

**Minutes of the 2021 Annual General Meeting of Shareholders
Conducted Through Electronic Means (E-AGM) of
Frasers Property (Thailand) Public Company Limited**

The 2021 Annual General Meeting of Shareholders (the “**Meeting**”) was convened on 13 January 2021, at 14.00 hrs., through live broadcasting from Victor Club 3-4, 7th Floor, Mitrtown Office Tower, No. 944, Rama 4 Road, Wang Mai Subdistrict, Pathum Wan District, Bangkok 10330 (“**E-AGM**”).

Mr. Chainoi Puankosoom, Chairman of the Board, presided as the Chairman of the Meeting (the “**Chairman**”), and Miss Prasnee Surastian, Company Secretary, acted as the Secretary to the Meeting. There were directors, executives, auditors, and legal advisors attending the Meeting, as follows:

Directors attending the Meeting in person:

Mr. Chainoi Puankosoom	Chairman of the Board, Independent Director, Chairman of Compensation and Nomination Committee, Chairman of Corporate Governance and Sustainable Development Committee, and Member of Audit Committee
Mr. Panote Sirivadhanabhakdi	Director, Chairman of the Executive Committee, Member of Compensation and Nomination Committee, and Member of the Risk Management Committee
Assoc. Prof. Tithiphan Chuerboonchai	Independent Director, Chairman of Audit Committee, Member of the Risk Management Committee and Member of Corporate Governance and Sustainable Development Committee
Mr. Chatchaval Jiaravanon	Independent Director, Member of Audit Committee and Member of Compensation and Nomination Committee
Mr. Sithichai Chaikriangkrai	Director and Member of the Executive Committee

Directors attending the Meeting through ZOOM program:

Mr. Chali Sophonpanich	Director
Mr. Chotiphat Bijananda	Director and Chairman of the Risk Management Committee
Mr. Chai Vinichbutr	Director
Mr. Uten Lohachitpitaks	Director, Member of the Executive Committee, Member of the Risk Management Committee, and Member of Corporate Governance and Sustainable Development Committee

Executives in attendance:

Mr. Thanapol Sirithanachai	Country Chief Executive Officer and Chief Executive Officer of Commercial Real Estate Group
Mr. Saenphin Sukhee	Chief Executive Officer of Housing Real Estate
Mr. Sapon Racharaksa	Chief Executive Officer of Industrial Real Estate
Mr. Somboon Wasinchutchawal	Chief Financial Officer
Mr. Supparat Sivapetchranat	Chief Technology and Digital Officer
Singhara Na Ayutthaya	

Miss Prasnee Surastian

Executive Vice President and Company Secretary

Auditors in attendance:

Mrs. Wilai Buranakittisopon

KPMG Phoomchai Audit Ltd. (attended through ZOOM program)

Legal Advisor in attendance:

Mrs. Veeranuch Thammavaranucupt

Weerawong, Chinnavat & Partners Ltd.

Before the Meeting started, the Company opened a video which demonstrated the method of system usage for vote casting and method in submitting shareholder's questions.

The Meeting started at 14.00 hrs.

The Chairman welcomed the shareholders attending the Meeting and informed them that due to the situation of COVID-19 outbreak, the Company's Board of Directors had resolved to change the platform of the meeting from attending the 2021 Annual General Meeting of Shareholders in person to holding the Annual General Meeting of Shareholders through electronic meeting platform (E-AGM). The Company had informed the shareholders of the change of the Meeting platform via communication channel of the Stock Exchange of Thailand ("**SET**") along with the letter sending to all the shareholders through post on 25 December 2020.

For this Annual General Meeting of Shareholders, the Company scheduled the date for determination of shareholders who were entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date) to be on Monday, 14 December 2020. Currently, the Company's paid-up capital is THB 2,319,277,419 with the par value of THB 1 per share, representing 2,319,277,419 shares with rights to attend the Meeting from the total of 3,669 shareholders. For this Annual General Meeting of Shareholders, there were 8 shareholders, holding 24,652,486 shares, attending the Meeting in person, and 86 shareholders, holding 2,082,671,116 shares, attending the Meeting by proxy, totaling 94 shareholders, holding 2,107,323,602 shares, representing 90.8612 percent of the total issued shares of the Company. A quorum was thus constituted in accordance with the Company's Articles of Association.

The Chairman declared the 2021 Annual General Meeting of Shareholders duly convened and individually introduced the total 9 directors, which is in a proportion of 100% of the total directors, the executives, Company's auditor and legal advisors attending this Annual General Meeting of Shareholders. The Chairman invited an independent auditor to act as a witness in the vote counting and to supervise the shareholder meeting is conducted transparently, in accordance with the law and the Company's Articles of Association. Mr. Pawipat Chinsawangwattanakul, from KPMG Phoomchai Audit Ltd., volunteered to be the witness in the vote counting.

The Chairman informed the Meeting that, to promote good corporate governance and to treat all shareholders equally, before this Annual General Meeting of Shareholders, the Company provided shareholders an opportunity to propose any matters for the Board of Directors to consider and add them to the list of agendas for this Meeting in advance via the communication channel of the SET and the Company's website from 30 June 2020, but no shareholders proposed any additional agendas.

Then, the Chairman assigned Miss Prasnee Surastian, Company Secretary, to inform the Meeting of the procedures for vote casting and vote counting for each agenda.

Miss Prasnee Surastian, Company Secretary, clarified the procedures for vote casting and counting on each agenda, as follows:

- For this Annual General Meeting of Shareholders, the Company has used the electronic meeting platform system provided by Quidlab Co., Ltd., who is a service provider of E-AGM system that is in accordance with the standards of hosting electronic meeting platform of the Electronic Transaction Data Agency (ETDA). The shareholders attending the meeting can view the live broadcast throughout the Meeting and results of each agenda.
- The number of voting rights of each shareholder shall be equivalent to the number of shares he or she holds in the Company, whereby one share is equivalent to one vote.
- With respect to the vote casting and the vote counting on each agenda, the Company shall count the votes of the shareholders attending the Meeting through E-AGM and by proxy, which is recorded in advance at the registration when the proxies registered to attend the Meeting. If a shareholder does not specify his or her intention on voting with respect to any agenda in advance or unclearly specifies his or her intention, the proxy shall be entitled to cast votes as he or she deems appropriate by clicking on to the voting menu. The vote counting shall be conducted in three methods, as follows:
 - 1) The votes on an agenda for which the approval thereon requires a majority vote of the shareholders attending the Meeting and casting their votes shall be counted by only accumulating the votes of approval or disapproval cast by the shareholders who cast their vote. The votes of abstention shall be excluded.
 - 2) The votes on an agenda for which the approval thereon requires votes of not less than two-thirds of the total votes of the shareholders attending the Meeting shall be counted by accumulating all votes of approval, disapproval, and abstention casted by the shareholders attending the Meeting.
 - 3) The votes on an agenda for which the approval thereon requires votes of not less than three-fourths of the total votes of the shareholders attending the Meeting and eligible to vote shall be counted by accumulating all votes of approval, disapproval, and abstention cast by the shareholders attending the Meeting and eligible to vote.

The shareholder is able to cast their vote in each agenda by voting for approval, disapproval or abstention by clicking the menu to vote in the system during the period that the casting of vote is opened for each agenda. The Company would provide sufficient time for vote casting. If the shareholder or the proxy does not make any mark, it will be considered as a vote of approval.

In the case of a custodian that had submitted the proxy form and indicated their vote, the Company has already proceeded to collect such votes in the system.

For Agenda 2, no votes are required, as the purpose of the agenda is to acknowledge the Board of Directors' report of the operating results of the Company for the year ended 30 September 2020. For Agenda 5, which covers the consideration and approval for the replacement of the directors due to retire by rotation for the year 2020-2021 and for Agenda 6 is to consider and approve the increase of the number of directors and the appointment of new directors. For the purpose of transparency, it is requested that the Meeting consider the election on a person-by-person basis by using the voting procedure as set out above.

Agenda 10 which is an agenda regarding the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the Company's registered capital; Agenda 11 which is an agenda regarding the increase of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's

registered capital; and Agenda 12 which is an agenda regarding the allocation of newly issued shares by the Company's General Mandate (General Mandate) are related to and conditional upon each other. If any of the agendas are not approved by the Meeting, it shall be deemed that any such previous agenda which were approved by this Meeting have been canceled and there shall be no further proposal of any agenda for consideration by this Meeting. The Company will inform of the 3 agendas continuously and then later allow for casting of votes for each agenda at the same time.

Any votes cast in the following manner shall be considered invalid or voided and shall not be counted:

- 1) Vote with more than one mark in the spaces provided, except in the case of a custodian;
- 2) Vote casted with a vote expressing conflict of intent, except in the case of a custodian;

Prior to the voting on each agenda, the Chairman will give shareholders an opportunity to ask questions and express their opinions concerning such agenda as the Chairman deems appropriate. The shareholders or proxies who wish to ask questions or express their opinions shall type such questions or expression through the chat-box in the system. The shareholders may begin to type their questions since the Meeting began.

In order to prevent the Meeting from having to wait for the results of the vote counting of each agenda under discussion, it is proposed that the Meeting continue discussing the next agenda without waiting for the result, and after such next agenda is concluded and the vote casting in the system is concluded, the Company will inform the Meeting of the voting result of the preceding agenda by showing the score result on the screen in four digits decimals. When the voting result of each agenda has been announced, it will be considered that the voting result of such agenda has been finalized.

In addition, the Company asked a representative from Weerawong, Chinnavat & Partners Ltd., the legal advisor, to act as an inspector to the vote counting to ensure that the Meeting is conducted transparently, in accordance with the law and the Company's Articles of Association.

The Chairman then conducted the Meeting in accordance with the agenda stipulated in the notice of this Meeting, as follows:

Agenda 1: To certify the Minutes of the 2020 Annual General Meeting of Shareholders, held on 24 January 2020

The Chairman proposed that the Meeting consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders, held on 24 January 2020. The details of which are set out in the copy of the minutes delivered to the shareholders along with the notice of this Meeting.

There were no shareholders who asked any further questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: The Shareholder Meeting resolved by a unanimous vote to resolve to certify the Minutes of the 2020 Annual General Meeting of Shareholders held on January 24, 2020, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders
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		attending the Meeting and casting their votes
Approved	2,107,337,859	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	11,900	
Voided ballot(s)	0	

Remark: On this agenda, there were an additional 5 shareholders attending the Meeting, representing 26,157 shares, resulting in the total number of shareholders attending the Meeting being 99 persons, representing a total of 2,107,349,759 shares, equivalent to 90.8623 percent of the total issued shares of the Company.

Agenda 2: To acknowledge the Board of Directors' report of the operating results of the Company for year ended 30 September 2020

The Chairman invited the shareholders to view a video regarding the operating results of the Company as well as delegated Mr. Thanapol Sirithanachai, Country Chief Executive Officer and Chief Executive Officer of Commercial Real Estate Group, to report a summary of the operating results of the Company for the year 2020 to the Meeting.

Mr. Thanapol Sirithanachai, Country Chief Executive Officer and Chief Executive Officer of Commercial Real Estate Group, reported that a group of Frasers Property Limited ("**Frasers Property Limited**") having a history of longer than 138 years, is an international company investing in several businesses such as commercial real estate, industrial real estate, housing real estate as well as hotel real estate. It began eight years ago, by TTC Group to investing in Frasers Property Limited in Singapore, with Mr. Panote Sirivadhanabhakdi as Chief Executive Officer of the Group, until the business expanded to more than 20 countries making Frasers Property Limited in Singapore to have expertise in investment and development of all forms of real estate business. Later, Frasers Property Group in Singapore became a major shareholder in the Company (previously Ticon Industrial Connection Public Company Limited) 3 years ago as well as changing the Company name to Frasers Property (Thailand) Public Company Limited with the objective of making the Company into an integrated real estate industry business. In 2019, the Company entered a transaction to acquire Golden Land Property Development Public Company Limited ("**GOLD**"). From acquiring such business, apart from affecting the investment business of Frasers Property Group in Thailand, it had also led to development of One Bangkok Project which is the real estate development of Frasers Property Limited in Singapore as well as a platform for the Company to grow into a fully integrated real estate company, industrial real estate, housing real estate, and commercial real estate, with an experienced and expert executive manager to look after the operations of the business to ensure its continuity and sustainability, strengthening the Company, especially in regards of the asset which had doubled. The value of the Company's assets is approximately THB 93,000 million. In regards of the sales of the two companies over three businesses, there is a growth of up to THB 24,090 million and a projection that it will continuously expand.

Currently, for the housing real estate business, the Company currently has launched a sale of 60 projects, 37 townhouses, and 23 detached houses and semi-detached houses in Bangkok, suburbs and in other provinces. In terms of operation results of the year 2020, the Company launched a sale of a total of 17 projects (estimated value of THB 20,000 million). Even in the midst of the COVID-19 outbreak, there was a slight decrease in revenue, the revenue could be recognized at THB 14,600 million. For the year 2021, the Company found that customer still having demand in horizontal residences. The Company still have projects which is ready to launch of 24 projects (estimated value of THB 30,000 million).

For the industrial warehouse business, with the expansion of E-Commerce in the previous year as well as the slowing down of import and export of foreign goods in which the need for warehouse is increased, the Company was able to maintain the rental rate regardless of whether it is a factory or a warehouse. The Company has been constructing warehouses to meet the specific needs of customers such as cold chain warehouse of HAVI Logistics (Thailand) Co., Ltd. or “HAVI” and distribution center of Central Group, and ready built warehouse which can be modified to suit the needs of the customer. There is a trend that the Company will develop and construct in the year 2021.

For commercial business, such as buildings, office buildings, located in the middle of Bangkok, the Company is still able to maintain a rental rate of approximately 93%. The buildings that were affected were hotels, but the effect can be considered as minimal once compared to the total revenue of the Company. Even though the Company’s shopping mall business is affected, with the business strategy and location of the shopping mall, the Company was able to recover and bring customers back to use its services.

As informed, the integration business allowed the Company to have a diversification. Apart from creating strength to the organization, especially by diversifying the risks, it also allows the Company to be able to handle a crisis once it occurs. This also assisted the Company to improve and reduce redundant costs efficiently in order to continue its operations and compete with other companies. For the year 2021, what the Company have to focus on is maintaining the revenue and controlling cost in order to cope with the coming economic crisis as well as integrating all three types of businesses together, developing employees’ potential, and expanding the brand perception of Frasers Property in Thailand.

For the past performance, the Company has been steadily growing. The Company was able to generate a revenue of approximately THB 20,490 million in the year 2020, which was for the latest year.

In this regard, Mr. Thanapol Sirithanachai, Country Chief Executive Officer and Chief Executive Officer of Commercial Real Estate Group, delegated Mr. Somboon Wasinchutchawal, Chief Financial Officer, to report all of the numerical details.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, reported that the revenue from the sale of real estate was THB 14,648 million or 5.8 percent decreasing from the previous year, due to slow down of customer’s decision-making due to the economic conditions. The Company tried to reduce the impact by launching new projects, as mentioned above, which increased new customers. In addition, some customers that had to work from home tended to be more interested to buy detached house and townhouses because it is more comfortable to live in, and the Company expanded its projects to other provinces, allowing the Company to be able to maintain its sale. The most affected revenue is from the hotel business, which the revenue decreased by THB 234 million or 41 percent due to suspension of international travelling and lockdown. Even though the Company was able to realize its profits for the two serviced apartments where there are still long-term lessees. For the rental and service business of buildings, factories, warehouses, and office buildings, the revenue from rent only decreased by 0.2 percent even though the Company provided relief and measures to customers who were affected. Thus, it can be concluded that, as the Company had diversified its risks to several groups of businesses, the Company’s revenue was not as affected as it should have been.

In regards of the Company’s expenses, although there was a proportionate decrease of the revenue, certain types of expenses that were fixed costs such as depreciation and employee expenses, were still retained and could not be reduced. For such reasons, the Company’s profit for this year decreased by THB 2,840 million or 18 percent comparing to the previous year, which is considered to be heavily affected. For the profit of the shareholders’ equity of the parent company, there was an increase to THB 2,791 million, which is an increase of THB 1,000 million or approximately 56 percent. As the Company has to consolidate

GOLD's operational results by recognizing the revenue incurred in all accounting period, as the comparison of the financial statements is on a year-by-year basis, although the Company can only recognize and account for only two months of the profit in regards of the shareholders' equity because the Company has purchased the shares of GOLD in August 2019. With such reasons, the earning per share of the Company increased from THB 0.96 per share to THB 1.34 or 40 percent.

With respect to the Company's financial statement, the Company's total assets increased by approximately THB 93,169 million or 0.9 percent, which is mostly due to increase of real estate that are in projects being developed by the Company, and it is the asset from purchasing of land from the beginning of October 2019 until January 2020, prior to the outbreak of COVID-19. Since the outbreak of COVID-19, the Company has delayed additional purchase of new land and delayed the construction of houses in order to partially reduce inventories and sell houses to clear some of inventories. In 2020, the Company also jointly invested in a company and joint venture according to the original operation plan, and the Company expects to delay additional investment in the subsequent year.

With respect to the Company's liabilities, there was a decrease of THB 3,444 million or 5 percent. The interest-bearing debt decreased as well. With respect to the shareholders' equity, there was an increase of THB 4,250 million, which resulted from the offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Right Offering) of 302.5 million shares, totaling THB 3,206.7 million. The Company issued 302.5 million newly-issued ordinary shares resulting in it receiving a total of THB 3,206.7 million which helped the base of the Company's capital to strengthen, resulting in the Company to be able to maintain its financial strength and TRIS (a credit rating agency) to grant an A - ranking of creditability to the Company, which is considered to be a steady projection based on the Company's past operational results. This reflect that the past operation results and financial status of the Company remains strengthen and remains unchanged even it is in the crisis.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, then invited the Chairman to proceed with the Meeting.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions on this agenda.

Mr. Piyapong Prasartthong, a shareholder, asked whether the Company has a plan to issue debentures or warrants in order to maintain liquidity of the Company which was affected by the COVID-19 outbreak or to invest in real estate development projects such as One Bangkok Project.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, informed that the Company is still considering the plan to issue debentures this year. The Company had issued and offered debentures that will mature in 2021 for approximately THB 8,300 million. The Company does not expect to issue a total of 8,300 debentures to compensate for the existing debentures upon maturity. The Company may find other facilities from other sources such as profit or operating cash flow from the Company's operations to compensate. The Company may issue some additional debentures but not 100%. For warrant, the Company still has no plan to issue at this time. For One Bangkok Project, it is not related to the Company in any ways.

Mr. Panote Sirivadhanabhakdi, the Director, further clarified that One Bangkok Project is an investment by Frasers Property Limited in Singapore, which is separated from the Company. Therefore, the Company will not bring the investment of Frasers Property Limited in Singapore to clarify in this Meeting.

Mr. Piyapong Prasartthong, a shareholder, asked further regarding the percentage of GOLD's shareholders that are left and whether there is a plan for GOLD's shareholders to be a part of the Company.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, answered that, at present, the Company holds approximately 99.54 percent of shares in GOLD. There approximately 0.004 percent proportion of person who holds share in GOLD. The Company has no plans for stocks swap in any way, however, if GOLD's shareholder intends to purchase the Company's shares, they will be able to do so by purchasing the Company stock in the SET.

There were no shareholders who asked any further questions or expressed any further opinions on this agenda. The Chairman then informed the Meeting that this agenda was only for acknowledgment, no voting was required.

Resolution: The Shareholder Meeting acknowledged the Board of Directors' report of the operating results of the Company for year ended 30 September 2020 as presented.

Agenda 3: To consider and approve the statement of financial positions and the profit and loss statement for the year ended 30 September 2020

The Chairman proposed that the Meeting consider and approve the statement of financial positions and the profit and loss statement for the year ended 30 September 2020, which were audited by KPMG Phoomchai Audit Ltd., the certified public accountant of the Company. The certified public accountant was of the opinion that such financial statements showed financial positions and operating results which were prepared fairly and accurately, in all material aspects, in accordance with the Thai Financial Reporting Standards. The financial statements received approval from the Audit Committee and the Board of Directors. The details of which are set out in the Annual Report of the Company delivered to shareholders together with the notice of this Meeting, in which the essence of the financial information was presented in the previous agenda.

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: The Shareholder Meeting resolved by a unanimous vote to approve the audited financial statements for the year ended 30 September 2020, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

Agenda 4: To consider and approve the allocation of profits as a legal reserve, and the dividend payment for the year ended 30 September 2020

The Chairman delegated Mr. Somboon Wasinchutchawal, Chief Financial Officer, to inform the Meeting of the details regarding this agenda.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, informed the Meeting that the Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 41 of the Company's Articles of Association provides that the Company shall allocate no less than 5 percent of its annual net profit, less the accumulated losses brought forward (if any), to be a legal reserve fund until this fund attains an amount of no less than 10 percent of registered capital of the Company.

At present, the Company's registered capital is THB 3,226.82 million and has to have a legal reserve amounted to THB 322.68 million. As of 30 September 2020, the Company has a legal reserve as per the separated financial statement of THB 293.46 million. Therefore, for the year 2019 - 2020, the Company has to allocate the portion of annual net profit as a legal reserved fund in the amount of THB 29.21 million, or 2.05 percent of the net profit under the separated financial statements, which does not need to be a legal reserve of up to 5 percent of the net profit because THB 29.21 million is sufficient for the Company to have a reserve fund as specified by the law which is THB 322.68 million.

With respect to the dividend payment, the Company has a policy of dividend payment to shareholders amounting to no less than 40 percent of net profit after deductions of tax under the consolidated financial statements. The dividend payment will be based on the operating results of the Company, financial position, and other factors relevant to the Company's business operation, as appropriate. For the year ended 30 September 2020, the Company has a net profit in regards of the shareholders' equity of the parent company of THB 2,791.48 million, the Board of Directors deemed it appropriate to propose that the Meeting approves the dividend payment from the net profit of the Company, at the rate of THB 0.60 per share, totaling to THB 1,391.57 million, or 50 percent of the net profit attributable to owners of the parent company, which is a higher rate compared to the previous year which had a divided payment at the rate of THB 0.46 per share.

Therefore, the Company has scheduled 14 December 2020 as the date to record the names of shareholders who are entitled to dividend payments, and 11 February 2021 as the date of the dividend payment.

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: The Shareholder Meeting resolved by a unanimous vote to approve the allocation part of the annual net profits amounting to THB 29.21 million as a legal reserve, and approved the dividend payment in cash for the operational results for the year ended 30 September 2020 at the rate of THB 0.60 per share, totaling to the amount of THB 1,391.57 million or 50 percent of the net profit attributable to owners of the parent company which is in accordance with the dividend policy, as well as the scheduling of 14 December 2020 the date to record the names of shareholders who are entitled to dividend payments (Record Date), and 11 February 2021 as the date of the dividend payment, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	

Abstained	0
Voided ballot(s)	0

Agenda 5: To consider and approve the replacement of the directors due to retire by rotation for the year 2020-2021

The Chairman informed the Meeting that the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 17 of the Company's Articles of Association provide that at every annual general meeting of shareholders, one-third of the directors who have held office longest shall vacate office in sequence. Directors vacating office may be re-elected. In this Annual General Meeting of Shareholders, there are three directors retiring by rotation, namely:

1. Mr. Chotiphat Bijananda Director and Chairman of the Risk Management
2. Mr. Uten Lohachitpitaks Director, Member of the Executive Committee, Member of the Risk Management Committee, and Member of Corporate Governance and Sustainable Development Committee
3. Mr. Sithichai Chaikriangkrai Director and Member of the Executive Committee

To comply with the good corporate governance principles of the Company and to enable the shareholders to independently cast votes, Mr. Chotiphat Bijananda, Mr. Uten Lohachitpitaks, and Mr. Sithichai Chaikriangkrai requested to leave the meeting room and ZOOM during the consideration of this Agenda 5.

The Chairman then informed the Meeting that during the period from 1 July 2020 – 30 September 2020, the Company invited shareholders to propose the names of qualified persons to be elected as directors and to propose the list of names to the shareholders' meeting to be elected as the Company's director via the communication channel of the SET and the Company's website. After such invitation period, there were no shareholders proposing any persons to be elected as directors.

The Board of Directors, excluding the interested directors, considered and approved the proposal of the Nomination Committee, and deemed it appropriate to propose the shareholders' meeting to elect Mr. Chotiphat Bijananda, Mr. Uten Lohachitpitaks, and Mr. Sithichai Chaikriangkrai, directors retiring their office by rotation, to hold office as directors for another term, since these three directors are knowledgeable, skilled, competent, experienced and experts in the business of the Company. Further, they have good morale, vision and perspective and are ready to fully carry out their duty to the best of their efforts. Further, they are fully qualified under the Public Limited Companies Act and possess no prohibited characteristics of directors as prescribed by the Securities and Exchange Commission ("SEC").

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes for each director on an individual basis and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: The Shareholder Meeting resolved by a unanimous vote to approve replacement of 3

directors due to retire by rotation by re-electing such directors to hold office for another term, by having a resolution on an individual basis, with the following votes:

1) Mr. Chotiphat Bijananda

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

2) Mr. Uten Lohachitpitaks

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

3) Mr. Sithichai Chaikriangkrai

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

Agenda 6: To consider and approve the increase of the number of directors and the appointment of the new directors for the Company

The Chairman informed the Meeting that, after making a tender offer for GOLD and the merger of business with GOLD, it caused the Company to double in size of business, and the business became more diversified

and complex. Therefore, the Nomination Committee has proposed the Board of Directors to consider and approve the increase in the number of directors by nominating and appointing 2 new directors from 9 (current number of directors of the Company) to 11 directors.

The Nomination Committee and the Board of Directors has conducted the nomination of directors by considering the individuals who possessed knowledge, competency, experiences, and good work history, along with leadership, broad visions, morale, and good attitude towards the organization, being able to devote sufficient time which is beneficial to the Company's business conduct. The Nomination Committee had considered and screened with care, caution in every aspect by considering in all aspects including the independence of the directors which must comply with the regulations specified by the SEC and have efficiency to perform their duty by expressing their opinions independently. The nominating process was transparent in order build confidence of the shareholders. Therefore, the Nomination Committee finds it appropriate to propose to the shareholders' meeting to approve the appointment of 2 new directors; namely Mr. Thanapol Sirithanachai in the position of Director and Mrs. Busaya Mathelin as the Director and Independent Director.

To comply with the good corporate governance principles of the Company and to enable the shareholders to independently cast votes, Mr. Thanapol Sirithanachai requested to leave the meeting room during the consideration of this Agenda 6.

The Chairman further informed to the Meeting that the background and information relating to the 2 proposed directors appear as information of the persons proposed to be appointed as director and independent director which has been delivered to the shareholders along with the notice of the Meeting. The increase in the number of directors of the Company would result in the total number to be 11 directors, consisting of 4 independent directors from 11 directors, representing 36% or has more than one-third of the total number of directors in accordance with the requirements as specified by the SET and the SEC. If Mrs. Busaya Mathelin is appointed, Mrs. Busaya Mathelin would be the first female director of the Company.

In addition, the Chairman proposed that the Meeting consider and approve the authorization to the person delegated by the authorized director to proceed with the registration for the change of director to competent governmental organization and/or to perform any related actions which deems necessary and appropriate for the registration for the change of director of the company to be completely completed, as approved by the Meeting.

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes for each director on an individual basis and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: The Shareholder Meeting resolved by a unanimous vote to approve the increase of the number of directors, the appointment of 2 new directors and approved for the authorized director to delegate a person to proceed with the amendment in registration of the change in the names of directors with the relevant government authority and/or other related procedures necessary and appropriate to completely complete the amendment of the list of the Company's directors, as approved by the Meeting, with the following votes:

1) Mr. Thanapol Sirithanachai

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders
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		attending the Meeting and casting their votes
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

2) Mrs. Busaya Mathelin

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,337,859	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	11,900	
Voided ballot(s)	0	

Agenda 7: To consider and approve the directors' remuneration for the year 2020-2021

The Chairman asked Mr. Thanapol Sirithanachai, the Secretary of the Compensation Committee, to inform the Meeting of the details regarding this agenda.

Mr. Thanapol Sirithanachai, the Secretary of the Compensation Committee, that to promote the performance of duties of the directors for the purposes of adding value to the Company, the Compensation Committee and the Board of Directors have considered the directors' remuneration for the year 2020-2021, by taking into account the duties and responsibilities of the directors and the business expansion of the Company, which is the remuneration policy of the Company that can be compared with other companies listed in the SET in the same industry and having business of the same size. The amount of remuneration must be sufficient to encourage the directors to perform their duties to satisfy the business mission, and the payment of remuneration must be transparent in order to create trustworthiness for the shareholders.

The Compensation Committee has considered the remuneration of directors for the year 2020-2021 based on the director remuneration policy of the Company, and making analogy to the average remuneration rate of directors of other listed companies from the survey report on the remuneration of directors of listed companies prepared by the Thai Institute of Directors. The Compensation Committee, therefore, deemed it appropriate to propose that the Meeting consider to change the rate of fixed remuneration and director's meeting allowance to be in the average rate of same industry, with appropriateness and balance, without mainly depending on special remuneration, by determining the directors' remuneration for the year 2020-2021 including extra remuneration (if any) to be in the total amount of not exceeding THB 20,000,000, which is the same amount proposed to approve from the previous shareholders' meeting.

The directors' remuneration for the year 2020-2021 comprises:

1. Monetary Remuneration

1.1 Meeting allowance and monthly remuneration for the year 2021

Unit: Baht/person	Chairman		Members	
	Meeting allowance (per meeting)	Remuneration (per month)	Meeting allowance (per meeting)	Remuneration (per month)
Remuneration for the Board of Directors	25,000	35,000 ¹	20,000	25,000
Remuneration for the Executive Committee	-	25,000	-	20,000 ¹
Remuneration for the Audit Committee	-	40,000	-	30,000
Remuneration for the Compensation and Nomination Committee	22,000	-	18,000	-
Remuneration for the Corporate Governance Committee and Sustainable Development Committee	22,000	-	18,000	-
Remuneration for the Risk Management Committee	22,000	-	18,000	-

¹ Not including the directors who are also executives of the Company

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by votes of no less than two-thirds of the total votes cast by the shareholders attending the Meeting.

Resolution: The Shareholder Meeting resolved by a unanimous vote to approve the directors' remuneration for the year 2020-2021 in which the remuneration of the Board of Directors, Remuneration for the Executive Committee, Remuneration for the Audit Committee, Remuneration for the Compensation and Nomination Committee, Remuneration for the Corporate Governance Committee and Sustainable Development Committee, and Remuneration for the Risk Management Committee, including special remuneration (if any) shall be in the total amount of not exceeding THB 20,000,000, and proposed to adjust the rate of monthly remuneration and director's meeting allowance to be as per the above Table of the Meeting allowance and monthly remuneration for the year 2021. The Compensation and Nomination Committee is the person to determine and allocate special remuneration as

they deem appropriate from the operation result of the Company. This is as per the Compensation and Nomination Committee and the Board of Director's proposal, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total votes of the shareholders attending the Meeting	2,107,349,759	
Voided ballot(s)	0	

Agenda 8: To consider and approve the appointment of the auditor and the determination of the audit fee for the year 2020-2021

The Chairman then delegated Assoc. Prof. Tithiphan Chuerboonchai, the Secretary of the Audit Committee, to inform the Meeting of the details regarding this agenda.

Assoc. Prof. Tithiphan Chuerboonchai, the Secretary of the Audit Committee, reported to the Meeting that, to comply with Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 38 of the Company's Articles of Association provides that the Annual General Meeting of Shareholders shall appoint the auditor and determine the audit fee of the Company each year. The Board of Directors, per suggestions of the Audit Committee, deems it appropriate for the shareholders to consider and approve the appointment of 4 auditors from KPMG Phoomchai Audit Ltd., as proposed to be the Company's auditor for the year 2020-2021, with the list as follows:

Name	Certified Public Accountant (CPA) No.
1. Mrs. Wilai Buranakittisopon	3920; or
2. Miss Nittaya Chetchotiros	4439; or
3. Miss Wilaiwan Phonprasert	8420; or
4. Miss Kanokorn Phooriphanyawanit	10512

The proposed four auditors possess qualifications required by the SEC and work at the audit company, which is famous, reliable and has acceptable standards. KPMG Phoomchai Audit Ltd., and the said auditors have no relationship with or interest in the Company, its subsidiaries, executives, major shareholders or persons related to those persons. Therefore, they are independent for audit purposes and to express their opinion to the financial statement of the Company and its subsidiaries. In addition, the total years of their performance as auditors of the Company are not more than the maximum period stipulated by relevant notifications.

Further, KPMG Phoomchai Audit Ltd., including its related person or business with KPMG Phoomchai Audit Ltd., was also proposed as the auditor for the year 2020-2021 for the Company's subsidiaries.

Concurrently the Board of Directors proposed the proposal of the Audit Committee and deemed it appropriate to propose to the Meeting to consider and approve the audit fee in the amount of not exceeding THB 1,850,000, with details as follows:

- Audit fee of Annual Financial Statement of the Company for the amount of THB 1,325,000
- Audit fee of the Quarterly Financial Statement of the Company for the amount of THB 525,000

There were no shareholders who asked any questions or expressed any opinions in this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: The Shareholder Meeting resolved by a majority vote of the shareholders attending the Meeting and casting their votes to approve the appointment of: Mrs. Wilai Buranakittisopon, CPA No. 3920; or Miss Nittaya Chetchotiros, CPA No. 4439; or Miss Wilaiwan Phonprasert, CPA No. 8420; or Miss Kanokorn Phoorphanyawanit, CPA No. 10512, of KPMG Phoomchai Audit Lt.d, as the auditor of the Company for the year 2020-2021, with the audit fee of not exceeding THB 1,850,000, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,316,769	99.9984
Disapproved	32,990	0.0016
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

Agenda 9: To consider and approve the amendment to the Company’s Articles of Association by amending Article 25 and adding Article 44

The Chairman delegated Miss Prasnee Surastian, the Secretary of the Company, to inform the Meeting of the details regarding this agenda.

Miss Prasnee Surastian, the Secretary of the Company, informed the Meeting that to be in accordance with the criteria for the convening of meeting via the electronic method which is amended as per the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and to comply with Section 31 of the Public Limited Companies Act B.E. 2535 (1992), the Board of Directors deems it appropriate to propose to the shareholders to consider and approve the amendment of Article 25 which is a limitation in the previous law that an electronic meeting has to have at least one-third of the meeting quorum to be at the same place for the meeting and that the persons attending the meeting through electronic platform has to be located in Thailand during the meeting, and to include Article 44 to cover and support the holding of electronic meetings which is in line with the regulations on holding of an electronic meeting as per the amended Emergency Decree on Electronic Meetings, B.E. 2563 (2020)

<p align="center">Company’s articles of association (Existing wording)</p>	<p align="center">Company’s articles of association (Amended wording)</p>
<p>Article 25</p> <p>A meeting of the board of directors of the Company shall be held at least once every three (3) months.</p> <p>In calling the meeting of the board of directors, the Chairman or any person designated by the Chairman shall send a notice calling for a board of directors’ meeting to the directors at least seven (7) days prior to the date of meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by any other means and an earlier meeting date may be chosen.</p> <p>However, any two (2) directors may request the Chairman to hold the meeting of the board of directors. If two (2) or more directors request a meeting of the board of directors, the Chairman shall determine the date of the meeting within fourteen (14) days from the date of receipt of such request.</p> <p>The meeting of the board of directors may be held in the province in which the head office of the Company is located or in any other place. The meeting may be held by electronic means, provided that at least one-third of the required quorum is present together at the same place and all attendees are in Thailand while the meeting is being conducted. A copy of the notice of the meeting and supporting documents must be kept as evidence, and these can be in electronic or other form. The minutes of the meeting must be prepared in writing, and audio or video recordings must be taken throughout the entire meeting, and subsequently made available in electronic form, and they shall be deemed as part of the minutes of the meeting.</p>	<p>Article 25</p> <p>A meeting of the board of directors of the Company shall be held at least once every three (3) months.</p> <p>In calling the meeting of the board of directors, the Chairman or any person designated by the Chairman shall send a notice calling for a board of directors’ meeting to the directors at least seven (7) days prior to the date of meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by any other means and an earlier meeting date may be chosen.</p> <p>However, any two (2) directors may request the Chairman to hold the meeting of the board of directors. If two (2) or more directors request a meeting of the board of directors, the Chairman shall determine the date of the meeting within fourteen (14) days from the date of receipt of such request.</p> <p>The meeting of the board of directors may be held in the province in which the head office of the Company is located or in any other place.</p>
<p align="center">-</p>	<p>Adding Article 44</p> <p>A board of directors’ meeting and a shareholders’ meeting carried out under these Articles of Association, or a meeting required to be held by law, may be held by electronic means. In arranging an electronic meeting, the delivery of the notice of the meeting and the supporting documents for the meeting, as well as the collection of a copy of the notice of the meeting and the supporting documents for the</p>

	meeting, shall be conducted in accordance with the laws and regulations related to electronic meetings which are in effect at the time. It shall be deemed that such board of directors' meeting or shareholders' meeting which is held by electronic means has the same effect as a board of directors' meeting or a shareholders' meeting which is held at the same place of meeting and conducted as per the methods stipulated by the law and these Articles of Association.
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The Board of Directors deemed it appropriate to propose to this Meeting to consider and approve the authorization to the person delegated by the authorized director to proceed with the registration for the amendment of the Company's Articles of Association, including to amend and/or change and add the words or statements as instructed by the registrar, based on what the registrar deems necessary and appropriate; however, these amendment and/or changes should not affect the substance of the amendment to the Company's Articles of Association for the registration for the amendment of the Company's Articles of Association to be completely completed.

There were no shareholders who asked any questions or expressed any opinions in this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

Resolution: The Meeting resolved by a vote of not less than three-quarters of the shareholders attending the Meeting and eligible to vote to approve the amendment to the Article 25 of the Company's Articles of Association and adding Article 44 of the Company's Articles of Association, with respect to the arrangement of meeting as proposed, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and eligible to vote
Approved	2,107,316,769	99.9984
Disapproved	0	0.0000
Abstained	32,990	0.0016
Voided ballot(s)	0	0.0000
Total votes of the shareholders attending the Meeting and eligible to vote	2,107,349,759	

Agenda 10: To consider and approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the Company's registered capital

The Chairman informed the Meeting that Agenda 10, Agenda 11, and Agenda 12 are relevant to the approval on the capital increase by means of a general mandate for which the Company had sought approval from the Meeting in advance and authorization for the Board of Directors to decide on the details of issuance/allocation of the newly-issued shares, e.g., number, price, date, offering period, and other relevant details, in accordance with the scope approved by the shareholders, to accommodate the

fundraising by means of a capital increase, resulting in the Company being able to raise its funds effectively and in time for the change of market conditions which will enhance the Company's capacity for business competition. If the Company needs to convene a shareholders meeting to obtain approval on a capital increase requires a period of approximately two to three months, which may result in the Company missing business opportunities.

Since Agenda 10, 11, and 12 are related to and conditional upon each other. If any of the agendas are not approved by the Meeting, it shall be deemed that any such previous agenda which were approved by this Meeting have been canceled and there shall be no further proposal of any agenda for consideration by this Meeting and that all Agenda 10, 11, and 12 are not approved by the Meeting.

The Chairman then delegated Mr. Somboon Wasinchutchawal, Chief Financial Officer, to inform the Meeting of the details regarding this agenda.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, informed the Meeting that, the Public Limited Companies Act B.E. 2535 (1992) (as amended) provides that the company may increase capital from its registered capital when all of its shares have been issued and paid-up in full and that for the case of the Company, considering that currently, the Company's registered capital is already higher than the paid-up capital, it is necessary for the Company to reduction its registered capital to be equivalent to the paid-up capital, for the purposes of the increase in the registered capital by means of a general mandate.

At present, the Company's registered capital is THB 3,226,820,759, comprising the paid-up registered capital of THB 2,319,277,419 and has unissued ordinary shares which remains as of 907,543,340 shares. The Board of Directors Meeting, therefore, deemed it appropriate to propose that the Meeting consider and approve the reduction in the registered capital by the amount of THB 907,543,340 in order for the Company to have the remaining registered capital of THB 2,319,277,419, the amount of which is equivalent to the paid-up capital, by canceling 907,543,340 unissued ordinary shares, at the par value of THB 1 per share.

In addition, in order to be in line with the capital reduction, the Board of Directors deemed it appropriate to propose that the Meeting consider and approve the amendment to Clause 4 of the Memorandum of Association on the registered capital, by repealing the existing clause and replacing it with the following:

<i>"Clause 4.</i>	<i>Registered capital</i>	<i>2,319,277,419</i>	<i>Baht</i>	<i>(Two billion three hundred nineteen million two hundred seventy-seven thousand four hundred nineteen Baht)</i>
	<i>Divided into</i>	<i>2,319,277,419</i>	<i>shares</i>	<i>(Two billion three hundred nineteen million two hundred seventy-seven thousand four hundred nineteen shares)</i>
	<i>Value per share</i>	<i>1</i>	<i>Baht</i>	<i>(one Baht)</i>
	<i>Categorized into:</i>			
	<i>Ordinary shares</i>	<i>2,319,277,419</i>	<i>shares</i>	<i>(Two billion three hundred nineteen million two hundred seventy-seven thousand four hundred nineteen shares)</i>
	<i>Preference shares</i>	<i>None</i>	<i>shares</i>	<i>(None)"</i>

In addition, the Board of Directors, or the person appointed by the Board of Directors or authorized directors shall be authorized to undertake any action necessary for and relevant to the reduction in the registered capital and the amendment to Clause 4 of the Memorandum of Association on the registered capital.

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

Resolution: The Shareholder Meeting resolved by a vote of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote to approve the reduction in the registered capital by THB 907,543,340, from the existing registered capital of THB 3,226,820,759 to THB 2,319,277,419, by canceling 907,543,340 unissued ordinary shares, at the par value of THB 1 per share and to approve the amendment to Clause 4 of the Memorandum of Association on the registered capital in order to be in line with the capital reduction as well as to authorize the Board of Directors, or the person appointed by the Board of Directors or authorized directors to undertake any action necessary for and relevant to the reduction in the registered capital and the amendment to Clause 4 of the Memorandum of Association on the registered capital, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and eligible to vote
Approved	2,083,875,722	99.8861
Disapproved	44,890	0.0021
Abstained	23,429,147	1.1118
Voided ballot(s)	0	0.0000
Total votes of the shareholders attending the Meeting and eligible to vote	2,107,349,759	

Agenda 11: To consider and approve the increase of the Company's registered capital under the General Mandate, and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital

The Chairman delegated Mr. Somboon Wasinchutchawal, Chief Financial Officer, to inform the Meeting of the details regarding this agenda.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, informed the Meeting that the capital increase by means of a General Mandate can be conducted by the following three methods:

- 1) A capital increase and allocation of shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering);
- 2) A capital increase and allocation of shares to the public (Public Offering); and
- 3) A capital increase and allocation of shares to the specific persons (Private Placement).

In addition, the SET stipulates the conditions on the capital increase by means of a General Mandate as follows:

- 1) For the allocation of newly-issued shares in accordance with the first method, second method and the third method, either any one or all of the three methods, the increased amount of the paid-up capital must not exceed 30 percent of the paid-up capital as at the date on which the Board of Directors resolves to approve the capital increase.
- 2) For the allocation of newly-issued shares in accordance with either the second method or the third method, together, the increased amount of the paid-up capital must not exceed 20 percent of the paid-up capital as at the date on which the Board of Directors resolves to approve the capital increase.
- 3) The allocation of newly-issued shares in accordance with second method and third method, the offering price shall not be a price below the market price (pursuant to the Notification of SEC concerning the Application for and Granting of Permission to Offer Newly-Issued Shares to Public Offering or Private Placement). In this regard, the determination of offering price to be offered to the private placement shall be made in the view of maintaining the greatest interest of the Company and shareholders in general. The offering price shall not be lower than any price of these following prices (a) the volume weighted-average price of the shares trading on the SET in the past, for not less than 7 consecutive days but not exceeding 15 consecutive days prior to the date determining the offering price, with a discount not to exceed 10 percent of such price, or (b) the price determined by a process open to investors to express their intention to purchase newly-issued shares of the Company at the desired price level (book building), which is surveyed by a securities company (as per the regulations specified in Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 (2015) Re: Approval for Listed Companies to Offer Newly-Issued Shares Through Private Placement (including its amendments));

Further, for the allocation of shares in the second method and third method, the Company will not allocate it to connected persons.

In this regard, subject to such criteria prescribed by the SET, the Company will be able to increase the capital by means of a General Mandate for an amount not exceeding 30 percent of the paid-up capital, which is equivalent to 695,783,225 shares. However, considering that in order for the capital increase by means of a general mandate to cover all of the three methods, the Company is required to register the capital increase for the three methods, in this agenda, the Company would like to propose that the Meeting consider and approve an increase in the registered capital of the Company to accommodate the capital increase by means of a general mandate by THB 1,391,566,449, from the existing registered capital of THB 2,319,277,419 to THB 3,710,843,868, by issuing 1,391,566,449 newly-issued ordinary shares, at the par value of THB 1 per share.

In addition, in order to be in line with the capital increase, the Board of Directors deemed it appropriate to propose that the Meeting consider and approve the amendment to Clause 4 of the Memorandum of Association on the registered capital, by repealing the existing clause and replacing it with the following:

“Clause 4. Registered capital 3,710,843,868 Baht (Three billion seven hundred ten million eight hundred forty-three thousand eight hundred sixty-eight Baht)

<i>Divided into</i>	3,710,843,868	shares	(Three billion seven hundred ten million eight hundred forty-three thousand eight hundred sixty-eight shares)
<i>Value per share</i>	1	Baht	(one Baht)
<i>Categorized into:</i>			
<i>Ordinary shares</i>	3,710,843,868	shares	(Three billion seven hundred ten million eight hundred forty-three thousand eight hundred sixty-eight shares)
<i>Preference shares</i>	None	shares	(—)”

In addition, the Board of Directors, or the person appointed by the Board of Directors or authorized directors shall be authorized to undertake any action necessary for and relevant to the increase in the registered capital and the amendment to Clause 4 of the Memorandum of Association on the registered capital.

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

Resolution: The Shareholder Meeting resolved by a vote of not less than three-quarters of the total votes casted by the shareholders attending the Meeting and eligible to vote to approve the increase of the Company's registered capital under the General Mandate in the amount of THB 1,391,566,449 from the existing registered capital of THB 2,319,277,419 to the new registered capital of THB 3,710,843,868 by issuing 1,391,566,449 newly-issued ordinary shares at a par value of THB 1 per share, and to approve the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the registered capital as well as to authorize the Board of Directors or persons appointed by the Board of Directors authorized directors to perform any actions which appropriate and in accordance with the increase of the Company's registered capital and the amendment to Clause 4. of the Company's Memorandum of Association, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and eligible to vote
Approved	2,107,284,369	99.9969
Disapproved	45,390	0.0022
Abstained	20,000	0.0009
Voided ballot(s)	0	0.0000
Total votes of the shareholders attending the Meeting and eligible to vote	2,107,349,759	

Agenda 12:To consider and approve the allocation of newly-issued ordinary shares under the

General Mandate in the amount not exceeding 1,391,566,449 shares at the par value of THB 1 per share

The Chairman delegated Mr. Somboon Wasinchutchawal, Chief Financial Officer, to inform the Meeting of the details regarding this agenda.

Mr. Somboon Wasinchutchawal, Chief Financial Officer informed the Meeting that the Board of Directors deemed it appropriate to propose that the Meeting to consider and approve the allocation of the newly-issued ordinary shares by means of a general mandate, in accordance with the following methods:

- 1) not exceeding 695,783,225 shares, representing 30 percent of the Company's paid-up capital, by way of a rights offering,
- 2) not exceeding 463,855,483 shares, representing 20 percent of the Company's paid-up capital, by way of a public offering,
- 3) not exceeding 231,927,741 shares, representing 10 percent of the Company's paid-up capital, by way of a private placement.

In addition, the Board of Directors shall be authorized to undertake the following acts:

- to consider the offering for sale of the Company's newly-issued ordinary shares whether for the shares to be offered in a single or multiple offering. In allocating the newly-issued ordinary shares by any or all of the methods under the first method, second method and the third method, the allocated amount shall not exceed 30 percent of the total paid-up capital or 695,783,225 shares as at the date on which the Board of Directors approves the capital increase. Nevertheless, in the case of the allocation in accordance with the methods under second method and the third method, the increased paid-up capital shall not exceed 20 percent of the total paid-up capital or 463,855,483 shares as at the date on which the Board of Directors approves the capital increase. The methods under the second method and the third method of the offering price shall not be a price below the market price (pursuant to the Notification of SEC concerning the Application for and Granting of Permission to Offer Newly-Issued Shares to Public Offering or Private Placement). In this regard, the determination of offering price to be offered to the private placement shall be made in the view of maintaining the greatest interest of the Company and shareholders in general. The offering price shall not be lower than any price of these following prices (a) the volume weighted-average price of the shares trading on the SET in the past, for not less than 7 consecutive days but not exceeding 15 consecutive days prior to the date determining the offering price, with a discount not to exceed 10 percent of such price, or (b) the price determined by a process open to investors to express their intention to purchase newly-issued shares of the Company at the desired price level (book building), which is surveyed by a securities company (as per the regulations specified in Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 (2015) Re: Approval for Listed Companies to Offer Newly-Issued Shares Through Private Placement (including its amendments));
- to determine the objectives, date and time of the offering, an offering price, and details and conditions in relation to the allocation of the Company's newly-issued ordinary shares, provided that such allocation of the newly-issued ordinary shares under second method and the third method shall not be allocated to the connected persons in manner of private placement under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 (2008) entitled Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E. 2546 (2003) (as amended) with respect to the Offer

Newly-Issued Shares to Public Offering or Private Placement.

- to negotiate and execute any relevant documents or agreements, including performing any acts necessary for the purpose of the offering of newly-issued ordinary shares of the Company, as well as to authorize the top executive or persons appointed by the Board of Directors to have the power to undertake such actions.

In this regard, the allocation of the newly-issued shares must be completed by the date on which the Company convenes the next Annual General Meeting of Shareholders, or by the date as required by law to convene the next Annual General Meeting of Shareholders, whichever is earlier.

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: The Shareholder Meeting resolved by a majority vote of the shareholders attending the Meeting and casting their votes to approve the allocation of not exceeding 1,391,566,449 newly-issued ordinary shares, at the par value of THB 1 per share, by means of a General Mandate, in accordance with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,304,369	99.9978
Disapproved	45,390	0.0022
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

Agenda 13: Other matters (if any)

The Chairman stated that this agenda was arranged for shareholders to propose any other business in addition to the agenda specified in the notice of this Meeting. In accordance with the second paragraph of Section 105 under the Public Limited Companies Act B.E. 2535 (1992) (as amended), it is provided that "...the shareholders holding share amounts of not less than one-third of the total numbers of issued shares may request the meeting to consider matters other than those indicated in the notice..."

Nevertheless, for the purpose of the transparency of the Meeting and to equally grant the right to all shareholders, there should be no proposal of any agenda apart from those indicated in the notice of this Meeting, as the shareholders have studied the information with respect to all agenda and some of the shareholders have cast their votes in advance. In addition, the Company complied with the good corporate governance principles of the SET by giving the shareholders an opportunity, by disclosing the relating details via the communication channel of the SET and the Company's website, to propose any matters for the Board of Directors to consider and add them to the list of agenda for this Meeting in advance, from 1 July 2020 to 30 September 2020. After the given period, there were no shareholders proposing any additional agenda.

The Chairman asked the Meeting whether the shareholder would like to propose the Company to consider other agenda apart from those indicated in the notice of this Meeting and there were no shareholders proposing any additional agenda.

The Chairman informed the Meeting that all agenda indicated in the notice of this Meeting has been completely considered and asked the Meeting whether there was any person who wishes to express any opinion or ask any question. There were no shareholders who asked any further questions or expressed any further opinions. The Chairman, therefore, thanked the shareholders for their attendance and beneficial suggestions, then declared the Meeting adjourned at 16.03 hrs.

Signed _____-signature-_____ Chairman of the Meeting
(Mr. Chainoi Puankosoom)

Signed _____-signature-_____ Company Secretary and Minutes Taker
(Miss Prasnee Surastian)