Board of Directors



The Minutes of the 2023 Annual General Meeting of Shareholders
Chewathai Public Company Limited
March 31, 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.

Commenced at 14.00 p.m.

Mr. Poobest Samranrengjit a meeting facilitator (“Meeting Facilitator”) welcomed the attendees and clarified the measures to prevent and control Coronavirus Disease 19 (COVID-19) for organizing the meeting as follows:

The Ministry of Public Health has relax of certain social distancing measures to manage the COVID-19 situation. Endemic disease relax social measures and reduce restrictions on gatherings of large numbers of people. The company, therefore, sets the measures to be consistent to achieve appropriateness and still be safe as follows:

- (1) Arrangement of meeting seats with spaced distances and still assigning seat numbers.
- (2) Inquiring and expressing opinions of shareholders ask for your cooperation to be written in writing, including your name and surname, and the number of shares held. Along with specifying the order of the meeting agenda that corresponds to the aforementioned questions and sending questions to the staff
- (3) The company refrains from eating and drinking in the meeting venue. The company will prepare a snacks box for the shareholders to bring back.
- (4) Wear a face 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 50 shareholders present in person and 26 shareholders present by proxy, total 76 shareholders, representing 985,200,784 shares in total, or 77.269 percent of total issued and paid-up shares at the recode date on March 1, 2023, 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 2023 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, 2023, onwards and the invitation to the Annual General Meeting with QR Code was delivered to the shareholders on March 9, 2023.

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 2023 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 and Sustainability Committee (5) Risk Management Committee and introduced the executives, representatives of Auditor company, Financial advisors, Independent legal advisors who attended the 2023 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 and Sustainability 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 and Sustainability Committee |
| 5) Mr. Chaiyut Techatassanasoontorn | Independent Director, Chairman of Corporate Governance and Sustainability Committee, Member of the Audit Committee, Member of Nomination and Remuneration Committee, Member of Risk Management Committee |
| 6) Mr. Pinit Hamphanich | 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 and Marketing |
| 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 Sales and Marketing |
| 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. Pimjai Manitkajohnkit Auditor
 - (2) Mrs. Nummon Kerdmongkhonchai Auditor
 - (3) Ms. Jaruayporn Banlengrom Auditor
- 2) Financial advisors from Advisory Alliance & Partners Company Limited
 - Mr. Pornbuda Rijiravanich Financial advisor
- 3) Independent Legal Advisor from Kudun & Partners Company Limited
 - Ms. Thitawan Thanasombatpaisarn Legal Advisor

In the examination of votes on each agenda, the Company invited the independent legal advisors from Kudun and Partners Limited who is not responsible for answering accounting inquiries in the general meeting of shareholders, 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 acting as an independent inspector or witness to inspect the vote counting at the vote counting area where shareholders and proxies are the representatives to inspect the vote counting 2 persons namely (1) Mr. Prapas Yongstar and (2) Mr. Rittada Kruesuk

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 agenda. 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, 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 4, 2022, to January 9, 2023, the Company gave the opportunities for the shareholders to propose the agenda for the 2023 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 2022 Annual General Meeting which was held on April 1, 2022.

The Chairman informed the Company arranged the 2022 Annual General Meeting, held on April 1, 2022 and prepared the minutes with correct and thorough information. A copy of the minutes of the 2022 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 2022 Annual General Meeting held on April 1, 2022.

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 2022 Annual General Meeting, held on April 1, 2022.

After the Chairman asked the meeting for any inquiries and opinions and no shareholders asked any questions or leave any comments, the Chairman then asked the meeting to approve the Minutes of the 2022 Annual General Meeting which was held on April 1, 2022.

Resolution The Meeting adopted the minutes of the 2022 Annual General Meeting of shareholders on April 1, 2022 with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,005,860,120	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total of 82 shareholders, representing 1,005,860,120 votes.		

Remark

- The agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.
- There were 6 additional shareholders attending the meeting, representing 20,659,336 votes.

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

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 2022.

- The Company's products are divided into 2 groups as follows:
 - Condominium divided by price in each product group (1.1.1) Chewathai Residence Condominium around 150,000-250,000 baht per square meter (1.1.2) Chewathai around 100,000-150,000 baht per square meter (1.1.3) 8-floor condominium Chewathai Hallmark at 50,000-100,000 baht per square meter.
 - 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.
 - Joint Venture (1.3.1) Chewa Heart Luxury 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. (1.3.3) In 2022, the company opened a new business, Chewa Renue, as a second-hand residences auction business and renovation.

In 2022, The company launched 2 condominium products including Chewathai Pinklao with project value of 1,600 million baht 593 units and Chewathai Hallmark Lat Phrao-Chokchai 4 Phase 2 Project value of 1,000 million baht 380 units during the 3rd-4th quarter.

Chewa Renue is a new business that has just started at the beginning of 2022 in bidding for second-hand residences from the Legal Execution Department and buying second-hand projects from AMC asset management corporation securities to find second-hand houses in locations that still have demand. But there

is no land to develop into a new project. In 2022, the company bought 38 properties worth about 144 million baht and sold out 4 properties worth 17 million baht.

2. Activity promoting relationship with main people with interest such as customers, employees, business partners, community social and environment

The company realizes the importance of the company's stakeholders so that both the stakeholders and the company can grow sustainably together. The company has organized activities to strengthen good relations with all groups.

- (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 2022, Our company engages in charitable activities for our housing and condominium projects, which involve offering alms to Buddhist monks. These activities include events for Children's Day, initiatives to improve safety and property values for our residents, training of juristic person and post-sales customer service staff for both housing and condominium projects on basic first aid and basic life support, fire drills to be ready for emergencies, and providing convenience for some projects without nearby stores by arranging for a Big C mini truck to sell products at special prices for our residents through partnerships with business partners. We also provide continuous maintenance services, including regular COVID-19 virus sterilization and mosquito control spray. During the quarantine period due to COVID-19, we take care of residents who are affected by providing dry food and drinking water. And for projects that are sold out, we continue to support project activities, such as organizing merit-making ceremonies, participating in annual meetings to listen to and solve problems, and providing continuous service to our residents. We also invite our residents to participate in activities such as Movie Day and Concerts and provide knowledge and consultation on loan applications during our Inspection & Financial Day events.

- (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 2022, Our company conducts training and development programs throughout the year to enhance the skills and expertise of our 144 employees, with a participation rate of 97.37% of all employees. The average training time per employee is 18.24 hours. We provide training courses on business ethics and morality to our executives and staff, with a 100% participation rate. We had only one minor work-related accident and found no instances of misconduct or violations of our company's ethics and business practices. Our knowledge-sharing training courses cover various topics such as construction quality, finance, law, environmental conservation, life balance, work, and exercise. These courses are offered online and offline. We also organize sports day activities to strengthen team relationships and teamwork.

- (2.3) Our company promotes long-term good relationships with our partners, contractors, and business partners by regularly organizing meetings with them, particularly in construction work which is our primary business. We conduct workshops with main contractors to improve construction quality. Our company places great importance on this issue. We also participate in training courses provided by our partners to update our knowledge of technology and innovation for new products that are constantly being developed. Additionally, we organize sports activities to build relationships with our partners.

- (2.4) Social, Community, and Environmental Activities: The company places importance on the social and community groups surrounding the company's projects. Representatives are appointed to communicate and listen to both positive and negative impacts from the community, starting from before the land purchase, during construction, and after construction to enable the company to promptly assist in mitigating any arising

problems. Activities to reduce the impact of COVID-19 on both neighbors and construction sites are organized by providing essential items such as drinking water, dry food, and consumer goods. Activities to educate about environmental management and waste management are also conducted, including the collection and upcycling of various types of waste such as plastic bottles, paper waste from homes, offices, and partners. The company collects the waste and delivers it to the environmental learning center in Wat Chak Daeng, Phra Pradaeng District, Samut Prakan Province, to be upcycled into monk cloth for the donation. Paper waste is delivered to SCGP business partners for upcycling into tables and chairs for students in need. The donation activity for students in need at Ban Pa Lao School and its campus at Mae Ta District, Lamphun Province, is conducted for the 5th consecutive year to support education, sports, culture, and improve school buildings and dormitories. Key performance indicators (KPIs) are set to monitor progress and to help students advance in various aspects. In 2022, students who competed in sports won the championship at the Northern Regional level, particularly in volleyball and sepak takraw. They also won the national championship in weaving competitions, creating jobs and income for students, schools, and communities.

3. Principle promoting activity for good governance

(3.1) 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 2022. 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" with 100% of executives and employees participating in the training 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 2022 by Thai investor promotion association, the company receives the full 100 scores or excellent level for 4 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) The company has been certify that the Management system standard ISO 9001:2015 and ISO 14001:2015 Environmental Management System

(3.5) Activity of investors relation 2022, The company won 2 SET Awards 2022 Business Excellence Outstanding Investor Relation Awards and Best IR Awards 2022 mai market capitalization up to THB1.5 bln. Investor relation activities to be communication channels to disclose necessary information about the company as the 2022 Business Plan, Ordinary Shareholders' Meeting of 2022, Company visit at Chewathai pinklao, 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, 2022 analyst meeting and Roadshow activities the asset company and investors every quarter especially as a way to raise funds through debt instruments etc.

4. Work operation result of the company the company in 2022

- The value of newly opened project 2,581 million baht is decrease from the previous year at 4%, the sale amount or presales 2,219 million baht which has decrease from the previous year 17%. The total of income of 2,148 million baht almost no differentiated from the previous year, net profit 119.52 million baht which is increase from previous year at 70%, the income pending sale amount or backlog 889 million baht.
- In the Year 2022, the company has a higher gross profit or GP, 2021 GP 26%, 2022 GP increased to 29% Total net profit 119.52 million baht, of which more than 95% is operating profit.
- The proportion of income from real estate sales consists of Condominium projects 63%, Housing projects 34%, Second-hand residences project 1%.
- The company has received approval from the general shareholder meeting of 2019 specifying the amount of issued debenture of 4,500 million baht. On March 31, 2023, 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 2,049.80 million baht and the rest is in the amount of 2,450.20 million baht.

5. Strategy and work operation plan of 2023

- The latest completed high-rise or condominium project in 2022 is the project of Chewathai Hallmark Ladprao - Chokchai 4 Phase 2. During the uncertain situation of the COVID-19 pandemic over the past 2 years, the company did not purchase land. Therefore, the company has focused on developing existing land and accelerating the sale of remaining products. In Q4/2022, the company started buying land. Such delay in land purchase has impacted the company's revenue recognition and will be no new condominium projects launched in 2023. However, the company still has remaining products worth over 4,500 million baht to be sold. In 2023, the company will also have sales promotion throughout the year to clear the remaining inventory while accelerating land search to launch new high-rise projects.
- Within the next two years, the company will continue to pursue takeover and joint venture opportunities to increase revenue.
- Company Outlook in 2023
 - China's opening up policy is expected to drive a 3.7% GDP growth rate in Q1/2023, with interest rates and inflation rates rising. Coupled with the anticipation of favorable policies resulting from the election year, the market outlook is promising.
 - The influx of Chinese buyers into the country has led many developers, including our company, to create marketing plans targeting the Chinese market. Our company has started to market 2 condominium projects for sale to Chinese buyers. We anticipate a revival of the property market in Q2-Q3, when Chinese buyers are expected to return to the market.
 - The increase in interest rates since the middle of last year has had an impact on financial expenses, which may have an effect on customers in terms of their ability to purchase residential properties. However, overall, customers are still not deterred by the impact of rising interest rates on their buying decisions.

- As the implementation of the LTV measures ended at the end of 2022, the company has not observed any significant impact on its customers since Q1/2023. This may be because most of the customers are first-time homebuyers.
 - There is still high demand or interest in both condominiums and horizontal properties. However, the ability to borrow will depend on the creditworthiness of each individual customer. In Q1/2023, the company has been able to achieve great sales figures in some projects, such as Chewathai Kaset - Nawamin, which sold 35 units in just one month in March 2023. The middle class and upper middle class customers remain an important segment of the real estate market, and they still have the purchasing power. Additionally, this group of customers has not been significantly impacted by the COVID-19 situation.
 - Sales forecast of 2023 in the amount of 3,000 million baht divided into Condominium 60%, Housing 33%, Chewa Renue 6%.
 - Revenue forecast of 2023 for 2,400 million baht increase over the previous year by 20% divided into Condominium 61%, Housing 33%, Chewa Renue 6%
 - Backlog on December 31, 2022, sold products awaiting revenue recognition of 889 million baht, most of which are completed products awaiting credit approval. If approved, revenue will be gradually recognized during the 2nd-3rd quarter.
6. Investment plan in 2023, the target of finding 7 plots of land for development. The company is focusing on the Chewathai Hallmark project, which consists of 3 eight-story condominium buildings priced at approximately 50,000-100,000 baht per square meter. The company expects to market and sell these units effectively. The company has set its sights on purchasing 3 plots of land for development. These plots will be divided into 2 plots for the Chewarom single housing project at approximately 10 million baht, and 1 plot for the Chewa Home project, which is a single resale home with a target auction price of 120 units worth approximately 360 million baht. The total value of the land is approximately 1,560 million baht, and the total value of the project is approximately 6,150 million baht. The company plans to use half of its investment funds from project financing, commercial bank loans, and internal cash flow, and the other half from equity. In practice, the company may not use all of the investment funds to purchase land, but rather make a deposit of approximately 10-20% of the total cost.
7. All the projects of the company in the last 15 years with the total of 27 projects with total value of 26,878 million baht (not including Autium Phuket), consisting of Soldout 10 projects, Completed and On sales 13 projects, Under construction 1 project and Joint venture 3 projects.
- All condominium project are completed, with only 2 units left in the Chewathai Residence Asoke project and 20 units left in Phase 1 of the Chewathai Hallmark Ladprao - Chokchai 4 project. If sales continue as they did in Q1/2023, it is expected that all units will be sold by 2024.
 - Housing projects are continuous projects that are built in phases according to demand and take approximately 4-6 years to complete.
 - In Q4/2022, the company purchased land on the New Ratchaphruek Road to develop the Chewarom New Ratchaphruek project, consisting of 92 single-family homes valued at approximately 687 million baht. Construction is currently underway and the first phase is expected to be completed and generating revenue from approximately 10 units in Q4/2023.
 - The company holds 25% of shares in the joint venture with Otium Phuket and 70% of shares in 2 projects of the luxury townhome in Bangkok.

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 2022 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.

Ms. Kwanta Nuchprasert (shareholder coming by oneself) asked to How does the company plan to manage the repayment of bonds? Will the bonds maturing in 2023 be repaid on schedule?

The chairman assigned managing director to answer questions.

Mr. Boon Choon Kiat, notified that, The question likely arises due to concerns about a particular company defaulting on bonds earlier this year, which the company has closely monitored. Fortunately, the company has had a supportive group of bondholders who have consistently bought back bonds whenever they were offered. Two bond series are due to be repaid in 2023, one in July and one in December and the company plans to roll over these bonds and has also prepared contingency plans for inventory financing.

The Chairman allowed the meeting to ask for additional information. However, the shareholders had not 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, 2022, as proposed.

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

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, 2022. The statement of financial position for the accounting period ending on December 31, 2022 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, 2022, 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 13, which was previously submitted to the shareholders together with the invitation to the meeting.

In 2022 the company and subsidiaries had total income of 2,148.12 million baht which was increased from the previous year of 11.45 million baht or 0.54%

- Total revenues of the Company consist of
 - Revenue 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 previous year or 0.44%.
 - Other income of 47.04 million baht or 2.19% of total revenue. An increase of 2.26 million baht from the previous year or 5.05%.
- Cost and Gross profit
 - Cost of real estate sold of 1,480.55 million baht. A decrease from last year of 62.49 million baht or 4.05%. Because of cost management.
 - The gross margin of real estate sales increased from the previous year by 26.24% to 29.53% due to the increase in the selling price and good cost management.
- Total selling and administrative expenses amounted to 432.48 million baht, an increase of 18.64 million baht from the previous year or 4.50% compared to the total Expenses of the previous year. The company has a rate of selling and administrative expenses to Total revenue. An increase from last year from 19.37% to 20.13%.
- 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 0.40 million baht. On November 11, 2022, Chewathai Hup Soon Co., Ltd. That changed its name to Chewa Renue Co., Ltd. The company has invested in additional subsidiaries. Causing the investment proportion from 50% to 100% and changing the investment status from a joint venture to a subsidiary

 - Chewa Heart Co., Ltd., the company holds share of 70%, causing the company to recognize a share of profits from investments in joint ventures of 0.07 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 1.16 million baht.
- Net profit from operations for the year 2022 of the Company and its subsidiaries There was a net profit from operations for the year of 115.43 million baht and there were actuarial gains of 4.09 million baht, resulting in the Company's net comprehensive income of 119.52 million baht, an increase in net profit from the previous year in the amount of 49.39 million baht or 70.43%
- Statement of financial position as of December 31, 2022, consists of
 - Total assets amounted to 6,312.42 million baht, decrease of 447.85 million baht from the previous year or decrease of 6.62%.
 - Total liabilities amounted to 4,321.55 million baht, decrease of 534.35 million baht from the previous year or decrease of 11.00%.
 - Shareholders' equity amounted to 1,990.87 million baht, an increase of 86.50 million baht from the previous year or an increase of 4.54%.
- Total assets decreased by 6.62% as mentioned above. Cash and cash equivalents amounted to 106.42 million baht, a decrease of 406.85 million baht or decreases of 79.27%. Other current assets amounted to 83.07 million baht, a decrease of 35.93 million baht or decreases of 30.19%. The purchase of land was 44.35 million baht, an increase of 18.69 million baht or an increase of 72.82%.
- Total liabilities 4,322 million baht, a decrease of 11% from the previous year due to the repayment of long-term loans to financial institutions and repayment of debentures.

- Shareholders' equity 1,991 million baht, an increase of 4.54% from the previous year due to the company's net profit for the year 2022.
- D/E ratio decreased to 2.17 times and interest-bearing debt ratio or IBD ratio increased to 1.91 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, 2022, 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 asked the meeting for any inquiries and opinions 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, 2022.

Resolution The Meeting unanimously approved the financial statements for the fiscal period ending December 31, 2022 with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,005,864,425	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total of 84 shareholders, representing 1,005,864,425 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 2 additional shareholders attending the meeting, representing 4,305 votes.

Agenda 4 To approve the allocation of profit as legal reserve and payment dividend according to the operation results in 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 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 2022, the Company had net profit of separated financial statement 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 legal reserve at five percent of net profit of the separated financial statement, representing the amount of Baht 6,126,894 or 0.34 percent of registered capital and

The meeting was also requested to approve dividend payment for 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 for the maximum benefit of the shareholders. In 2023, the Company plans to expand another 7 real estate investment projects, which require a relatively high investment. Approximately 1,560 million baht, therefore the dividend was considered at a lower rate than the previous year.

The Record Date for dividend entitlement on April 10, 2023 and dividend payment date on April 28, 2023.

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 2022.

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 inquiries and opinions for additional information.

Mr. Kittiyot Arpakiatwong (shareholder coming by oneself) asked, Regarding the company's investment plans for 7 new projects, will the company focus on using bond financing?

The chairman assigned managing director to answer questions.

Mr. Boon Choon Kiat, notified that, About half of the investment for developing new projects will come from project financing and loans from commercial banks. The other half will come from internal cash flow and bonds to be sold in the future. The company plans to primarily use internal cash flow and project financing as the first options for funding.

The Chairman gave the opportunity to the meeting to ask for any inquiries and opinions for additional information related to the allocation of profit as legal reserve and payment dividend according to the operation results in the year 2022.

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 2022.

Resolution The Meeting to unanimously approved the allocation of profit as legal reserve and payment dividend according to the operation results in 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	1,005,864,425	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total of 84 shareholders, representing 1,005,864,425 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 2023 Annual General Meeting of Shareholders, there are 2 directors who will be leaving the position as follows:

- 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

From November 4 2022 to January 9, 2023, 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 director were nominated to take a rest at the reception room and the director who met via electronic media asked to leave the system for a moment 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.

Mr. Chaiyut Techatassanasoontorn and Pol.Gen. Visanu Prasattongosoth are nominated to the shareholders' meeting to consider their election as independent directors for another term of the company. Mr. Chaiyut Techatassanasoontorn has served as an independent director for 8 consecutive years, while Pol.Gen. Visanu Prasattongosoth has served for 4 consecutive years. The board of directors has reviewed and agreed that the nominees possess the qualifications required by relevant laws and regulations regarding independent directors. Both independent directors have diverse knowledge, abilities, and experience which are crucial in assisting and contributing to the company's successful business operations. Moreover, they have fulfilled their duties as independent directors by providing unbiased opinions.

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. Chaiyut Techatassanasoontorn voted in the ballot number 5.1
- 2) Pol.Gen. Visanu Prasattongosoth voted in the ballot number 5.2

Resolution **The Meeting unanimously approved the appointment of 2 directors, namely: (1) Mr. Chaiyut Techatassanasoontorn (2) Pol.Gen. Visanu Prasattongosoth, to replace the directors who will retire by rotation with the following votes:**

1. The meeting majority approved the appointment of Mr. Chaikut Techatassanasoontorn 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	1,005,864,318	100
Disapproved	107	0
Abstained	0	-
Invalid Ballots	0	0
Total of 84 shareholders, representing 1,005,864,425 votes.		

2. The meeting unanimously approved the appointment of Pol.Gen. Visanu Prasattongsoth 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	1,005,864,425	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total of 84 shareholders, representing 1,005,864,425 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 2023.

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 2023 at the same rate as the year 2022 as per the following details:

The remuneration for directors and committees for the year 2023.

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

	<u>Meeting Allowance</u>
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 and Sustainability Committee

	<u>Meeting Allowance</u>
Chairman of the Corporate Governance and Sustainability Committee	10,000 Baht per time
Corporate Governance and Sustainability 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 2022 to the directors except managing director, at the amount not exceeding 2 percent of money equivalent to dividend payable, or not exceeding Baht 465,643.94 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 inquiries and opinions for additional information related to the determination of the remuneration for directors and committees for the year 2023.

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 2023.

Resolution The Meeting unanimously approved the determination of the remuneration for directors and committees for the year 2023 with the following votes.

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting
Approved	1,005,864,425	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total of 84 shareholders, representing 1,005,864,425 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 2023.

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 2023 and proposed to the Board of Directors to consider proposing to the Annual General Meeting of Shareholders to appoint 4 auditors as follows:

- (1) Ms. Pimjai Manitkajohnkit, C.P.A. Registration No. 4521, has been an auditor with the company for 9 years and/or
- (2) Ms. Kirdsiri Kanjanaprakasit, C.P.A. Registration No. 6014, has been an auditor with the company for 1 year and/or
- (3) Mr. Kitt Teachakasembundit, C.P.A. Registration No. 9151, Never been an auditor with the company and/or
- (4) Mrs. Nummon Kerdmongkhonchai, C.P.A. Registration No. 8368, Never been an auditor with the company

From EY Office Co., Ltd. and EY will be the auditor of the company for the year 2023. 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 and because the company has a subsidiary, 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 2023 (Audit Fee) for the company in the amount of not more than 1,550,000 Baht which was the same audit fee of 2022. 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 2023 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 inquiries and opinions for additional information related to the appointment of the auditor and the determination of the audit fees for the year 2023.

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 2023.

Resolution **The meeting resolved by unanimous vote to approve the appointment of the auditor and the determination of the audit fees for the year 2023 with the following votes.**

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,005,864,425	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total of 84 shareholders, representing 1,005,864,425 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 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)**

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

Ms. Chanitsara Yingnork informed that, 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
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.	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.

Existing the Articles of Association	The Articles of Association proposed to be amend
<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 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>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 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.</p> <p>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>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</p>	<p>Article 44.</p> <p>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>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</p>

Existing the Articles of Association	The Articles of Association proposed to be amend
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.	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>

So that, 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.

The Chairman said that, 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.

The Chairman provided the Meeting an opportunity to ask for inquiries and opinions for additional information related to 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)

No shareholders asked any questions or leave any comments, the Chairman then asked the meeting to 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)

Resolution The meeting resolved by unanimous vote 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)

Result	No. of votes (1 share=1 vote)	Percentage of shareholders attending the meeting
Approved	1,005,864,425	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total of 84 shareholders, representing 1,005,864,425 votes.		

Remark

- 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 9 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 Arpakiatwong (shareholder coming by oneself) asked, What happens and what is the difference when the CWTTH251A and CHEWA-W2 bonds mature?

The chairman assigned Financial advisor to answer the question.

Mr. Pornbhuda Rijiravanich explained as follows, The conversion bond (CWTTH251A) that the company issued and offered for sale to existing shareholders in January 2023 will behave like a regular bond. When the maturity date arrives, the holder of the conversion bond will receive the redemption amount equal to the par value of 1,000 baht per unit. In the event that the holder of the conversion bond does not exercise the conversion right, the holder will receive the full principal amount of 1,000 baht per unit. However, if the holder of the conversion bond exercises the conversion right, which is set at a price of 1.20 baht per share, it will be as if the holder of the bond did not receive the principal but instead exercised the conversion right to ordinary shares of the company at a price of 1.20 baht per share. The calculation is simply dividing 1,000 baht by the price of the conversion right to obtain the number of ordinary shares that will be received from exercising the conversion right.

Currently, the company has a warrant to purchase ordinary shares for 1 series which is CHEWA-W2. Typically, warrants have a period for trading on the stock exchange. When the warrant matures, it will be delisted from the stock exchange; then, such warrant and trading will stop. The holder has the right to use the warrant according to the time period determined by the company, similar to purchasing new ordinary shares. The exercise price of CHEWA-W2 is set at 1.20 baht per unit. If the holder of the warrant does not exercise the right, the warrant will be considered expired.

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 15.50 hrs.



(Mr. Chartchai Panichewa)
Chairman of the Meeting



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

Operating performance for the year ended 31 December 2023

Overview of the real estate market in Thailand for the fourth quarter of the year 2023 shows a consistently improving trend, largely attributed to the government's extension of measures to reduce transfer fees and mortgage registration fees for another year until 31 December 2024. These measures have significantly stimulated residential property purchases. Another key factor is the adjustment of credit control measures for residential mortgages by the Bank of Thailand to facilitate easier homeownership, thereby alleviating necessary expenses for home buying. Under these adjustments, borrowers can obtain an additional 10% of the collateral value, with lower interest rates compared to unsecured loans, for properties valued at no more than 10 million Baht. These initiatives have notably stimulated the recovery of the real estate sector. However, there remain some potential risks such as fluctuating interest rates due to economic conditions, increasing non-performing loans and credit defaults, leading financial institutions to delay releasing more housing loans, particularly for customers with loans not exceeding 3 million Baht. This directly impacts purchasing power in the middle and lower segments for residential loans, consequently affecting companies and resulting in delayed transfers.

However, Chewathai has plans to develop projects both horizontally and vertically across various target groups. In the fourth quarter of 2023, the company launched a new horizontal project, "Chewarom New Ratchaphruek" which received consistent interest from potential clients. Consequently, there was a continuous increase in project reservations towards the end of the fourth quarter of 2023, with transfers scheduled to take place in early 2024. Additionally, ongoing transfers of other projects, both horizontal and vertical, indicate a positive trajectory toward meeting our operational objectives. Furthermore, there remains a focus on advancing online marketing efforts across all platforms to adapt to evolving lifestyles. Furthermore, we maintain a strong focus on addressing consumer needs comprehensively, which includes delivering genuine customer service and attentively considering individual preferences. We recognize that each customer possesses unique product requirements and prioritize post-sales services to ensure maximum satisfaction.

In terms of cost management policies and expenditures, maintaining cost-effectiveness remains a top priority for the company. This includes a focus on principles of Environmental, Social, and Governance (ESG) to align with our management practices. On the environmental front, the company continues its ongoing "CHEWA Goes Green" initiative to raise awareness, promote energy and resource conservation, implement proper waste segregation, and enhance the value of waste through upcycling processes. These efforts not only contribute to environmental sustainability but also help reduce certain company expenses. Regarding social aspects, providing employee welfare benefits, fostering good relationships, and creating avenues for open communication between employees and management through programs like "Boon Ror Fung". It also serves as a channel to report concerns and suggestions, thereby mitigating risks associated with corporate corruption. Additionally, continuous employee development contributes to product quality enhancement and organizational growth, ensuring long-term stability and efficiency in business operations.

Chewathai Public Company Limited (Chewa) would like to inform the operating result for the year ended 31 December 2023 of the Company and its subsidiaries as follows.

Table for performance comparison period ends December 31, 2023 and 2022.

(Unit: Million Baht)

Statement of comprehensive income	For the year			
	2023	2022	Change	%
Revenue				
Revenue from sale of real estate	1,854.11	2,101.08	(246.97)	(11.75)
Other income	44.92	47.04	(2.13)	(4.53)
Total Revenue	1,899.03	2,148.12	(249.10)	(11.60)
Expenses				
Cost of real estate sold	1,331.44	1,480.55	(149.11)	(10.07)
Selling expenses	303.39	247.10	56.29	22.78
Administrative expenses	231.09	185.38	45.71	24.66
Total Expenses	1,865.92	1,913.03	(47.11)	(2.46)
Profit before share of profit (loss) from investments in joint venture and associate, finance costs and tax expenses	33.11	235.09	(201.98)	(85.92)
Share of profit (loss) from investment in joint venture	(5.94)	(0.40)	5.54	1385.00
Share of loss from investments in associates	(0.12)	(1.16)	(1.03)	(88.79)
Profit before finance income, finance costs and income tax	27.05	233.53	(206.49)	(88.42)
Finance costs	(104.16)	(84.49)	19.67	23.28
Profit (loss) before income tax	(77.11)	149.05	(226.16)	(151.73)
Income tax revenue (expenses)	8.00	(33.61)	(41.61)	123.80
Profit (loss) from operation	(69.11)	115.43	(184.54)	(159.87)
Comprehensive income for the period	1.10	4.09	(2.98)	(72.86)
Profit (loss) for the period	(68.01)	119.52	(187.52)	(156.89)

Gross Profit Margin from sales of real estate (%)	28.19%	29.53%
Net profit (loss) (%)	-3.58%	5.56%

Operating Income

1. Real estate sales revenue

(Unit: Million Baht)

	For the year			
Revenue from sale of real estate	2023	2022	Change	%
Condominiums	1,216.46	1,347.57	(131.11)	(9.72)
Townhomes/Home offices	281.50	352.94	(71.44)	(20.24)
Single-detached houses	307.83	377.66	(69.83)	(18.49)
Renue	48.32	22.91	25.41	110.91
Total	1,854.11	2,101.08	(246.97)	(11.75)

For the year 2023, the company generated revenue of 1,854.11 million Baht from real estate sales, accounting for 97.63% of the total revenue. A decrease of 246.97 million baht from the previous year, or a decrease of 11.75%.

- Income from condominium projects

Revenue from condominium projects for the year 2023 amounted to 1,216.46 million Baht, accounting for 65.61% of the total revenue from real estate sales. A decrease of 131.11 million Baht from the previous year, or a decrease of 9.72%.

- Income from low-rise projects

Revenue from townhomes/home offices projects for the year 2023 amounted to 589.33 million Baht, accounting for 31.89% of the total revenue from real estate sales. A decrease of 141.27 million Baht from the previous year, or a decrease of 38.73% This decline can be attributed to the absence of new project launches, resulting in an overall reduction in revenue. Additionally, the sluggish economic recovery contributed to higher prices, impacting customer purchasing power. This was further intensified by a high household debt-to-GDP ratio of over 90%, leading to difficulties for many customers with significant debt burdens and challenges in obtaining loans.

- Income from Renue projects

Revenue from the second-hand residential or Renue project, the revenue for the year has increased by 25.41 million Baht compared to the previous year, or 2.61% of the total revenue from real estate sales. The project launches in the third quarter of 2022, when the company saw an opportunity to expand its business and focus on the second-hand home market. Although the project has just begun, The company has received positive feedback, and customers have shown continuous interest, as evidenced by the increase in transfer rate.

2. Other Income

The company has other income of 44.92 million Baht, or 2.37% of total revenue. Other income includes a profit from the sale of land in Rayong to joint venture companies, amounting to 16.30 million Baht, among others.

Cost of sales and gross profit

For the year 2023, the Company has cost of real estate sales of 1,331.44 million Baht or 70.86% of total revenue, a decrease of 149.11 million Baht or 10.07% from the previous year.

For the year 2023, the gross profit from real estate sales was 28.19%, a decrease of 97.86 million Baht or 15.77% from the previous year. A decrease in proportion to the decrease in revenue from sales.

Selling and administrative expenses

The company had a Selling, General, and Administrative Expenses (SG&A) rate for the year 2023 at 28.45%, which increased by 102 million baht, or 23.58%, in proportion to total revenue.

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

The significant changes in the investment account of the subsidiary companies are as follows:

Investment in Subsidiary Company:

On 11 September 2023, a resolution was approved to establish a new subsidiary company, "Chewathai Estate Company Limited", registered on 13 September 2566, with a registered capital of 1 million Baht, consisting of 10,000 shares at 100 Baht per share, with a shareholding ratio of 100 percent.

Subsequently, on 16 January 2024, a resolution was approved for joint venturing, resulting in a change in the investment project's shareholding ratio from 100 percent to 51 percent.

Investment in Joint Venture Company :

On 10 August 2566, a resolution was approved to establish a new joint venture company, "Chewa Work Industrial Company Limited", registered on 19 September 2566, with a registered capital of 5 million Baht, consisting of 50,000 shares at 100 Baht per share. The shareholding ratio held under the subsidiary of the company (Chewa Renew Company Limited) was 70 to 30.

- For the share of profit (loss) from investment in joint venture, it was a recognition of share of profit (loss) from the Company's investment with 70% shares in Chewa Heart Company Limited ("CWH") and the Company's investment with 70% shares in Chewa Work Industrial Company Limited ("CWI"). Thus, the Company had a recognition of share of loss from investment in joint venture amounting to 5.94 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 0.09 million baht.

Net profit

From the operational results of the year 2023, both the company and its subsidiaries incurred a net loss from operations for the year amounting to 69.11 million Baht. The company has profit from the actuarial valuation amounting to 1.10 million Baht, resulting in a net loss of 68.01 million baht for the period. The net loss increased from the previous year by 187.53 million Baht or by 156.89%.

Financial status analysis comparison during the year ended 31 December 2023 and 31 December 2022.

(Unit: million Baht)

Financial Statement	31 Dec 23	31 Dec 22	Change	%
Total Asset	5,906.43	6,312.42	(405.99)	(6.43)
Total Payables	4,005.85	4,321.55	(315.70)	(7.31)
Shareholder's Equity	1,900.58	1,990.87	(90.29)	(4.54)

Total Asset

On 31 December 2023, the company had total assets of 5,906.43 million Baht, which decreased from the previous year by 405.99 million Baht or a decrease of 6.43%. This change is mainly due to a reduction in cash and cash equivalents, resulting from an increase in land purchases. These purchases were made to align with the company's expansion plans for new projects, leading to payments for certain land parcels. This contributed to an increase in the asset portion. However, the cash amount decreased due to repayments of borrowed funds from financial institutions and using them as collateral for public utility bond guarantees, resulting in a net decrease in cash of approximately 80 million Baht.

Total liabilities

On 31 December 2023, the company had total liabilities of 4,005.85 million Baht, which decreased from the previous year by 315.70 million Baht or a decrease of 7.31%. This reduction is attributed to the company repaying short-term loans from financial institutions and advance payments from customers with interest obligations.

Debt to Equity Ratio (D/E) according to the financial statements as of 31 December 2023 at the rate of 2.11 times, as of 31 December 2022 at the rate of 2.16 times. according to the conditions as specified by the bank

Shareholder's Equity


The shareholders' equity as of 31 December 2023 was 1,900.58 million Baht, decreased from the previous year by 90.29 million Baht or 4.54%. Due to operational losses in 2023.

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 2023, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

ข้อมูลของบุคคลที่ได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการแทนกรรมการที่ออกตามวาระ

Profiles of the persons who are nominated as directors to replace those who are due to retire by rotation.

ชื่อ – นามสกุล	นางสมหทัย พานิชชีวะ	
Name – Surname	Mrs. Somhatai Panichewa	
ตำแหน่ง	กรรมการ, กรรมการบริหาร และ กรรมการผู้มีอำนาจลงนามผูกพันบริษัท	
Position	Directors, Executive Director, and The Authorized director of the Company	
วันเดือนปีเกิด	22 พฤษภาคม 2509	
Date of birth	22 May 1966	
อายุ	58 ปี	
Age	58 years old	
สัญชาติ	ไทย	
Nationality	Thai	
ประเภทกรรมการที่จะเสนอแต่งตั้ง	กรรมการ / กรรมการบริหาร	
Type of proposed director	Director / Executive Director	
หลักเกณฑ์และวิธีการสรรหา	<p>เป็นกรรมการรายเดิมของบริษัท คณะกรรมการบริษัทมีมติเห็นชอบตามข้อเสนอของคณะกรรมการสรรหาและพิจารณา คำตอบแทน ซึ่งได้ผ่านกระบวนการกลั่นกรองอย่างรอบคอบ ระมัดระวัง เพื่อให้มั่นใจได้ว่ามีคุณสมบัติที่เหมาะสมกับการ ประกอบธุรกิจ มีคุณสมบัติและประสบการณ์ตามที่บริษัทต้องการและไม่มีลักษณะต้องห้ามตามพระราชบัญญัติบริษัท มหาชนจำกัด พ.ศ. 2535 พระราชบัญญัติหลักทรัพย์และตลาดหลักทรัพย์ พ.ศ. 2535 และกฎหมายอื่นที่เกี่ยวข้อง</p>	
Nomination Criteria and Procedure	<p>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.</p>	
จำนวนปีที่เป็นการกรรมการ	16 ปี (เข้าเป็นกรรมการ วันที่ 13 มีนาคม 2551)	
Years of Directorship	16 years (Being a director of the Company since 13 March 2008)	
การศึกษา	<ul style="list-style-type: none"> - ปริญญาโท สาขาการจัดการ สถาบันพัฒนบริหารศาสตร์ ศศินทร์ จุฬาลงกรณ์มหาวิทยาลัย - ปริญญาตรี สาขาครุศาสตร์ จุฬาลงกรณ์มหาวิทยาลัย 	
Education	<ul style="list-style-type: none"> - Master of Management Sasin Graduate Institute of Business Administration Chulalongkorn University - Bachelor of Education Chulalongkorn University 	
ประสบการณ์การทำงาน	<ul style="list-style-type: none"> - ประธานเจ้าหน้าที่พัฒนาธุรกิจ บริษัทอมตะ คอร์ปอเรชั่น จำกัด (มหาชน) - กรรมการ บริษัท โคล อมตะ จำกัด - กรรมการผู้จัดการ บริษัท เอเอ็มที มาร์เก็ตติ้ง แอนด์ คอนซัลติ้ง จำกัด - ผู้จัดการฝ่ายการตลาด บริษัท บางปะกง อินดัสเตรียล ปาร์ค 2 จำกัด - QA Supervisor บริษัท ซีเกท เทคโนโลยี (ประเทศไทย) จำกัด - 2022 Global Summit of Women 	
Experience	<ul style="list-style-type: none"> - Chief Business Officer, Amata Corporation PCL. - Director Koll-Amata Co.,Ltd. - Managing Director AMT Marketing & Consultant Co.,Ltd. - Marketing Manager Bangpakong Industrial Park 2 Co.,Ltd. - QA Supervisor Seagate Technology (Thailand) Co.,Ltd. - 2022 Global Summit of Women 	

หลักสูตรการอบรม

- หลักสูตร Director Certification Program (DCP) รุ่นที่ 104/2551
- หลักสูตรผู้บริหารระดับสูง สถาบันวิทยาการตลาดทุน (หลักสูตร วตท.) รุ่น 9
- หลักสูตรผู้บริหารระดับสูงด้านการบริหารงานพัฒนาเมือง (มหานคร รุ่นที่ 1)
- หลักสูตรการบริหารจัดการด้านความมั่นคงชั้นสูง รุ่นที่ 8
- หลักสูตรวิทยาการผู้นำไทย-จีน (วทจ.) รุ่นที่ 1

Training program

- Director Certification Program (DCP) Class 104/2008
- Top Executive Program, Capital Market Academy Class 9 (CMA.9) Capital Market Academy
- Top Executive Program in Urban Green Development Class 1 (Mahanakorn 1) Navamindradhiraj University
- Advance Security Management Program ASMP 8
- Thai-Chinese Leadership (TCL1)

การดำรงตำแหน่งกรรมการ / ผู้บริหารในกิจการอื่น

Position in other organization

- กิจการที่เป็นบริษัทจดทะเบียน จำนวน 2 แห่ง
 - 2558 - ปัจจุบัน กรรมการ บริษัท เอทีพี 30 จำกัด (มหาชน)
 - 2555 - ปัจจุบัน กรรมการ, ประธานเจ้าหน้าที่บริหาร บริษัท อมตะ วิเอ็น จำกัด (มหาชน)
- กิจการที่ไม่ใช่บริษัทจดทะเบียน จำนวน 12 แห่ง
 - 2561 - ปัจจุบัน Chairman, Amata Asia (Myanmar) Ltd.
 - 2561 - ปัจจุบัน Director, Amata City Ha long Joint Stock Company
 - 2559 - ปัจจุบัน Director, Amata Township Long Thanh Company Limited
 - 2558 - ปัจจุบัน Director, Amata City Long Thanh Joint Stock Company
 - 2558 - ปัจจุบัน ประธานคณะกรรมการ โครงการเมืองอุตสาหกรรม อมตะ ซิตี้ ล่องถัน
 - 2556 - ปัจจุบัน ประธานเจ้าหน้าที่บริหาร Amata Asia Limited
 - 2556 - ปัจจุบัน กรรมการ บริษัท ซีวาทัย อินเตอร์เนชั่น จำกัด
 - 2554 - ปัจจุบัน กรรมการ บริษัท โกลบอล เอ็นไวรอนเมนทอล เทคโนโลยี จำกัด
 - 2547 - ปัจจุบัน Director, President Amata City Bien Hoa Joint Stock Company
 - 2540 - ปัจจุบัน กรรมการ บริษัท ซาติชีวะ จำกัด
 - 2538 - ปัจจุบัน กรรมการ บริษัท อมตะ โฮลดิ้ง จำกัด
 - 2537 - ปัจจุบัน กรรมการ นิคมอุตสาหกรรมอมตะซิตี้ เชียงใหม่
- Positions in listed companies 2 Companies
 - 2015 - Present Director ATP 30 PLC.
 - 2012 - Present Director, Chief Executive Officer Amata VN PLC.
- Positions in non-listed companies 12 Companies
 - 2018 - Present Chairman, Amata Asia (Myanmar) Ltd.
 - 2018 - Present Director, Amata City Ha long Joint Stock Company
 - 2016 - Present Director, Amata Township Long Thanh Company Limited
 - 2015 - Present Director, Amata City Long Thanh Joint Stock Company
 - 2015 - Present Chairman, Amata City Long Thanh
 - 2013 - Present Chairman, Amata Asia Limited
 - 2013 - Present Director, Chewathai Interchange Co.,Ltd.
 - 2011 - Present Director, Global Environmental Technology Co., Ltd.
 - 2002 - Present Director, President Amata City Bien Hoa Joint Stock Company
 - 1997 - Present Director, Chartchewa Co.,Ltd
 - 1995 - Present Director, Amata Holding Co.,Ltd.
 - 1994 - Present Director, Amata City Bien Hoa Industrial Estate

- กิจกรรมอื่นที่อาจทำให้เกิดความขัดแย้งทางผลประโยชน์ต่อบริษัท : ไม่มีการดำรงตำแหน่งเป็นกรรมการ/ผู้บริหารในกิจการดังกล่าว
- Conflict of interest transaction with the Company : Not being any director, executive in other organization

การถือหุ้นในบริษัท 1,298,076 หุ้น สัดส่วน 0.10% (ณ 30 ธันวาคม 2566)
Number of shares held in the Company 1,298,076 shares (0.10%) (December 30, 2023)

จำนวนครั้ง / สัดส่วนการเข้าร่วมประชุมคณะกรรมการและกรรมการชุดย่อย ประจำปี 2566

การประชุมคณะกรรมการบริษัท	6 ครั้งเข้าประชุม 6 ครั้ง	คิดเป็นร้อยละ 100
การประชุมคณะกรรมการบริหาร	12 ครั้งเข้าประชุม 12 ครั้ง	คิดเป็นร้อยละ 100

Meeting attendance in 2023

Board of Directors Meeting	6/6 times equal to 100%
Executive Committee Meeting	12/12 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.

ข้อมูลของบุคคลซึ่งได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการแทนกรรมการที่ออกตามวาระ

Profiles of the persons who are nominated as directors to replace those who are due to retire by rotation.

ชื่อ – นามสกุล	นายบุญ ชุน เกียรติ	
Name – Surname	Mr. Boon Choon Kiat	
ตำแหน่ง	กรรมการ / กรรมการบริหาร / กรรมการกำกับดูแลกิจการและความยั่งยืน / กรรมการบริหารความเสี่ยง / กรรมการผู้จัดการ / กรรมการผู้มีอำนาจลงนามผูกพันบริษัท	
Position	Director / Executive Director / Member of the Corporate Governance and Sustainability Committee / Member of Risk Management Committee / Managing Director and The Authorized director of the Company	
วันเดือนปีเกิด	3 กรกฎาคม 2517	
Date of birth	3 July 1974	
อายุ	50 ปี	
Age	50 years old	
สัญชาติ	สิงคโปร์	
Nationality	Singapore Citizen	
ประเภทกรรมการที่จะเสนอแต่งตั้ง	กรรมการ / กรรมการบริหาร / กรรมการกำกับดูแลกิจการและความยั่งยืน / กรรมการบริหารความเสี่ยง / กรรมการผู้จัดการ	
Type of proposed director	Director / Executive Director / Member of the Corporate Governance and Sustainability Committee / Member of Risk Management Committee	
หลักเกณฑ์และวิธีการสรรหา	เป็นกรรมการรายเดิมของบริษัท คณะกรรมการบริษัทมีมติเห็นชอบตามข้อเสนอของคณะกรรมการสรรหาและพิจารณา คำตอบแทน 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.	
จำนวนปีที่เป็นการกรรมการ	16 ปี (เข้าเป็นกรรมการ วันที่ 13 มีนาคม 2551)	
Years of Directorship	16 years (Being a director of the Company since 13 March 2008)	
การศึกษา	ปริญญาตรี Faculty of Accountancy, Nanyang Technological University, Singapore	
Education	Bachelor of Accountancy, Nanyang Technological University, Singapore	
ประสบการณ์การทำงาน	<ul style="list-style-type: none"> - Non-Executive Director & Finance Director TEE Land Ltd., Singapore - Director Viet-TEE Co., Ltd. Vietnam - กรรมการ บริษัท โกลบอล เอ็นไวรอนเมนทอล เทคโนโลยี จำกัด - กรรมการ บริษัท ออสก้า ดีไซน์ แอนด์ เดคคอเรชั่น จำกัด - กรรมการ บริษัท ออสก้า เอสเตท เมนเนจเม้นท์ จำกัด - กรรมการ บริษัท ทรานส์ อีควอโทเรียล อินโดไชน่า จำกัด - กรรมการ บริษัท ออสก้า พร็อพเพอร์ตี้ เมนเนจเม้นท์ จำกัด 	

Experience	<ul style="list-style-type: none"> - Non-Executive Director & Finance Director TEE Land Ltd., Singapore - Director Viet-TEE Co.,Ltd. Vietnam - Director Global Environmental Technology Co.,Ltd. - Director Oscar Design and Decoration Co.,Ltd. - Director Oscar Estate Management Co.,Ltd. - Director Trans Equatorial Indochina Co.,Ltd. - Director Oscar Property Management Co.,Ltd.
หลักสูตรการอบรม	<ul style="list-style-type: none"> - CFA Charterholder - Chartered Accountant (Singapore) - หลักสูตร Director Certification Program (DCP) รุ่นที่ 155/2555 - หลักสูตร mai Sustainability Strategy Program ปี 2563 - Director's briefing "Derisking the CEO transition" โดย IOD
Training program	<ul style="list-style-type: none"> - CFA Charterholder - Chartered Accountant (Singapore) - Director Certification Program (DCP) Class 155/2012 - mai Sustainability Strategy Program 2020 - Director's briefing "Derisking the CEO transition" by IOD

การดำรงตำแหน่งกรรมการ / ผู้บริหารในกิจการอื่น

Position in other organization

- กิจการที่เป็นบริษัทจดทะเบียน
ไม่มี
- กิจการที่ไม่ใช่บริษัทจดทะเบียน จำนวน 6 แห่ง
2560 - ปัจจุบัน กรรมการ, กรรมการผู้จัดการ บริษัท ซีวา ฮาร์ท
2556 - ปัจจุบัน กรรมการ, กรรมการผู้จัดการ บริษัท ซีวาทัย อินเตอร์เนชั่น จำกัด
2551 - ปัจจุบัน กรรมการ บริษัท ซีวาทัย ฮัพ ซูน จำกัด
2562 - ปัจจุบัน กรรมการ บริษัท ซีวาทัย โฮม ออฟฟิศ จำกัด
2562 - ปัจจุบัน กรรมการ บริษัท กมลา ซีเนียร์ ลิฟวิ่ง จำกัด
2562 - ปัจจุบัน กรรมการ สมาคมอาคารชุดไทย
- Positions in listed companies
None
- Positions in non-listed companies 6 Companies
2017 - Present Director, Managing Director Chewa Heart Co.,Ltd.
2013 - Present Director, Managing Director Chewathai Interchange Co.,Ltd.
2008 - Present Director Chewathai Hup Soon Co.,Ltd.
2019 - Present Director Chewathai Home Office Co.,Ltd.
2019 - Present Director Kamala Senior Living Co.,Ltd.
2019 - Present Director Thai Condominium Association
- 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 2566

การประชุมคณะกรรมการบริษัท	6 ครั้งเข้าประชุม 6 ครั้ง	คิดเป็นร้อยละ 100
การประชุมคณะกรรมการบริหาร	12 ครั้งเข้าประชุม 12 ครั้ง	คิดเป็นร้อยละ 100
การประชุมคณะกรรมการบริหารความเสี่ยง	2 ครั้งเข้าประชุม 2 ครั้ง	คิดเป็นร้อยละ 100
การประชุมคณะกรรมการกำกับดูแลกิจการและความยั่งยืน	2 ครั้งเข้าประชุม 2 ครั้ง	คิดเป็นร้อยละ 100

Meeting attendance in 2023

Board of Directors Meeting	6/6 times equal to 100%
Exclusive Committee Meeting	12/12 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 : ไม่มีประวัติการกระทำความผิดอาญาในความผิดที่เกี่ยวกับทรัพย์สินซึ่งกระทำโดยสุจริต

Other : Never dishonesty committed an offence against property

ข้อมูลเพิ่มเติมของกรรมการ


- ได้รับการกลั่นกรองอย่างรอบคอบ ระมัดระวัง ของคณะกรรมการบริษัทแล้วว่าเป็นบุคคลที่มีคุณสมบัติเหมาะสมกับการประกอบธุรกิจของบริษัท โดยไม่มีผู้ถือหุ้นเสนอชื่อบุคคลอื่นให้เป็นกรรมการบริษัท
- ไม่ได้เป็นกรรมการหรือผู้บริหารในกิจการอื่นที่อาจมีความขัดแย้งทางผลประโยชน์หรือมีสภาพเป็นการแข่งขันทางธุรกิจกับบริษัท

Additional information to consider Director.

- 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.
- 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.

ข้อมูลของบุคคลซึ่งได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการแทนกรรมการที่ออกตามวาระ

Profiles of the persons who are nominated as directors to replace those who are due to retire by rotation.

ชื่อ – นามสกุล	นายพินิจ หาญพาณิชย์		
Name – Surname	Mr. Phinij Harnphanich		
ตำแหน่ง	กรรมการอิสระ / กรรมการตรวจสอบ		
Position	Independent Director / Member of the Audit Committee		
วันเดือนปีเกิด	22 มีนาคม 2499		
Date of birth	22 March 1956		
อายุ	68 ปี		
Age	68 years old		
สัญชาติ	ไทย		
Nationality	Thai		
ประเภทกรรมการที่จะเสนอแต่งตั้ง	กรรมการอิสระ / กรรมการตรวจสอบ		
Type of proposed director	Independent Director / Member of the Audit Committee		
หลักเกณฑ์และวิธีการสรรหา	เป็นกรรมการรายเดิมของบริษัท คณะกรรมการบริษัทมีมติเห็นชอบตามข้อเสนอของคณะกรรมการสรรหาและพิจารณา คำตอบแทน 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.		
จำนวนปีที่เป็นกรรมการ	5 ปี 6 เดือน (เข้าเป็นกรรมการ วันที่ 12 กันยายน 2561)		
Years of Directorship	5 years 6 months (Being a director of the Company since 12 September 2018)		
การศึกษา	- ปริญญาโท รัฐศาสตรมหาบัณฑิตสาขาการปกครอง มหาวิทยาลัยธรรมศาสตร์ - ปริญญาตรี รัฐศาสตรบัณฑิต สาขาบริหารรัฐกิจ มหาวิทยาลัยธรรมศาสตร์		
Education	- Master degree of Political Science (Government), Thammasart University - Bachelor degree of Political Science (Public Administration), Thammasart University		
ประสบการณ์การทำงาน	- ผู้ว่าราชการจังหวัดสมุทรปราการ - อธิบดีกรมที่ดิน กระทรวงมหาดไทย - ผู้ว่าราชการจังหวัดลำพูน		
Experience	- The Governor Samutprakan Province - Director General Department of Lands - The Governor Lamphun Province		
หลักสูตรการอบรม	- หลักสูตร Director Accreditation Program (DAP) สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย - การประชุมร่วมกับกรรมการตรวจสอบของบริษัทจดทะเบียน “ความรู้เกี่ยวกับทางการเงินและประเด็นทางบัญชีกับ คณะกรรมการตรวจสอบ” โดย สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ (ก.ล.ต.) - งานสัมมนา หัวข้อ Easy listening เกร็ดความรู้ด้านบัญชีที่ AC ไม่ควรพลาด EP.2 - Economic and Business Update Series By SET - แนวทางปฏิบัติที่ดีของกรรมการบริษัท เพื่อการพัฒนาธุรกิจที่ยั่งยืน By SET		

Training program

- Director Accreditation Program (DAP) Thai Institute of Directors Association (IOD)
- 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 (SEC)
- Seminar on the topic of Easy Listening, accounting tips that AC should not miss EP.2
- Economic and Business Update Series By SET
- Capital Market Research Forum no. 2/2566 By SET

การดำรงตำแหน่งกรรมการ / ผู้บริหารในกิจการอื่น

Position in other organization

- กิจการที่เป็นบริษัทจดทะเบียน จำนวน 1 แห่ง
2560 – ปัจจุบัน กรรมการ บริษัท บางกอก เซน ฮอสปิเทล จำกัด (มหาชน)
- กิจการที่ไม่ใช่บริษัทจดทะเบียน จำนวน 1 แห่ง
2559 – ปัจจุบัน ข้าราชการบำนาญ กระทรวงมหาดไทย
- Positions in listed companies 1 Companies
2017 – Present Director / Bangkok Chain Hospital PLC.
- Positions in non-listed companies 1 Companies
2016 – Present Retired Government Official / Ministry of Interior
- 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 2566

การประชุมคณะกรรมการบริษัท	6 ครั้งเข้าประชุม 6 ครั้ง	คิดเป็นร้อยละ 100
การประชุมคณะกรรมการตรวจสอบ	4 ครั้งเข้าประชุม 4 ครั้ง	คิดเป็นร้อยละ 100

Meeting attendance in 2023

Board of Directors Meeting	6/6 times equal to 100%
Audit Committee Meeting	4/4 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. นางสาวภรณ์ บุรพาศลศรี

กรรมการอิสระ / ประธานกรรมการตรวจสอบ / กรรมการสรรหาและพิจารณาค่าตอบแทน / กรรมการกำกับดูแลกิจการและความยั่งยืน / ประธานกรรมการบริหารความเสี่ยง

วันเดือนปีเกิด : วันที่ 28 กุมภาพันธ์ 2496 อายุ 71 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 / Member of Nomination and Remuneration Committee / Member of Corporate Governance and Sustainability Committee / Chairman of Risk Management Committee

Date of birth : 28 February 1953 Age 71 years old.

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. พลตำรวจเอก วิสนุ ปราสาททองโอสถ

กรรมการอิสระ, ประธานกรรมการสรรหาและพิจารณาค่าตอบแทน

วันเดือนปีเกิด : วันที่ 25 พฤศจิกายน 2505 อายุ 62 ปี

ที่อยู่ : เลขที่ 878/60 ถนนศรีนครินทร์ แขวงพัฒนาการ เขตสวนหลวง กรุงเทพมหานคร 10250

ส่วนได้เสียทั้งทางตรงและทางอ้อมในกิจการใดๆ ที่บริษัทหรือบริษัทย่อยเป็นคู่สัญญา : -ไม่มี-

ส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่นในทุกวาระที่เสนอในการประชุมครั้งนี้ : -ไม่มี-

ส่วนได้เสียในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นครั้งนี้ : -ไม่มี-

Pol.Gen Visanu Prasattongsoth

Independent Director, Chairman of Nomination and Remuneration Committee

Date of birth : 25 November 1962 Age 62 years old

Address : 878/60, Srinakarin road, Phatthanakan Subdistrict, Suan Luang District, 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 -



Auditor's Profile



Name	Ms. Pimjai Manitkajohnkit
Audit firm	EY Office Limited
CPA No.	4521
Years of service	Over 30 years / Service Period 10 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 2 years
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 1 years
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 1 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 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

The Articles of Association regarding the AGM of Shareholders and the Casting Vote

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 the case where a shareholders' meeting is summoned by the shareholders, the notice may be sent via electronic means.

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. 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.

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. There, can now be published via electronic means.

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

Guidelines for attending the AGM through electronic media (e-AGM) and appointment of proxy
Chewathai Public Company Limited

1. In case the shareholders attending the e-AGM by themselves

1.1 Please fill the registration form for attending the AGM through electronic media (e-AGM) (Attachment 8). Kindly fill your e-mail and mobile phone number clearly in order to be used for the meeting registration and attach identification document to confirm the attendance of e-AGM as follows:

- **In the event that the shareholder is an ordinary person** - please attach a valid certified true copy of ID card, passport (in the case of a foreign shareholder)/other official documents issued by government authority and if there has been any change to the name or surname, evidence shall be presented therewith.
- **In the event that the shareholder is a juristic person**
 In the case that the authorized representative of the shareholders attend the meeting in person. It is required to present the following documents:
 - 1) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, and certified true copy by such authorized representative.
 - 2) Copy of an affidavit of the shareholder issued by the Ministry of Commerce, certified true copy by the authorized representative with a statement showing that such authorized representative who signs the Power of Attorney is authorized to act on behalf of such juristic person shareholder.
- **In case the shareholders are appointing proxy to attend the e-AGM** - Completed signed proxy form A or Form B. Along with attaching a copy of the ID card of the grantor and the proxy.

Please submit the registration form for attending the AGM through electronic media (e-AGM) and such identification document to the Company no later than **March 22nd 2024** via the following channels:

- Email : comsec@chewathai.com
- Post : Chewathai Public Company Limited (Office of Company Secretary)
 1168/80 Lumpini Tower, 27th Floor ,Unit D Rama IV Rd. Tungmahamek , Sathorn ,Bangkok, 10120

1.2 When the Company receives document as per item 1.1 from you, the Company will proceed with inspecting document for confirming the meeting attendance. Once the inspected is completed, the Company will send username and password, together with Web Link for attending the e-AGM. Kindly refrain from giving your username and password provided for shareholder to other person. **In case your username and password are lost or you have not received within March 27th 2024, please immediately contact the Company.**

1.3 The Company will send details such as username and password to you and also send a manual for using the e-AGM system at the same time. Please read the manual thoroughly from the email that the Company sends to you. The system will be opened 60 minutes prior to the meeting so that the shareholder can register for attending the meeting. However, the live broadcast will begin at 14.00 pm.

- 1.4 For casting the vote during the e-AGM, a shareholder may cast his or her vote in each agenda to either approve, disapprove or abstain from voting. For the shareholders who do not vote in any agenda, the system will automatically count your vote as "approve".
- 1.5 If you have encounter with any technical problem in using e-AGM system before or during the meeting, please contact OJ International Company Limited, who will be the Company's service provider for the Company's e-AGM's meeting. The Company will specify a contact channel to OJ International Company Limited in the email that the Company sends username and password to you.

2. In case the shareholders are appointing proxy to attend the e-AGM

In case that a shareholder is unable to attend the meeting, he/she may authorize another person or the Company's independent director, to attend and vote on his/her behalf. The name of independent directors are as follows:

1. **Mrs. Supaporn Burapakusolsri** Age 71 years old
Independent Director / Chairman of the Audit Committee / Member of Nomination and Remuneration Committee / Member of Corporate Governance and Sustainability Committee / Chairman of Risk Management Committee
2. **Pol.Gen Visanu Prasattongsoth** Age 62 years old
Independent Director, Chairman of Nomination and Remuneration Committee

The Company has provided two Proxy Forms, which are Proxy Form A, Proxy and Form B in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce, as appeared in Enclosure 9.

The appointment of a proxy can be conducted as follows:

1. The shareholders may choose to use either Proxy Form A or Proxy Form B. In any case. only one type of proxy form can be chosen. The Company recommends that the shareholders use Proxy Form B and specify the voting for each Agenda Item.
2. The shareholder shall appoint only one proxy to attend and vote at the meeting. The shareholders may not split the shares to more than one proxies in order to split the votes.
3. If the shareholders choose to appoint the independent director of the Company to be their proxies, the Company recommends that the shareholders use Proxy Form B and specify the voting for each Agenda Item, and deliver the proxy form with its supporting documents no later than 22 March 2024 via the following channels:
 - Email : comsec@chewathai.com
 - Post: Chewathai Public Company Limited (Office of Company Secretary)
1168/80 Lumpini Tower, 27th Floor ,Unit D Rama IV Rd. Tungmahamek , Sathorn ,Bangkok, 10120
4. The proxy form must be correctly completed in full, and signed by the shareholder (grantor) and by the proxy, and affixed with THB 20 stamp duty, crossed and specifying the date such proxy is made.

Supporting documents for the appointment of proxy

Individual

- 1) Proxy form, Form A or Form B, whichever one is. which has been filled out correctly and completely and sign the name of the proxy grantor and proxy
- 2) A copy of the shareholder's ID card or a copy of a document issued by a government agency. (Proxy) who has signed to certify that it is a true copy.
- 3) A copy of the ID card or a copy of a document issued by a government agency to the person attending the meeting on their behalf. (Proxy) who has signed to certify that it is a true copy.

Thai Juristic Persons

- 1) Proxy form, Form A or Form B, either form which has been filled out correctly and completely and sign the name of the juristic person's representative (director) as the proxy. and the proxy
- 2) A copy of the shareholder's certificate of registration of the juristic person, which has been certified by the juristic person's representative (director) and has a statement indicating that the juristic person's representative who signed the proxy form Have authority to act on behalf of the juristic person who is the shareholder.
- 3) A copy of the shareholder's ID card or a copy of the document issued by the government agency. (Proxy) who has signed to certify that it is a true copy.
- 4) A copy of the ID card or a copy of a document issued by a government agency to the person attending the meeting on their behalf. (Proxy) who has signed to certify that it is a true copy.

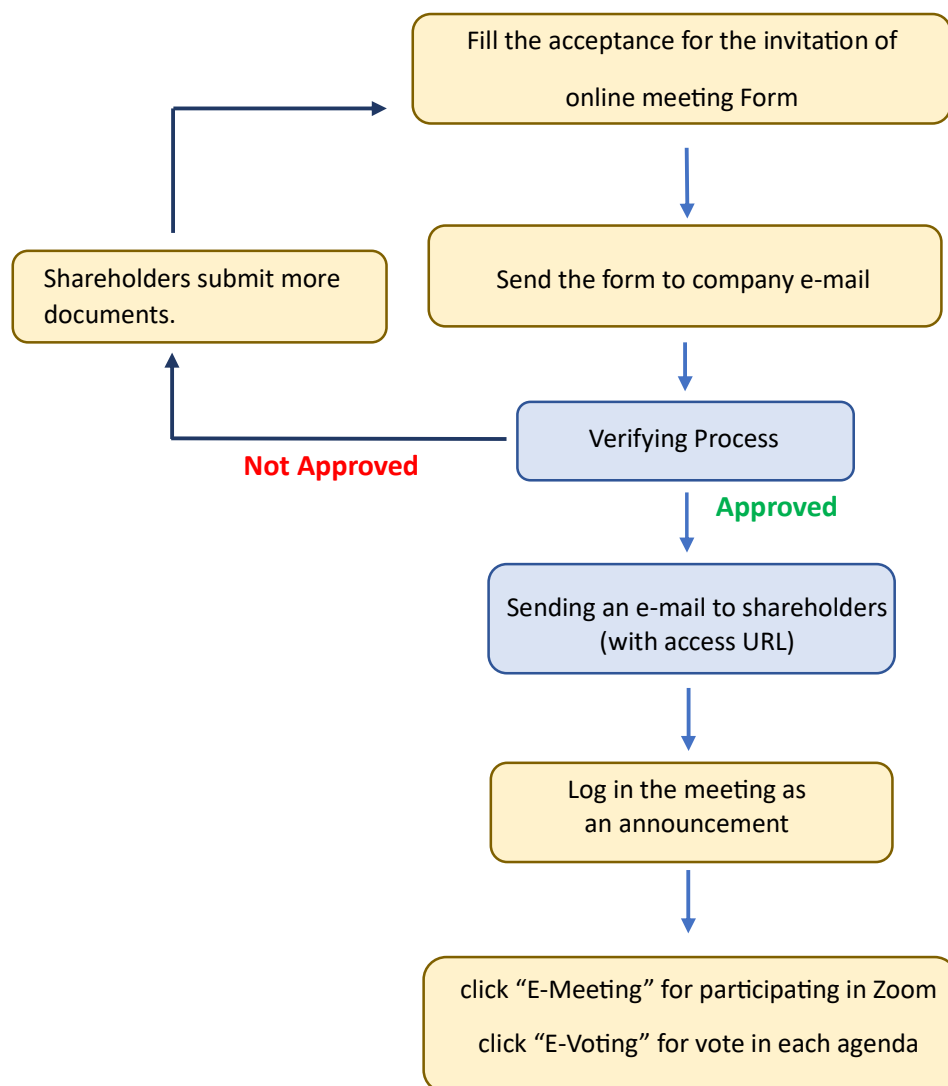
3. Channel for shareholder to send comment or questions related to business, industry and business operations of the Company or any relevant agenda to be considered in this e-AGM are as follow:

3.1 During the e-AGM meeting, the shareholder attending the meeting can submit comment or questions during e-AGM system.

3.2 The shareholder can submit comment or questions in advance to the Company prior to the meeting date via following channels:

- Email : comsec@chewathai.com
- Post: Chewathai Public Company Limited (Office of Company Secretary)
1168/80 Lumpini Tower, 27th Floor ,Unit D Rama IV Rd. Tungmahamek , Sathorn ,Bangkok, 10120

Procedures for attending the 2024 Annual General Meeting of Shareholders



Registration Form for attending the AGM through electronic media (e-AGM)

Date.....Month.....Year.....

I/We..... Identification Card/Passport number.....

Nationality..... Residing at No..... Road..... Sub district.....

District Province..... Postal Code.....

Shareholder registration number..... as a shareholder of Chewathai PCL.,
hold a total number of.....share

(1) I would like to participate the E-AGM for Annual General Meeting 2024

☐

Self-Attending

☐

Proxy to (Mr. / Ms.) attend the meeting.

(2) Please send the Link to join the meeting by below email

E-Mail(Please fill in the blank.)

Mobile Number..... (Please fill in the blank.)

(3) Please submit the required document per an attachment 7. by **March 22nd 2024**.

(4) Once you have verified, the company will send the Link to join the meeting via email

(5) Please prepare your Account Number and your Identification Card Number for log in the meeting.

Signed.....Shareholder

(.....)

Signed.....Proxy

(.....)

Note :

Shareholder can send this "Registration form for attending the e-AGM" which has been completely filled out, and attached identification document for inspection the e-AGM attending right, specified in the "Guidelines for attending the AGM through electronic media (e-AGM) and appointment of proxy". Enclosure no. 7 to the Company by March 22nd 2024 via the following channels:

- Email : comsec@chewathai.com
- Post: Chewathai Public Company Limited (Office of Company Secretary)

1168/80 Lumpini Tower, 27th Floor ,Unit D Rama IV Rd. Tungmahamek , Sathorn ,Bangkok, 10120

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

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

สิ่งที่ส่งมาด้วย 9
Enclosure no. 9

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 ชิวทัย 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
☐ นางสาวภากรณ์ บุรพุกทศศรี / Mrs. Supaporn Burapakusolsri หรือ/ or
☐ พลตำรวจเอก วิสนุ ปราสาททองโอสถ / Pol.Gen Visanu Prasattongsoth

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 3 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2567) (Details of Independent Directors are specified in Enclosure 3 of the Invitation to the 2024 Annual General Meeting of the Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทน กรรมการอิสระที่ไม่สามารถเข้าประชุม
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 2567 ในวันศุกร์ที่ 29 มีนาคม 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2024 Annual General Meeting of the Shareholders on Friday, 29 March, 2024 at 14.00 hrs., through electronic media (E-Meeting) or or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือ เสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวน หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.

หนังสือมอบฉันทะแบบ ข.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจน)
Proxy Form B

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

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 ชิวทัย จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of Chewathai Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียงดังนี้
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)

☐ 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. มอบฉันทะให้ กรรมการอิสระคนหนึ่งของบริษัทฯ คือ

Appoint any one of the following Independent Directors of the Company

☐ นางสาวภรณ์ บุรพาศกุลศรี / Mrs. Supaporn Burapakusolsri หรือ/or

☐ พลตำรวจเอก วิสนุ ปราสาททองโอสถ / Pol.Gen Visanu Prasattongsoth

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 3 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2567)

(Details of Independent Directors are specified in Enclosure 3 of the Invitation to the 2024 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 2567 ในวันศุกร์ที่ 29 มีนาคม 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2024 Annual General Meeting of the Shareholders on Friday, 29 March, 2024 at 14.00 hrs., through electronic media (E-Meeting) or 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 2566 ซึ่งได้ประชุมเมื่อวันที่ 31 มีนาคม 2566

Agenda item no. 1 To consider the Minutes of the 2023 Annual General Meeting which was held on 31st March 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 รับทราบผลการดำเนินงานของบริษัท สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda item no. 2 To acknowledge the report of the Company's operating results for the fiscal period ending 31st December 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda item no. 3 To consider and approve the statement of financial position and comprehensive income statement for the year ended 31st December 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 4 พิจารณานุมัติจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายและงดจ่ายเงินปันผลสำหรับผลการดำเนินงานในรอบปี 2566
Agenda item no. 4 To consider approving the cessation of allocating net profits as legal reserves and refraining from paying dividends for operating results in 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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

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

1. นางสมหทัย พานิชชีวะ / Mrs. Somhatai Panichewa

☐ 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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

2. นายบุญ ชุน เกียรติ / Mr. Boon Choon Kiat

☐ 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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

3. นายพินิจ หาญพาณิชย์ / Mr. Phinij Harnphanich

☐ 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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

- วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนของคณะกรรมการและคณะกรรมการชุดย่อย ประจำปี 2567
Agenda item no. 6 To consider the determination of the remuneration for directors and committees for the year 2024.

☐ 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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

- วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2567
Agenda item no. 7 To consider the appointment of the auditor and the determination of the audit fees for the year 2024.

☐ 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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda item no.8 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / 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 2567 ในวันศุกร์ที่ 29 มีนาคม 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2023 Annual General Meeting of the Shareholders on Friday, 29 March, 2024 at 14.00 hrs., through electronic media (E-Meeting) 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

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



บริษัท ชีวาทัย จำกัด (มหาชน)
CHEWATHAI PUBLIC COMPANY LIMITED

รหัสคิวอาร์ (QR Code) สำหรับดาวน์โหลด
รายงานประจำปี 2566 (แบบ 56-1 One Report) และ รายงานการพัฒนาอย่างยั่งยืน ประจำปี 2566

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รายงานประจำปี 2566 / Annual Report 2023



รายงานการพัฒนาอย่างยั่งยืน ประจำปี 2566 / Sustainability Report 2023



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 discloses 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





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