

**Minutes of the 2021 Annual General Meeting of Shareholders**  
**Comanche International Public Company Limited (“the Company”)**  
**at Platinum Hall, 3<sup>rd</sup> Floor, Grand Mercure Bangkok Fortune Hotel**  
**No. 1 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok, 10400**  
**Held on Friday, 23<sup>rd</sup> April 2021 at 13:30 hrs.**

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**Directors attending the Meeting.**

1	Mr. Somboon Sukheviriya	Chairman of the Board / Nomination and Remuneration Committee / Corporate Governance Committee / Risk Management Committee / Chief Executive Officer of Comanche International Public Company Limited
2	Mr. Suchet Sundaravej	Independent Director / Director / Audit Committee / Chairman of the Nomination and Remuneration Committee
3	Mr. Gancanapol Geert Marcel Cyriel Van Compernelle	Independent Director / Director / Audit Committee / Risk Management Committee
4	Mr. Chatchai Tolertmongkol	Director / Risk Management Committee / Nomination and Remuneration Committee / Corporate Governance Committee / Chief Executive Officer of Synature Technology Company Limited

The latest total number of directors: 5 directors (100%)

Proportion of attending directors: 4 directors (80%)

**Executive Officers**

1.	Mr. Taxsa Bunnag	Chief Executive Officer – AI Soft Company Limited
2.	Ms. Darunee Sae-tung	Chief Financial Officer
3.	Mr. Pirom Methaveerapong	Chief Marketing Officer
4.	Ms. Parichart Sontorn	Chief Administrative Officer
5.	Mr. Thiti Kowuttikunrungrsee	Chief Operation Officer
6.	Mr. Nikul Tangninlasap	Company Secretary / Meeting Recorder

**Auditors of the Company and observers**

1.	Mr. Sulalit Ardsawang	Certified Public Accountant (Thailand), Dharmniti Audit Company Limited
2.	Ms. Sarocha Homjan	Certified Public Accountant (Thailand), Dharmniti Audit Company Limited
3.	Mr. Kanittha Yimyai	Attorney of Per se and Associates Law Office

The registration and voting system conducted by Quidlab Company Limited

The Meeting commenced at 01.30 p.m.

Mr. Somboon Sukheviriya, Chairman of the Meeting (“the Chairman”), announced to start the Meeting and lead the Shareholders’ Meeting. The Chairman informed the Meeting that the time was 13.30 hrs. and 60 persons registered to attend the Meeting (28 shareholders attending the meeting in person, totaling 41,882,326 shares and 32 shareholders attending the meeting by proxy, totaling 30,916,132 shares), holding the total shares both in person and by proxy in the number of 72,798,458 shares or 54.3272 percent of the total number of issued shares, totaling 134,000,000 shares, therefore having sufficient quorum to proceed the shareholders' meeting.

Before proceeding with the agenda, Mr. Nikul Tangninlasap, Emcee of the Meeting (“Emcee”), informed shareholders about the agendas and procedures regarding the voting and counting of votes in each agenda acknowledgment of shareholders as per following.

The today’s Meeting consisted of 8 agendas as per details of which appeared in the Meeting Invitation Letter delivered to the shareholders in advance before the Meeting and explained the method of voting and counting of votes in the Meeting. In case there were details conflicted or contradicted to procedures regarding the voting and counting of votes stated in the Meeting Invitation Letter, shareholders shall abide the following voting procedures

1. In casting votes, one share would be entitled to one vote. Any shareholder who had a conflict of interests in any matter would not be entitled to vote in such matter, except in the case of a vote of election of directors.
2. For voting, shareholders attending in person and by proxy shall vote according to following procedures.

The voting in this meeting was conducted in non-confidential vote method, not anonymous vote, for the transparency of the vote. Before voting in each agenda, shareholders were informed to sign on their ballots.

Agenda 1, 3, 4, 5, and 7 shall be passed by a majority vote of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 2 was the agenda to be informed, no need to vote on this agenda.

For the vote of agenda 5, “to consider for the election of directors in accordance with the good arrangement guideline for the Shareholders’ Meeting”, the vote of directors’ election shall be considered individually. For shareholders who approved or no voting on the ballots, it shall be deemed as approval as proposed. However, there would be no collection for these approval ballots. Therefore, the ballots for agendas 5.1 and 5.2 shall not return to the officer for both approval and no voting on the ballot.

For the vote of agenda 6, It shall be passed by the votes of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting and having the right to vote.

And finally, the vote of agenda 8, it was the consideration of other matters which proposed for shareholders to ask questions or express opinions on various matters without a resolution, but if the shareholders wish to propose their consideration and vote, it must meet the criteria and the conditions of the law under Section 105, paragraph two.



Any other shareholders who had a conflict of interest in any agenda, then it shall not be entitled to vote for such agenda. Nevertheless, the Company has no shareholder who had a conflict of interests.

The vote in each agenda, the Chairman would raise a question that whether any shareholders disapproved or abstained the vote or not. If any shareholders disapproved or intended to abstain the vote, please mark  Disapprove or  Abstain in the ballot and raise your hand so that the officer shall be able to collect the shareholders' ballot for further checking and counting.

For shareholders who intended to vote for approval or no voting in the ballot, it shall be deemed to approve as proposed. However, said ballots shall not be collected and either not to return to the Company.

The types of ballot which were recognized as voided ballot:

- 1) The ballot had the mark more than 1 box or
- 2) The ballot had the crossed out mark without signature.

In case that shareholders preferred to revise the vote, please strikethrough the original mark and sign every time, and the Company shall collect all ballots after the end of the Meeting to be transparent and keep as evidence, but it shall not affect to the results that were already announced.

For vote counting, the Company shall use the method that deducted the votes of disapproval, voided ballot and/ or abstention (depended on each case) out of the total votes and the remaining ballots shall be deemed as the votes of approval in such agenda. For the ballots which submitted after the announcement of vote closing in each agenda, it shall be deemed as approval ballots only.

For shareholders who prepared the proxy form for others to attend the Meeting on behalf of themselves and fixed the vote by their intentions, the Company shall use the vote of approval, disapproval, or abstention according to shareholders' intentions and recorded into the computer for each voting agenda. For proxy form without the vote specified, the proxy shall vote as prior informed in accordance with the Meeting's procedures.

For shareholders who preferred to leave early or were not be able to participate in the Meeting in any agenda, shareholders shall have the right to pass the ballot in advance at the officer who collected the ballots at the vote counting table located next to the entrance.

Whenever the vote has been completely counted, Emcee shall announce the count result and the Chairman shall conclude the resolution in such agenda for the Meeting's acknowledgement. The count result shall be the total votes of shareholders attending the Meeting in person and by proxy altogether and each agenda shall refer to the latest number of shares of attendees in each agenda.

The Meeting will consider the matter according to the agendas specified in the invitation letter which will present information on each agenda and allow shareholders to ask questions about that agenda as appropriate and then there will be a vote for that agenda. Due to this General Meeting of Shareholders was a meeting in the situation of the Corona Virus Disease 2019 epidemic (COVID-19), for public hygiene, the

Company did not arrange microphones for inquiry. In case of questions or comments, shareholders or proxies wishing to additionally inquire about details in any agenda, please write questions on the inquiry form and send to Company's personnel or scan the QR Code of Line Official Account to send questions. In addition, please specify the first and last name including specifying whether the shareholder came in person or authorized by proxy in the form completely for the purpose of the minutes of meeting preparation. If shareholders or proxies have any other questions that are not related to this meeting agendas, shareholder or proxies may also send questions on the question submission form or inquire through the Line Official Account as well, the Company will answer the questions in Agenda 8, other matters.

For the transparency and good corporate governance, the Company had already invited for one-volunteer from the attendees to be the witness for counting the votes by sitting at the vote counting area, which Mr. Kantaphat Yenthuam, shareholder attending the Meeting by himself, proposed himself to be the representative to witness the vote counting for this meeting.

Mr. Kanittha Yimyai from the law firm "Per Se and Associates Law Office" was the inspector of this meeting and the registration and voting system which operated by "QUIDLAB Company Limited".

The Chairman proceeded the Meeting according to each agenda as follows:

**Agenda 1**                      **To consider certifying the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020**

The Chairman informed to the Meeting that the Company arranged the Extraordinary General Meeting of Shareholders No. 1/2020, held on 1<sup>st</sup> October 2020 and the Company had already prepared the Minutes of the Meeting as per the Attachment in the Meeting Invitation Letter. The Board of Directors considered and agreed that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 were recorded accurately and completely, therefore recommended that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 should be certified at the Shareholders' Meeting.

Nevertheless, the Chairman informed to the Meeting that whether shareholders have any inquiry or not, which there was no question from the shareholders to raise in this agenda.

**Resolution:**

The Meeting resolved to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 dated on 1<sup>st</sup> October 2020 by an affirmative resolution of majority of the total number of votes of shareholders attending the meeting and having the right to vote. There were 2 additional shareholders attended the Meeting, accounted for 212 shares, totaling 62 shareholders attended the Meeting, totaling 72,798,670 shares, accounted for 54.3274 percent of the total number of issued shares of the Company with the following vote breakdown:

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Shareholders	Vote (Shares)	Percentage
(1) Approved	72,798,570	99.9999
(2) Disapproved	0	0
(3) Abstained	100	0.0001
(4) Invalid ballots	0	0
Total votes:	72,798,670	100
No. of shareholders attended (persons):	62	

**Agenda 2**
**To acknowledge the Board of Directors' report regarding the Company's performance for 2020**

Mr. Nikul Tangninlasap Company Secretary informed the Meeting that the 2020 business operation report of the Company was shown in the QR Code format attached to the Meeting Invitation Letter and the Company had already disclosed at the Company's website ([www.comancheinternational.com](http://www.comancheinternational.com)). The Company is interested in the project of creating a Collective Action Coalition for the Thai private sector against corruption. The Company is in the process of studying the anti-corruption policy and implementing a mechanism to prevent bribery to build and expand the network of clean businesses to be broad and strong hoping that the CAC project will be one of the projects that will make all shareholders trust the management that follows good criteria and good governance. The Board of Directors has considered the report on such performance and deemed that it was correct and sufficient, therefore proposing to the General Meeting of Shareholders for acknowledgment.

The Chairman informed the Meeting that, in 2020, the Company was greatly affected by the situation of the Corona Virus Disease 2019 epidemic (COVID-19). However, on 1<sup>st</sup> October 2020, the Company held the Extraordinary General Meeting of Shareholders No. 1/2020 for approval to increase the objectives of the use of IPO funds to expand the business to be more extensive in addition to tourism. In addition, the Company is trying to reduce costs such as reducing office space rental, introducing the early retirement program, etc.

Ms. Darunee Sae-tung, Chief Financial Officer, summarized the Company's performance report for the year 2020 as following details. The financial report as of 31<sup>st</sup> December 2020, the Company has 5 subsidiaries. Revenue in the 2020 consolidated financial statement decreased from 2019 by approximately Baht 30 million, which the Company was impacted by the COVID-19 (COVID-19) epidemic affecting the tourism industry because the hotel is the main customer of the Company. Costs in the 2020 consolidated financial statement decreased from 2019,

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which the company had an early retirement program in April 2020, resulting in lower employee compensation. Distribution costs in 2020 were lower than 2019 because the Company did not hold promotional activities. The administrative expenses in 2020 increased from 2019 as the Company paid remuneration to employees who participated in the early retirement program in the amount of approximately Baht 4 - 5 million. The allowance for doubtful accounts has been recorded of approximately Baht 0.6 million in 2019, and the allowance for doubtful accounts increased by approximately Baht 9.7 million in 2020 to comply with the new financial reporting standards. As a result, the consolidated financial statement had occurred approximately Baht 0.56 million loss. The 2020 income tax decreased from 2019 because the Company received the BOI privilege, and Synature Technology Company Limited had not exercised the BOI's tax privileges, resulting in a slight reduction in the amount. Moreover, there was an effect from the actuarial due to the calculation of employee benefits upon retirement with some employees participating in early retirement programs, the new employee benefits are calculated. Therefore, the impact was approximately Baht 2 million income added to the 2020 profit or loss, which in 2019 was set as an expense and in other components of the Company's financial report. For the year 2020, the Company has followed the new accounting standard correctly.

Nevertheless, the Chairman informed to the Meeting that whether shareholders have any inquiry or not, which there was no question from the shareholders to raise in this agenda.

**Resolution:**

The Meeting has acknowledged the Board of Directors' report regarding the Company's performance for 2020.

**Agenda 3**

**To consider and approve of the financial statements of the Company for the year ended 31<sup>st</sup> December 2020.**

Ms. Darunee Sae-tung, Chief Financial Officer, informed the Meeting that the Statement of Financial Positions and the Statement of Profit or Loss for the year ended 31<sup>st</sup> December 2020 which already audited and certified by Mr. Sulalit Ardsawang Certified Public Accountant (Thailand) of Dharmniti Audit Company Limited and had already been approved by the Audit Committee and the Board of Directors, as shown in the form of QR Code in the 2020 Meeting Invitation Letter which had been delivered to shareholders and the Company had already published on the Company's website at [www.comancheinternational.com](http://www.comancheinternational.com) in the section of "Financial Statements" in the 56 – 1 One report of 2020.

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Nevertheless, Miss Darunee Sae-tung Chief Financial Officer informed to the Meeting that whether shareholders have any inquiry or not, which there was no question from the shareholders to raise in this agenda.

**Resolution:**

The Meeting resolved to approve the Annual Financial Statements for the year ended 31<sup>st</sup> December 2020 by an affirmative resolution of majority of the total number of votes of shareholders attending the meeting and having the right to vote. There were 2 additional shareholders attended the Meeting, accounted for 2 shares, totaling 64 shareholders attended the Meeting, totaling 72,798,672 shares, accounted for 54.3274 percent of the total number of issued shares of the Company.

By an affirmative resolution of majority of the total number of votes of shareholders attending the meeting and having the right to vote. with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	72,798,672	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	72,798,672	100
No. of shareholders attended (persons):	64	

**Agenda 4**

**To consider and approve the appropriation of the Company's net profit as a legal reserve and the omission of dividend payment of the 2020 operating results as follows.**

Mr. Nikul Tangninlasap – Company Secretary, informed the Public Limited Companies Act B.E. 2535 Section 115 and the Company's Articles Clause 56, specifying that the Company shall pay the dividend from profit only and the Company's Articles of Association Clause 57, specifying that the Company shall allocate the annual net profit in partially for reserved capital not less than one-twentieth (1/20) of the annual net profit until the reserved capital shall be the amount not less than one-tenth (1/10) of registered capital. The Company shall have the policy to pay dividend not less than 40 percent of the net profit after deducting corporate income tax of the separate financial statements and after deducting legal reserve. Nevertheless, the Company may specify to pay dividend less than the above-mentioned amount depending on the annual performance, cash flow, and investment plan in the future of the Company and subsidiaries. Ms.

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Darunee Sae-tung – Chief Financial Officer was invited to clarify in details and propose to the Meeting, accordingly.

Ms. Darunee Sae-tung – Chief Financial Officer, clarified details of additional legal reserve allocation of Baht 0.14 million, totaling Baht 6.47 million, and no dividend payment from operations in 2020 due to the coronavirus situation - 19 (COVID-19) affecting the overall economy of the country, tourism, and hotel business and may affect the operations of the Company. As a result, the Company had to consider the reserve of capital for future investment which is expected to generate better returns, including being used as working capital and reserve it to accommodate the uncertain financial situation.

The Company's performance in 2020, the Company had net loss pertaining to the consolidated financial statements in amount of Baht 0.56 Million and had the net profit pertaining to the separate financial statements of the Company in amount of Baht 2.79 Million.

Comparison table of dividend payment for the year 2018 – 2020

Unit: Baht

The separate financial statements	2018	2019	2020
Net profit (Baht)	33,358,558	4,221,468	2,788,120
Legal reserve (Baht)	6,117,476	6,328,549	6,467,955
Dividend rate per share (Baht)	0.10	0.10	-
Dividend payment rate (Percentage of net profit)	40.17	317.43	-
Amount of dividend paid (Baht)	13,400,000	13,400,000	-

- 1) Allocating net profit for the year 2020 as legal reserve in the additional amount of Baht 0.14 million
- 2) Omitting dividend payment for the Company's operating results of the year 2020 due to the situation of the coronavirus. (COVID-19), which has an impact on the overall economy of the country, tourism, and hotel business, and may affect the operations of the Company. Therefore, the Company had to consider reserving capital for future investments which are expected to generate better returns, including being used as working capital and reserve for the financial situation with uncertainty. As a result, the Board of Directors then carefully considered and reviewed to resolve the resolution of the omission of the dividend payment from the 2020 Company's operating results following the resolution of the Board of Directors' Meeting No.1/2021 held on 19<sup>th</sup> February 2021.



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Nevertheless, Miss Darunee Sae-tung – Chief Financial Officer informed to the Meeting that whether shareholders have any inquiry or not, which there was no question from the shareholders to raise in this agenda.

**Resolution:**

The Meeting resolved to approve the appropriation of the Company’s net profit as a legal reserve and the omission of dividend payment of the 2020 operating results as follows. There were 2 additional shareholders attended the Meeting, accounted for 688,001 shares, totaling 66 shareholders attended the Meeting, totaling 73,486,673 shares, accounted for 54.8408 percent of the total number of issued shares of the Company

- 1) Allocating net profit for the year 2020 as legal reserve in the additional amount of Baht 0.14 million
- 2) Omitting dividend payment for the Company’s operating results of the year 2020 due to the situation of the coronavirus. (COVID-19), which has an impact on the overall economy of the country, tourism, and hotel business, and may affect the operations of the Company. Therefore, the Company had to consider reserving capital for future investments which are expected to generate better returns, including being used as working capital and reserve for the financial situation with uncertainty. As a result, the Board of Directors then carefully considered and reviewed to resolve the resolution of the omission of the dividend payment from the 2020 Company’s operating results following the resolution of the Board of Directors’ Meeting No.1/2021 held on 19<sup>th</sup> February 2021.

By an affirmative resolution of majority of the total number of votes of shareholders attending the meeting and having the right to vote. with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	73,486,673	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	73,486,673	100
No. of shareholders attended (persons):	66	

**Agenda 5****To consider and elect of the directors in replacement of those who retired by rotation.**

Mr. Nikul Tangninlasap – Company Secretary informed to the Meeting that according to the Company’s Articles of Association Clause 22 is specified that every year of the Annual General Meeting of Shareholders, one-third (or nearly to one-third) of the directors must retire from office by rotation. However, the directors who retires by rotation from this agenda may be re-elected. In this year, the independent directors who completed their 6-year term in office regarding the good corporate governance which there were 2 directors who retired by rotation as follows:

- 1) Mrs. Dolrudee Pornpipat                      Independent Director / Director / Chairman of the Audit Committee / Chairman of the Corporate Governance Committee / Chairman of the Risk Management Committee.
- 2) Mr. Suchet Sundaravej                      Independent Director / Director / Chairman of the Nomination and Remuneration Committee / Audit Committee.

In the nomination of directors, the Company allowed the shareholders to nominate persons to be considered as directors during 21<sup>st</sup> January 2021 to 28<sup>th</sup> February 2021 through the news system of the Stock Exchange of Thailand and published on the Company website which appeared that no shareholder nominated any person to be considered as a director.

The criteria of individual selection to be appointed as the Company’s director shall pass from the process of Nomination and Remuneration Committee and consider and scrutinize by the Board of Directors’ Meeting, excluding directors with a conflict of interest. The Board of Directors considered the appropriation for the Company and the utmost benefits and agreed to propose 2 independent directors, namely, Mr. Somchai Wongsabsin and Dr. Soonthorn Pibulcharoensit who were completely qualified and have no disqualification according to the specified laws and they are professional, knowledgeable, capable, and experienced in the business, beneficial to the Company’s business operation.

Therefore, the Company’s Board of Directors after approval by the Shareholders’ Meeting will comprise of:

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- |    |   |   |
|----|---|---|
| 1) | Mr. Somboon Sukheviriya                               | Chairman of the Board<br>Nomination and Remuneration Committee<br>Corporate Governance Committee<br>Risk Management Committee                                     |
| 2) | Mr. Somchai Wongsabsin                                | Independent Director / Director<br>Chairman of the Audit Committee<br>Chairman of the Corporate Governance Committee<br>Chairman of the Risk Management Committee |
| 3) | Dr. Soonthorn Pibulcharoensit                         | Independent Director / Director<br>Audit Committee<br>Chairman of the Nomination and Remuneration Committee   |
| 4) | Mr. Chatchai Tolertmongkol                            | Director<br>Corporate Governance Committee<br>Nomination and Remuneration Committee<br>Risk Management Committee  |
| 5) | Mr. Gancanapol Geert Marcel<br>Cyriel Van Compernelle | Independent Director / Director<br>Audit Committee<br>Risk Management Committee   |

Nevertheless, Mr. Nikul Tangninlasap – Company Secretary informed to the Meeting that whether shareholders have any inquiry or not, which there was no question from the shareholders to raise in this agenda.

**Resolution:**

The Meeting resolved to approve the election of the directors in replacement of those who retired by rotation as follows.

- (5.1) Approved to elect “Mr. Somchai Wongsabsin” an affirmative resolution of majority of the total number of votes of shareholders attending the meeting and having the right to vote. There were 4 additional shareholders attended the Meeting, accounted for 4 shares, totaling 70 shareholders attended the Meeting, totaling 73,486,677 shares, accounted for 54.8408 percent of the total number of issued shares of the Company with the following vote breakdown.

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Shareholders	Vote (Shares)	Percentage
(1) Approved	73,425,375	99.9166
(2) Disapproved	0	0
(3) Abstained	61,302	0.0834
(4) Invalid ballots	0	0
Total votes:	73,486,677	100
No. of shareholders attended (persons):	70	

- (5.2) Approved to elect “Dr. Soonthorn Pibulcharoensit” an affirmative resolution of majority of the total number of votes of shareholders attending the meeting and having the right to vote. There were 1 additional shareholder attended the Meeting, accounted for 100 shares, totaling 71 shareholders attended the Meeting, totaling 73,846,777 shares, accounted for 54.8409 percent of the total number of issued shares of the Company with the following vote breakdown.

Shareholders	Vote (Shares)	Percentage
(1) Approved	73,425,475	99.9166
(2) Disapproved	0	0
(3) Abstained	61,302	0.0834
(4) Invalid ballots	0	0
Total votes:	73,486,777	100
No. of shareholders attended (persons):	71	

**Agenda 6**
**To consider and approve the remuneration of directors for 2021**

Mr. Nikul Tangninlasap – Company Secretary informed to the Meeting that according to the Public Limited Companies Act B.E. 2535 Section 90 specified that the remuneration payment for directors to comply with the resolution of the Shareholders’ Meeting, which comprised of the votes not less than two-thirds of the total number of votes of shareholders who attend the Meeting. The Nomination and Remuneration Committee was subject to consider and approve the remuneration with a deep consideration according to the appropriation of many factors by comparison to the reference with same business or same industry versus to our Company business or at least nearly with our Company. For the Company’s performance last year, as well as the operation and responsibility of the directors with the whole economic conditions, the Board of Directors considered and agreed to propose to the Shareholders’ Meeting to consider and approve the remuneration and reward of directors for 2021 to be equal to 2020 in all positions and committees. The details of remuneration for directors as per the table below.

Comparison table of directors' remuneration (Meeting allowance per time) for the year 2019 - 2021

Unit: Baht

The Board of Directors

Positions	2019 Meeting allowance per time	2020 Meeting allowance per time	2021 Meeting allowance per time
Chairman of the Board	40,000	35,000	35,000
Director	25,000	20,000	20,000

The Audit Committee

Positions	2019 Meeting allowance per time	2020 Meeting allowance per time	2021 Meeting allowance per time
Chairman of the Audit Committee	30,000	25,000	25,000
Audit Committee	25,000	20,000	20,000
Audit Committee with knowledge to review the financial statements	30,000	25,000	25,000

The Risk Management Committee

Positions	2019 Meeting allowance per time	2020 Meeting allowance per time	2021 Meeting allowance per time
Chairman of the Risk Management Committee	25,000	20,000	20,000
Risk Management Committee	25,000	20,000	20,000

The Nomination and Remuneration Committee

Positions	2019 Meeting allowance per time	2020 Meeting allowance per time	2021 Meeting allowance per time
Chairman of the Nomination and Remuneration Committee	25,000	20,000	20,000
Nomination and Remuneration Committee	25,000	20,000	20,000

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## Corporate Governance Committee

Positions	2019 Meeting allowance per time	2020 Meeting allowance per time	2021 Meeting allowance per time
Chairman of the Corporate Governance Committee	-	20,000	20,000
Corporate Governance Committee	-	20,000	20,000

Nevertheless, Mr. Nikul Tangninasap – Company Secretary informed to the Meeting that whether shareholders have any inquiry or not, which there was no question from the shareholders to raise in this agenda.

**Resolution:** The Meeting resolved to approve the remuneration of directors for 2021 as follows:

## The Board of Directors

Positions	Meeting allowance per time
Chairman of the Board	Baht 35,000
Director	Baht 20,000

## The Audit Committee

Positions	Meeting allowance per time
Chairman of the Audit Committee	Baht 25,000
Audit Committee	Baht 20,000
Audit Committee with knowledge to review the financial statements	Baht 25,000

## The Risk Management Committee

Positions	Meeting allowance per time
Chairman of the Risk Management Committee	Baht 20,000
Risk Management Committee	Baht 20,000

## The Nomination and Remuneration Committee

Positions	Meeting allowance per time
Chairman of the Nomination and Remuneration Committee	Baht 25,000
Nomination and Remuneration Committee	Baht 25,000

## The Corporate Governance Committee

Positions	Meeting allowance per time
Chairman of the Corporate Governance Committee	Baht 20,000
Corporate Governance Committee	Baht 20,000

by an affirmative resolution of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting and having the right to vote. There was no additional shareholder attended the Meeting, totaling 71 shareholders attended the Meeting, totaling 73,486,777 shares, accounted for 54.8409 percent of the total number of issued shares of the Company with the following vote breakdown.

Shareholders	Vote (Shares)	Percentage
(1) Approved	73,486,777	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	73,486,777	100
No. of shareholders attended (persons):	71	

**Agenda 7**
**To consider and appoint the auditor and fix its audit fee for 2021**

The Chairman informed the Meeting and invited, for this agenda, “Mr. Nikul Tangninasap”, Company Secretary, to inform the appointment of the auditor and fixed the audit fee for 2021 to the Meeting.

Mr. Nikul Tangninasap – Company Secretary informed the Meeting that according to the Public Limited Companies Act B.E. 2535 Section 120 specified that the Annual General Meeting of Shareholders was subjected to appoint the auditor and approve the expenses for audit fee of the Company every year.

The Audit Committee considered the independence, appropriateness and reasonableness of the auditor's remuneration deemed it appropriate to appoint the auditors from Dharmniti Auditing Company Limited as auditors for the Group of Companies for the year 2021, and the determination of audit fees for the year 2021 by appointing Mr. Peradate Pongsathiansak, Certified Public Accountant License No. 4752 or Miss Sulalit Ardsawang, Certified Public Accountant License No. 7517 or Miss Nannaphat Wannasomboon, Certified Public Accountant License No. 7793 because

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they have experience in auditing with reasonable fees rates and have a good business understanding of the Company's business which will highly benefit the accounting audit, including delivering work on time in the past year, allowing the Board of Directors to have sufficient time to carefully review.

In addition, the audit firm and the auditors as proposed had no relationship and conflict of interest with the Company, managements, major shareholders, or related persons with any such mentioned above and fixed the remuneration of auditor for 2021 amounted Baht 1,400,000 and no other service fees as follows:

Comparison table of audit fees for the year 2020 - 2021

Unit: Baht

Remuneration	Dharmniti Auditing Company Limited	
	2020	2021
Comanche International Public Company Limited	1,065,000	1,000,000
Synature Technology Company Limited	265,000	250,000
Win Star Tech Company Limited	50,000	20,000
AI Soft Company Limited	95,000	90,000
Roomz International Company Limited	55,000	20,000
Comanche Gogoji Company Limited	35,000	20,000
<b>Total</b>	<b>1,565,000</b>	<b>1,400,000</b>

Therefore, the Company agreed to propose to the shareholders' meeting to appoint Mr. Peradate Pongsathiansak, Certified Public Accountant License No. 4752 or Miss Sulalit Ardsawang, Certified Public Accountant License No. 7517 or Miss Nannaphat Wannasomboon, Certified Public Accountant License No. 7793 from Dharmniti Auditing Company Limited, as the Company's auditor for the year 2021 and determined the remuneration of the auditor of the Company and subsidiaries for the year 2021 in the total amount of Baht 1,400,000 and no other service fees.

Nevertheless, Mr. Nikul Tangninlasap Company Secretary informed to the Meeting that whether any shareholders have inquiry or not, which there was no question from shareholders to raise in this agenda.

**Resolution:**

The Meeting resolved to approve the appointment of the auditor, Mr. Peradate Pongsathiansak, Certified Public Accountant License No. 4752 or Miss Sulalit Ardsawang, Certified Public Accountant License No. 7517 or Miss Nannaphat Wannasomboon, Certified Public Accountant License No. 7793 from Dharmniti Auditing Company Limited, as the Company's auditor for the year



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2021 and determined the remuneration of the auditor of the Company and subsidiaries for the year 2021 in the total amount of Baht 1,400,000 and no other service fees by an affirmative resolution of majority of the total number of votes of shareholders attending the meeting and having the right to vote. There was no additional shareholder attended the Meeting, totaling 71 shareholders attended the Meeting, totaling 73,486,777 shares, accounted for 54.8409 percent of the total number of issued shares of the Company with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	73,486,777	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	73,486,777	100
No. of shareholders attended (persons):	71	

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

The Chairman informed the Meeting that the Meeting was complete all agendas. Then, the Chairman also had inquired to the Meeting and appeared that there was no other additional agenda.

**There were some inquiries from shareholders. The details were as follows:**

**Question 1:** Mr. Paphon Kraisinghalekha, shareholder, left a question through Comanche Line Official Account.

Would like to know the overview of the number of domestic and international customers who use the Company's program in the COVID-19 epidemic situation.

**Answer:** Mr. Somboon Sukheviriya, Chief Executive Officer,

The Company's customers can be divided into 2 categories: 1. New customers, who are opening a hotel, have slowed down due to the situation of the COVID-19 (COVID-19) epidemic, which has an impact in terms of the tourism industry. 2. Customers who pay annual maintenance fee, decreased by about 30% as some hotels wished to cut some expenses, waiting for the situation of the tourism industry in the country to recover, but the Company has not been informed that a customer has closed the hotel.

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**Question 2:** Mr. Paphon Kraisinghalekha, shareholder, left a question through Comanche Line Official Account.

From the Extraordinary General Meeting of Shareholders No. 1/2020, has the Company invested in the development of AI systems or not, if so, which industries that use AI the most?

**Answer:** Mr. Somboon Sukheviriya, Chief Executive Officer,

Still not found, the Company is trying to find a company to invest. There are many forms of companies such as startups and other industries, but the AI system development companies have not yet been found.

**Question 3:** Mr. Paphon Kraisinghalekha, shareholder, left a question through Comanche Line Official Account.

If the situation of the COVID-19 epidemic is resolved, does the Company still have a work from home policy for some personnel?

**Answer:** Mr. Somboon Sukheviriya, Chief Executive Officer,

If the situation of the COVID-19 (COVID-19) epidemic is resolved, the Company may cancel the work from home policy.

**Question 4:** Mr. Paphon Kraisinghalekha, shareholder, left a question through Comanche Line Official Account.

Does the Company have any ideas or plans to develop 5G or something Internet-related in the future?

**Answer:** Mr. Somboon Sukheviriya, Chief Executive Officer,

A company developing the internet system or 5G system is a target that the Company is trying to find a company to invest in, which the development of the 5G system is considered in the Company's goals, along with other industries such as Health Care, Agriculture, Transportation, and others, the Company has yet to find a company to join.

**Question 5:** Mr. Paphon Kraisinghalekha, shareholder, left a question through Comanche Line Official Account.

Would like to learn more about the changing consumer behavior as the COVID-19 epidemic affects the tourism industry or ordering food from mobile phones or others directly related to business.

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**Answer:** Mr. Somboon Sukheviriya, Chief Executive Officer,

In terms of hotel business, hotel customers would not order food online, but in terms of restaurant business, there are a lot of online orders which related to Synature Technology Company Limited. The Chairman then assigned Mr. Chatchai Tolertmongkol, Chief Executive Officer of Synature Technology Company Limited, to inform more about online food ordering system from smartphones. Synature is a restaurant management system developer, which Synature may not have a system like the online food ordering system from smartphones due to the relatively high cost, but Synature will develop a restaurant management system to connect to the online food ordering system from smartphones to be more channel to increase the income for Synature.

**Question 6:** Mr. Paphon Kraisinghalekha, shareholder, left a question through Comanche Line Official Account.

As the Company involved in software and technology development, how does the Company view disruption of technology that will change and affect the overall picture of life, society, and economy in the future? (Both in the situation of the COVID-19 epidemic and after the COVID-19 epidemic has resolved)

**Answer:** Mr. Somboon Sukheviriya, Chief Executive Officer,

Startups or SMEs may be at a disadvantage when it comes to finding funding more difficult. An advantageous company will be a company with a large customer base with a fair amount of money which in terms of technology business appears to be this model.

**Question 7:** Mr. Kittipong Kamthorncharoen, shareholder, a self-attending shareholder.

Would like to be explained in detail in the agenda that proposed to shareholder for approval in the Extraordinary General Meeting of Shareholders No. 1/2020.

**Answer:** Mr. Somboon Sukheviriya, Chief Executive Officer,

The Company are in the discussion with 5-6 interesting companies, but came as startups, which set the value of the company quite high. The Company sees that there may be a high risk in investment. However, the Company will try to find a company to invest.

**Question 8:** Mr. Kittipong Kamthorncharoen, shareholder, a self-attending shareholder.

If the tourism industry has not improved, how does the Company plan for Gogjii application?

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**Answer:** Mr. Somboon Sukheviriya, Chief Executive Officer,

The Company is trying to find new businesses in the field of reservations through the Gogojii app, such as hotel reservations, restaurants, air tickets. The Company will use the Gogojii app to develop the reservation system in the future. At present, the Company is trying to find as many hotels as possible to be a member of the Gogojii app.

**Question 9:** Mr. Kittipong Kamthorncharoen, shareholder, a self-attending shareholder.

Would like to know the details of the Gogojii application. Does it have any different functions, comparing to competing applications?

**Answer:** Mr. Somboon Sukheviriya, Chief Executive Officer,

The Gogojii app may have a disadvantage in terms of advertising, but Gogojii will have an advantage in terms of innovation in the hotel side. The Company has developed a plug-in system that connect the Gogojii application to COMANCHE software, a hotel management system. This makes it easier to use and less likely to cause human errors. Therefore, the application Gogojii may be more advantageous than competitors in this field.

**Question 10:** Mr. Kittipong Kamthorncharoen, shareholder, a self-attending shareholder.

At present, the Company has changed its major shareholders. I would like to know whether this affects the management or not or can it create more opportunities for new businesses or not.

**Answer:** Mr. Somboon Sukheviriya, Chief Executive Officer,

The major shareholders who hold the Company's shares are very broad in industries other than tourism. The Company would like to acquire knowledge and ideas in other industries, not to lose investment opportunities in other industries from new major shareholders.

**Question 11:** Mr. Kittipong Kamthorncharoen, shareholder, a self-attending shareholder.

Would like to know, does the Company have a plan to hold an Electronic Annual General Meeting of Shareholders (E-AGM).

**Answer:** Mr. Somboon Sukheviriya, Chief Executive Officer,

The Company wished to hold within this year due to the new wave of the COVID-19 epidemic situation. However, the Company was unable to prepare the E-AGM for the year 2021 on the date specified by the Company. In addition, the Company may hold the annual general meeting of shareholders in a hybrid format

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because some shareholders maybe not comfortable attending the shareholders' meeting electronically. In the next shareholders' meeting, it is possible to be held in a hybrid format if the COVID-19 epidemic continues to spread at that time.

The Chairman informed the Meeting that there was no further inquiry or had no other additional comments. In accordance with the good corporate governance and re-checking for the votes, then the Company shall keep all ballots for reference and be able to re-check. Hence, the Chairman thanked shareholders who came to support and devoted their time to attend the 2021 Annual General Meeting for Shareholders and adjourned the Meeting.

Meeting adjourned at 15:00 hrs.

Besides, the number of shareholders attending the Meeting in person and by proxies for this meeting was 71 persons, representing the total shares amount of 73,486,774 shares or equal to 54.8409 percent of the total of shares issued of 134,000,000 shares. In addition, the Company already rechecked the votes.

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(Mr. Somboon Sukheviriya)  
Chairman of the Meeting

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(Mr. Nikul Tangninlasap)  
Company Secretary/ Meeting Recorder

Certified the Correctness By:

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(Mr. Somboon Sukheviriya)  
Authorized Director

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(Mr. Chatchai Tolertmongkol)  
Authorized Director