

# (Translation)

# Minutes of the 30<sup>th</sup> Annual General Meeting of Shareholders Held on Monday, 22 April 2024

The 30<sup>th</sup> Annual General Meeting of Shareholders of O.C.C. Public Company Limited was held in Chao Phraya Room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Bangklo Sub-District, Bang Kho Laem District, Bangkok.

The Record Date for shareholders having rights to attend the 30<sup>th</sup> Annual General Meeting of Shareholders was on 19 March 2024. There were totally 582 shareholders holding altogether 60,000,000 shares.

The meeting date was on Monday, 22 April 2024. The total number of shareholders and proxies to attend the meeting were as follows:

- Number of shareholders attending the meeting in person were 15, representing 12,990,835 shares
- Number of shareholders attending the meeting by proxy were 31, representing 34,657,965 shares

The number of shareholders and proxies were total 31 attendees, representing 46 shareholders, representing 47,648,800 shares or 79.41 percent of the total issued and paid-up shares, thus completing the meeting quorum in compliance with Article 36 of the Company's Article of Association, which required shareholders and proxies from the shareholders of not less than 25 persons or less than half of all shareholders. And must have shares in aggregate not less than one-third (1/3) of the total number of shares already issued and paid-up.

Total number of the Company's Board of Directors, attending the meeting were 9 directors or equivalent 100% of total number of the Company's directors as follows:

1.	Mrs. Kanchana	Saisiriporn	Chairman of the Board Chairman of the Corporate Governance and Sustainability Committee
2.	Mrs. Teerada	Ambhanwong	Managing Director and CEO Chairman of the Nomination Committee Chairman of the Risk Management Committee
3.	Mr. Manu	Leelanuwatana	Chairman of the Remuneration Committee
4.	Mrs. Tipaporn	Chokwatana	Director
5.	Mr. Worathep	Assavakasem	Director and Director of Hair Care Product Division
6.	Mr. Thitipoom	Chokwatana	Director
7.	Mr. Wanchai	Umpueng-Art	Chairman of the Audit Committee
8.	Mr. Knit	Kounavudhi	Audit Committee
9.	Nutavoot	Pongsiri, Ph.D.	Audit Committee
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Meeting convened: 3:00 pm.



Mrs. Kanchana Saisiriporn, Chairman of the Board acting as Chairman of the meeting and addressed the opening of the meeting, then thanked all shareholders for attending the meeting.

Then, Chairman of the meeting introduced member of the Board of Directors one by one as above name list and representatives of the Company's auditor, executive committee, the Company Secretary and representatives of the Company's legal advisors who also attended the meeting and acted as the witnesses for the vote-counting procedure as follows:

## Representatives from DIA International Company Limited

1. Mr. Apipong Leongnarktongdee

#### **Executive Committee**

1. Mrs. Teerada Ambhanwong Managing Director and CEO

2. Mr. Worathep Assavakasem Director of Hair Care Product Division and Director

3. Mrs. Pathra Thongchaom Director of Accounting-Finance Division

4. Pattara Director of Managing Director Office Pathumarak, Ph.D.

5. Ms. Naiyana Penvutikul **Director of Cosmetics Marketing Division** 

#### Company Secretary

Mrs. Choopan Imthong

# Legal Advisor from Vira Law Office Company Limited

Mrs. Panomrat Sangkagij

The Chairman informed the meeting that the 30<sup>th</sup> Annual General Meeting of Shareholders, the Company granted the shareholders the entitlement to propose agendas and/or nominate candidates to be elected as directors during the period of 1 - 31 December 2023 in advance by providing information to the shareholders via SET's website and the Company's website with the definition of shareholders' qualification, regulations and considering procedure of the Company's Board of Directors. No shareholder expressed intent to exercise such rights, therefore no additional agenda to be proposed by the shareholders.

Afterward, the Chairman of the meeting assigned Mrs. Teerada Ambhanwong, the Managing Director and CEO and the Company Secretary to proceed the meeting.

The Company Secretary informed the meeting to acknowledge the voting procedures of this meeting to comply with Articles 43 of the Company's Articles of Association. One share will be counted as one vote, and the voting will be carried out in a transparent manner. The shareholders may cast either approval vote, disapproval vote or abstention vote including voided ballots (if any) then they will be deducted from the total votes present at the meeting, in order to arrive at the number of approval votes for each agenda.

Voided ballot will be considered upon the voting card that has more than one checkbox or in the case of having a strike ballot without signing name on that mark.

Therefore, just for the shareholders who disapprove or abstain, will raise up the sign board then the ballot cards will be given by the Company's staff. Shareholders must fill the number of the sign board that had been received upon registration before the meeting and make the mark in a disapproved box or abstain box with signature on these cards for returning to the Company's staff to



record the votes properly and keep as evidence. Except for Agenda 5: Considering the Election of Directors, all shareholders will receive ballot cards in advance upon registration before entering the meeting room and give opinion on the election of the Company's director individually with signing names on ballot cards. For the shareholders who disapprove or abstain from the election of each director, the sign board will be raising up for counting the votes. The ballot cards must be returned to the Company's staff when the resolution of Agenda 5 is ended.

In the case where the shareholders or proxies arrive for the registration after the meeting had already commenced, said shareholders or proxies would be allowed to cast vote only for the remaining agendas that are not yet entering the consideration. The Company would then add the number of shareholders or proxies so arrived, to the total meeting quorum, for such remaining agenda for further recording in the meeting minutes. The Company would report to the shareholders just in case there are additional shareholders or proxies at the meeting. In order to facilitate votecounting procedures in a transparent manner, the Company applied the barcode system to the votecounting procedures, thereby allowing all shareholders to view the voting result for each agenda clearly on screen at the same time. The Company's directors who are shareholders will request their rights for approved votes in accordance with the Board's proposal on each agenda. In the case that the shareholders appointed proxies to the directors, the resolution will be in accordance with the shareholders' notice as defined on proxy form.

However, the processing of personal data obtained by the company will be subject to the company's personal data protection policy, as detailed on the company's website at www.occ.co.th.

In this meeting, shareholders who have queries, will able to raise their hands and ask questions according to that agenda. And in this regard, the Company hereby requests that The Company has recorded VDO throughout the meeting in order to be published on the Company's website in the future. However, shareholders and attendees can request to refuse the publication of their faces in this meeting via email: dpo@occ.co.th

# Agenda 1: Considering acceptance of the minutes of 29th AGM of O.C.C. Public Company limited on Monday, April 24, 2023

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that the minutes of the 29th Annual General Meeting of Shareholders held on Monday, 24 April 2023 was sent to the Stock Exchange of Thailand within 14 days subsequent to the meeting date and was sent to the Department of Business Development of Ministry of Commerce within the period as law required, as well as disseminated through to the Company's website: www.occ.co.th for the shareholders to consider the accuracy in accordance with the copy of the minutes of Annual General Meeting of Shareholders that was recorded in the form of QR Code and it had been sent to the shareholders in advance together with the AGM's Notification. The Board considered that the meeting minutes was duly and accurately recorded and completely in accordance with the AGM's resolution and requested for approval consideration

In this agenda, there was 1 additional attendees representing 773,400 shares, equivalent to 1.28%. Then, the total number of shareholders who attended the meeting at current time were 32 attendances, representing 48 shareholders with 48,422,200 shares in total or equivalent to 80.70% of the total shares.

Resolution: This agenda requires majority votes cast by shareholders present at the meeting and eligible to vote.



The meeting was considered that the resolution of the minutes was unanimously adopted with accuracy.

The total number of shares held by shareholders who attended the meeting and have voting rights is 48,422,200 shares as follows:

48,422,200 shares representing 100% Approved

Disapproved -nil-Abstained -nil-Voided ballot -nil-

## Agenda 2: Acknowledgement of Company's operational performance during the past year

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that the Company's performance for year 2023 was published in 56-1 One Report and recorded in the form of QR Code. The Company earlier sent out it to the shareholders in advance together with the AGM's Notification.

Overview of the Thai economy in the past year, there was not a thorough direction of recovery in all groups. The tourism sector was a major driver, therefore the number of foreign tourists is steadily increasing. This helped support employment and private consumption to expand. Private investment expanded at a low rate and government spending has slowed down, especially during the 4th quarter. However, the expansion of economic activity was pressured by the cost of living problem and chronic high household debt. Consumer confidence remained weak on concerns over political uncertainty. In addition, the Thai economy faces a policy transition to normalcy for the role of government measures that was gradually reduced in mitigating the impact of the COVID-19 crisis previously and higher rate of Policy Interest. Furthermore, the export sector remained weak due to lower demand from trading partners amid the global economic slowdown. Especially China, whose purchasing power in the country was still weak and fragile in the real estate sector. Meanwhile, financial conditions were tight in many countries.

According to the economic condition that has not yet been recovered entirely, there were both faster and slower recovery in business. Business operations were also fraught with high uncertainty. There were constantly competitors entering the market, therefore, the Company has implemented strategic management, while the situations were closely monitored along with changing tactics both proactively and defensively. In the past year, the Company had total revenue from sales of Baht 948.66 million. It increased Baht 72.02 million or 8.22% from the previous year. The main revenue earned from total sales of Baht 915.28 million. It increased Baht 55.17 million from the previous year or 6.41%. The Company's loss before corporate income tax was Baht 10.11 million. It gained income tax revenues of Baht 3.84 million. Therefore, net loss was Baht 6.27 million which decreased from previous year Baht 18.49 million or equivalent 74.68%.

The current financial structure of the Company remains constant for many consecutive years by having several indicators of the significant financial ratio which are able to reflect the good liquidity. For example, this year, the Company has a Net Working Capital of Baht 459.24 million, the liquidity ratio is 4.10 times while the Debt to Equity ratio is at the very low level at only 0.22 times.

For the issue of against corruption, the company has a policy of opposing all forms of corruption. The company remains committed to continuously against all forms of corruption in the following ways:

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- 1. Verify the anti-corruption policy and practices to ensure conformity with the roles, responsibilities, and procedures for combating personnel corruption within the company.
- 2. Incorporate the anti-corruption policy into personnel management practices, including employee selection, orientation, performance evaluation, compensation determination, and promotion.
- 3. Provide training and understanding of the principles of corporate governance and anticorruption measures to instill awareness among company employees.
- 4. Monitor and supervise to prevent the risk of corruption, as well as evaluate compliance with anti-corruption policy.
- 5. Establish channels for reporting or complaints (Whistleblower) when evidence of corruption is detected within the company, with mechanisms for protection and justice for whistleblowers and those accused of wrongdoing.
- 6. Communicate and promote the anti-corruption policy and related practices to external individuals and company employees on a continuous basis, including raising awareness among business partners about the importance of combating corrupt practices and supporting them to join the network to combat corruption.

In 2023, the company did not encounter any significant issues related to corruption, noncompliance with laws or regulations, or ethical misconduct in conducting business operations.

The Meeting duly acknowledged the Company's business operation performance during the fiscal year 2023.

In this agenda, no additional shareholder and proxy attended the meeting.

Resolution: As this agenda was just for acknowledgement without voting requirement, then it was moved ahead to determine the Agenda 3.

# Agenda 3: Considering approval of Company's financial statements as of December 31, 2023

Mrs. Teerada Ambhanwong, the Managing Director and CEO, requested the meeting to consider approval of the Company's financial statements for the year ended 31 December 2023 which were prepared in accordance with the Accounting Standards and Generally Accepted Accounting Practices. They were audited and certified by public certified accountants, and agreed by the Audit Committee. The Company has printed it in the form of 56-1 One Report and recorded it in the form of QR Code, which they had already been forwarded to the shareholders in advance together with AGM's Notification as summarized as follows:

	Consolidated Financial Statements	Separate Financial Statements
-Total Assets (Thousand Baht)	1,245,222	1,248,030
-Total Liabilities (Thousand Baht)	223,138	215,696
-Total Revenues (Thousand Baht)	948,657	942,834
-Profit (Loss) for the Year (Thousand Baht)	(6,270)	(1,218)
-Basic Earnings per Share (Thousand Baht)	(0.09)	(0.02)

In this agenda, no additional shareholder and proxy attended the meeting.

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Resolution: This agenda is for majority votes of the shareholders who attend the meeting and cast their votes.

The meeting determined and unanimously voted an approval of the Company's financial statements for the year ended 31 December 2023.

The total number of shares held by shareholders who attended the meeting and have voting rights is 48,422,200 shares as follows:

Approved 48,422,200 shares representing 100%

Disapproved -nil-Abstained -nil-Voided ballot -nil-

#### **Agenda 4: To acknowledge the interim dividends payment**

Mrs. Teerada Ambhanwong, the Managing Director and CEO informed the meeting that the Company has a policy of paying dividends regularly at the rate of 0.20 Baht per share or equal to 20% of the par value, which shall depend on the Company's performance and economic condition. In the fiscal year 2023, the Company had a net loss of 6.27 million Baht. In this regard, the Company has retained earnings for allocating dividend payments to all shareholders.

The Company has fulfilled the legal 10% reserve of its registered capital.

The Board of Directors deemed it appropriate to propose to the shareholders' meeting, to consider and allocate profits to pay dividends in accordance with the Company's policy by commencing on actual performance of the Company and economic situation as significant to the shareholders, representing 60,000,000 shares with the rate of 0.07 Baht (seven Stang) per share. Total amount was 4.2 million Baht. Dividend payments are to be drawn from the Company's retained earnings to tax at the rate of 25%. An individual shareholders shall be entitled to a tax credit according to Section 47 bis of the Revenue Code

The list of shareholders having rights to receive dividends for 2023 performance was fixed on 8 May 2024. The dividends are scheduled to be paid on 21 May 2024. Comparison details of the net profit and dividend paid for past 3 years were stated on the AGM's Notification and recorded in the form of QR Code, which it had been sent out to the shareholder for consideration in advance.

In this agenda, no additional shareholder and proxy attended the meeting.

Resolution: This agenda is for majority votes of the shareholders who attend the meeting and cast their votes.

The meeting approved a unanimous vote for dividend payment at the rate of 0.07 Baht (seven Stang) per share. Dividend payment shall be paid from the Company's accumulated profit tax at the rate proposed by the Board of Directors in all respects.

The total number of shares held by shareholders who attended the meeting and have voting rights is 48,422,200 shares as follows:

48,422,200 shares representing 100% Approved

Disapproved -nil-Abstained -nil-Voided ballot -nil-



#### Agenda 5: To consider the election of the directors to replace those retiring by rotation.

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that the present Board which was registered at the Ministry of Commerce consisted of 9 directors. According to the Company's Article of Association Section 21, one-third (1/3) of the total directors must retire in every AGM. In case the total directors cannot be divided into three parts exactly, the nearest to one-third (1/3) is applicable. Those retired directors may be re-elected.

Three directors who had completed their terms for this AGM were as follows:

1. Mr. Knit Kounavudhi **Audit Committee** 

2. Mr. Worathep Director and Director of Hair Care Product Division Assavakasem

3. Mr. Thitipoom Chokwatana Director

According to the nomination of directors to replace those who have completed the term, the nomination committee has jointly considered the regulations and guidelines to nominate directors to replace those who have completed the term which comply with the charters and related conditions. The selection of directors shall be considered from suitability to be beneficial to the Company's operations, inclusive of qualification, knowledge, competency and various experience of nominated directors complying with the Company's business strategy by implementing Board Skill Matrix, leadership, vision, morality and ethics as well as transparent resume.

The Nomination Committee meeting has considered the names of directors individually. Mr. Knit Kounavudhi has notified his intention not to be re-elected as a director. The term of being a director will be terminated. Effective after this Annual General Meeting of Shareholders

At the 2/2024 Board of Directors meeting on 4 March 2024 which excludes stakeholder directors, has considered the discussions extensively and has approved to the Nomination Committee's approach. The persons who were nominated for electing to replace the above 3 directors whose term ended. Two existing Directors were nominated, namely Mr. Worathep Assavakasem and Mr. Thitipoom Chokwatana. A person named Prof. Kamphol Panyagometh, Ph.D. was nominated as the new director who has independent directorship.

According to the laws related to the requirements relating to independent directors. As all nominated persons were carefully considered as individuals for the appropriated qualifications as experiences in many profession fields, leadership, vision, independent thinking, successful record in business and possess qualifications in accordance with relevant regulations suitable for the Company's business operations.

In this regard, the Managing Director and CEO would like to inform the meeting that Prof. Kamphol Panyagometh, Ph.D. qualifies as an independent person under relevant laws and criteria concerning independent directors, and is suitable to assume the position of an audit committee member of the Company. If elected at this shareholder meeting, the Board of Directors will convene a meeting to appoint members of the audit committee in the 3/2567 Board of Directors Meeting, which will be held in May 2024.

In this agenda, the Managing Director and Chief Executive Officer Introduced the shareholders to know Prof. Kamphol Panyagometh, Ph.D., a person nominated for election as a director in replacement of a director who was due to retire by rotation who also attended this meeting.

The Board of Directors agreed to nominate all 3 persons to be elected as directors in the 30<sup>th</sup> Annual General Meeting of Shareholders. For information of these 3 directors, shareholders can



study it from the Attachment 7 which was submitted with AGM's Notification in QR code form for having their consideration in advance.

Before voting, the Managing Director and CEO informed the meeting that according to Public Company Act 2535 Article 86 and the Company Regulation Article 30, "Do not allow any director to have business in the same kind and in competitive with the Company's; or to be a partner at any partnership organization or to be an unlimited partner at any limited partnership organization or a director at any private company or any other companies having the same kind of business and in competitive with the Company's. No matter that it will be done for their own benefit or for other persons' benefits except informing the AGM prior to adopting resolution of appointment."

In this regard, the Managing Director and CEO informed the meeting that one person who was proposed to be the director, holding the position as the director of the company which has the same kind of business and in competitive with the Company namely Mr. Worathep Assavakasem. He is the Managing Director of M.I.L. (Thailand) Company Limited.

Afterward, the Managing Director and CEO requested the quorum to vote for the election of the 3 candidates who were nominated to be the Company's director individually.

The meeting was acknowledged and individually determined.

This agenda, no additional shareholders and proxies attending the meeting.

Resolution: This agenda is for majority votes of the shareholders who attend the meeting and cast their votes.

#### 1. Mr. Worathep Assavakasem

Unanimous approvals were reached at this AGM as follows:

The total number of shares held by shareholders who attended the meeting and have voting rights is 48,422,200 shares

Approved 48,422,200 shares representing 100%

Disapproved -nil-Abstained -nil-Voided ballot -nil-

#### 2. Mr. Thitipoom Chokwatana

Unanimous approvals were reached at this AGM as follows:

The total number of shares held by shareholders who attended the meeting and have voting rights is 48,422,200 shares

48,422,200 shares representing 100% Approved

Disapproved -nil-Abstained -nil-Voided ballot -nil-

#### 3. Prof. Kamphol Panyagometh, Ph.D.

Unanimous approvals were reached at this AGM as follows:

The total number of shares held by shareholders who attended the meeting and have voting rights is 48,422,200 shares



Approved 48,422,200 shares representing 100%

Disapproved -nil-Abstained -nil-Voided ballot -nil-

The Board of Directors of O.C.C. Public Company Limited at present, is comprises of 9 directors as follows:

1. Mrs. Kanchana Saisiriporn 2. Mrs. Teerada Ambhanwong 3. Mr. Manu Leelanuwatana 4. Mrs. Tipaporn Chokwatana 5. Mr. Worathep Assavakasem 6. Mr. Thitipoom Chokwatana 7. Mr. Wanchai Umpueng-Art 8. Nutavoot Pongsiri, Ph.D. 9. Prof. Kamphol Panyagometh, Ph.D.

Mr. Wanchai Umpueng-Art, Nutavoot Pongsiri, Ph.D. and Prof. Kamphol Panyagometh, Ph.D. are independent directors.

### **Agenda 6: Considering setting Director Remuneration**

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that according to the Section 90 of Public Company Act 2535 and the Company Regulation Article 32, it is not allowed to give any money or property to the directors, unless payment as compensation based on rights and other benefits, ordinary as a director of the Company.

In 2023, the AGM had approved the limit of the Board of Directors' remuneration not exceeding 6 million Baht. Actual paid amount for meeting allowance and director's pension was 4,184,000 Baht.

For year 2024, the Board of Directors approved resolution in accordance with the Remuneration Committee's guidelines by having remuneration's rate that was appropriated with their knowledge, competencies, the Company's performance and the Board of Directors' performance evaluation by comparing with information of the companies having similar business type and scale. Thus, it would be appropriate to propose the AGM to fix remuneration's limit of the Company's directors not exceeding 6 million Baht. Anyway, the amount excluded the remuneration and welfare which the Company's directors received as the Company's employees or staff. The criteria for remuneration of the Board of Directors were proposed as follows:

#### Meeting Allowance

- Board of Directors paying only Directors who attend the meeting at 6,000 Baht each
- Audit Committee
  - Chairman of Audit committee at 20,000 Baht each
  - Audit Committee member at 15,000 Baht each
- Executive Committee paying only executive member who attend the meeting at 5,000 Baht each



 Other Committees – paying only non-executive directors who attend the meetings of Nomination Committee, Remuneration Committee, Risk Management Committee and Corporate Governance and Sustainability Committee at 5,000 Baht each

#### **Director Pension**

Paying to all Directors allocated by the Remuneration Committee who will consider appropriate rates in line with the Company's performance compared to other companies having similar business and scale.

# Other Remuneration

-nil-

The overall remuneration of the Board of Directors must not exceed the limit approved by AGM.

Detail of types of other compensation in comparison with previous year was published in Attachment 8: Criteria for Consideration of Remuneration for Director, which was sent together with the AGM's Notification. It was recorded in the form of QR Code for the shareholders to have an advance consideration.

Then, the Managing Director and CEO informed the meeting to acknowledge the resolution vote on this agenda, that according to Section 90 of Public Company Act 2535, the remuneration of the Company's directors must be approved by not less than two-thirds of total votes of the shareholders who attended the meeting.

In this agenda, there was 2 additional attendees representing 948,000 shares, equivalent to 1.58%. Then, the total number of shareholders who attended the meeting at current time were 34 attendances, representing 51 shareholders with 49,370,200 shares in total or equivalent to 82.28% of the total shares.

Resolution: This agenda is for not less than 2/3 of total number of the shareholders present at the meeting.

The meeting considered and unanimously voted approval of the remuneration of the Company's Board of Directors for the year 2024 with a limit of not exceeding 6 million Baht and its allocation method as per the criteria as proposed by the Company's Board.

The total number of shares held by shareholders who attended the meeting and have voting rights is 49,370,200 shares

49,370,200 shares representing 100% Approved

Disapproved -nil-Abstained -nil-Voided ballot -nil-

# Agenda 7: Considering appointment of Auditor and setting its audit fees

For this agenda, Mrs. Teerada Ambhanwong, the Managing Director and CEO, has assigned Mr. Wanchai Umpueng-Art, Chairman of Audit Committee to present it to the meeting.

Mr. Wanchai Umpueng-Art, Chairman of Audit Committee, informed the meeting that Board of Director approved the proposal of the Audit committee to select DIA International Audit Co., Ltd., the Company's auditor by considering from the management of its performance during the



past years, having the standard practice, independence, well known and amount of audit fees. With the perfect qualifications in accordance with the regulations of the Company and Securities and Exchange Commission. Therefore, the Board of Director considered an approval to appoint DIA International Audit Co., Ltd. to be the Company's auditors for 2024 as following name list:

- 1. Mr. Apipong Leongnarktongdee, CPA registration No.12199
  - Will be a signatory in the Company's financial statements since 2023, which it's the 2<sup>nd</sup> year or
- 2. Mrs. Suvimol Chrityakierne, CPA registration No.2982
  - Has endorsed the Company's financial statements since 2017-2022 or
- 3. Miss Suphaphorn Mangjit, CPA registration No.8125
  - Has never been a signatory in the Company's Financial Statements or
- 4. Mr. Nopparoek Pitsanuwong, CPA registration No.7764
  - Has never been a signatory in the Company's Financial Statements or
- 5. Mr. Joompoth Prairattanakorn, CPA registration No.7645
  - Has never been a signatory in the Company's Financial Statements or

The audit fees amount of 2024 are determined as follows:

Review of Quarterly Statement Q1- Q3	600,000 Baht
Annual Statement Auditing	600,000 Baht
Review of Consolidated Financial Statement (Q1)	10,000 Baht
Total amount	1,210,000 Baht

Afterward, Chairman of the Audit Committee informed to the meeting to acknowledge the audit fee of Amatissimo Co., Ltd., a subsidiary of the Company and ceased to be a subsidiary in March 2024, which uses the same audit firm and same auditor and the audit fee amount of 2024 are as follows:

Review of Quarterly Statement (Q1)	12,000 Baht
Annual Statement Auditing	110,000 Baht
Total amount	122,000 Baht

The audit fees of the subsidiary may change according to the number of subsidiaries and/or actual workload during 2024.

Shareholders can study the auditor's information and the amount of comparative audit fees from the Attachment 9, which is recorded in QR Code form and it has been sent with AGM's Notification.

Prior to the voting resolution, the Chairman of the Audit Committee informed the meeting that according to Section 121 of Public Company Act 2535, the auditors must not be the directors, employees or holding any other positions of the Company. All of the above listed five auditors are not the directors, employees or holding any other positions of the Company. They have independence and no relationship or equity to the Company's executives either directly or indirectly, therefore they have their independence to audit and express opinions on the financial statements of the Company.

In this agenda, there were no additional shareholders and proxies attending the meeting.



Resolution: This agenda is for majority votes of the shareholders who attend the meeting and cast their votes.

The meeting considered and unanimously voted approval of the appointment of the Company's auditor and fixed audit fees amount for 2024 in accordance with the proposal of the Company's Board of Directors.

The total number of shares held by shareholders who attended the meeting and have voting rights is 49,370,200 shares

Approved 49,370,200 shares representing 100%

Disapproved -nil-Abstained -nil-Voided ballot -nil-

Afterward, Mr. Wanchai Umpueng-Art, Chairman of the Audit Committee handed the agenda back to the Managing Director and CEO to further continue the meeting.

# Agenda 8 Consider approval of the amendment of Company's Articles of Association No.28, No.34, No.39 and No.56.

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that to be in compliance with the Amendment to Section 6, Section 79, Section 82, Section 98 and Section 101 of the Public Limited Companies Act (No. 4) B.E. 2565. Section 6 stated that any notices or statements had to be published are allowed to be published via newspaper or electronic methods. Section 79 stated that committee meetings may be conducted via electronic media as provided in the law on electronic meetings. In such a case the location of the company's head office shall be considered the location of the meeting. Section 82 stated that the notice of the Board of Directors' Meeting shall be sent to the directors not less than 3 days prior to the date of the meeting except in a case of necessity or urgency for the purpose of protecting the rights or benefits of the Company, summons of the meeting may be notified by electronic or other methods and earlier date of the meeting maybe fixed. Section 98 stated that if there are no regulations specifically prohibiting it. Shareholder meetings may be conducted via electronic media as provided in the law on electronic meetings, and Section 101 stated that in the case of holding a shareholder meeting via electronic media. The location of the company's head office shall be considered the meeting location.

Therefore, to acknowledge to AGM for considering approval of Articles of Association No.28, No.34, No.39 and No.56. Shareholders can study the information of Articles of Association to amend from Attachment No.10 which is send along with meeting notice that has already considered.

And asked the meeting to give authority to the committee or a person assigned by the committee, able to edit additional text or the words of the Company's Articles of Association that are requested to be amended. At the discretion of the Public Company registrar.

Then, the Managing Director and CEO informed the meeting to acknowledge the resolution vote on this agenda, that according to Section 31 of Public Company Act 2535 and Article 43 (2) of the Company's Articles of Association, the amendment of Company's Articles of Association must be approved by not less than three-fourths of total votes of the shareholders who attended the meeting.

In this agenda, there were no additional shareholders and proxies attending the meeting. AGM 30 1 2567



<u>Resolution</u>: This agenda is for not less than 3/4 of total number of the shareholders present at the meeting.

The meeting considered and unanimously voted approval of the amendment of Company's Articles of Association No.28, No.34, No.39 and No.56. Along with to give authority to the committee or a person assigned by the committee, able to edit additional text or the words of the Company's Articles of Association that are requested to be amended. At the discretion of the Public Company registrar as the Board of Directors proposed.

The total number of shares held by shareholders who attended the meeting and have voting rights is 49,370,200 shares

- Approved 49,370,200 shares representing 100%

Disapproved -nil Abstained -nil Voided ballot -nil-

### **Agenda 9 Considering other matters (if any)**

Then, no further issues or questions were raised, the Managing Director and CEO had given the agenda back to the Chairman of the Board of Directors. The Chairman of the Board of Directors then thanked all shareholders for their attendance of this meeting and declared the meeting adjourned.

Meeting Adjourned: 03.47 pm.

Kanchana Saisiriporn (Mrs. Kanchana Saisiriporn) Meeting Chairman

Certified True & Correct

Teerada Ambhanwong Worathep Assavakasem (Mrs. Teerada Ambhanwong) (Mr. Worathep Assavakasem)

Directors