



Minutes of the 2023 Annual General Meeting of Shareholders

Enclosure 1

Comanche International Public Company Limited

Via electronic media (E-AGM)

Held on Friday, 21<sup>st</sup> April 2023 at 13.30 hrs.

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**Before the meeting**

Before proceeding with the agenda, Miss Siriwaranya Boonketthanapipat, Emcee of the Meeting (“Emcee”), welcomed all shareholders to 20230 annual general meeting of shareholders of Comanche International Public Company Limited (“the Company”) and informed shareholders, there were 0 shareholders by themselves, representing the total number of 0 shares, and 27 proxy holders, representing the total number of 72,284,234 shares. Total number of shares, both in persons and by proxies, representing the total number of 72,284,234 shares or 53.9434 percent of the total number of issued shares, totaling 134,000,000 shares which has more than 25 shareholders and the total number of shares is more than one-third of the total number of shares sold. A quorum was constituted as stipulated in the law and the Company’s Articles of Association, before proceeding with the agendas and procedures regarding the voting and counting of votes in each agenda acknowledgment of shareholders as per following.

**1. Voting practices for those who attend the meeting in person and of the proxies.**

1.1 At this general meeting of shareholders voting hold one share for one vote. However, the meeting on each agenda shareholders can vote for, agree, disagree or abstain on each agenda. Vote counting will be counted only shareholders voted against and/or abstained only. Then those votes will be deducted from the total number of votes. The remainder of the meeting attendance will be considered as agreeing votes on that agenda.

In voting, the shareholders can choose the agenda they wish to vote on. The system will display a button for voting are 1. agree (green) 2. disagree (red) 3. abstain (orange)

If shareholders want to cancel the last vote, can press the button. “Cancel the last vote” in which the shareholders can amend their votes until that agenda is closed for voting. "Cancel the last vote" or "not vote", the company will assume that you agree with that agenda. And voting can be changed until the notice of voting closes.

1.2 Proxy accepting proxies from many shareholders press to select "User icon" and press the button "Switch account" to access the accounts of other shareholders.

1.3 Any shareholder who has a special interest in any agenda will not have the right to vote on that agenda.

1.4 Shareholders have time to vote for 1 minute after the announcement of the opening of voting for each agenda. and when the voting result for each agenda has been closed. The result of that agenda will be announced to the meeting later.

1.5 Shareholders who make a proxy for others to attend the meeting and voting form according to the wishes of the shareholders. The Company used the votes of agreeing, disagreeing or abstaining

according to the wishes of the shareholders It has already been included in the registration for voting according to the agenda.

1.6 Voting in this 2023 Annual General Meeting of Shareholders is.

- 1) Agenda 1, 3, 4, 5, 7 and 11 must be approved by a majority vote of the majority of shareholders attending the meeting and having the right to vote.
- 2) Agenda 6 must be approved with a vote of not less than three-fourths (2/3) of the total votes of the shareholders attending the meeting and having the right to vote.
- 3) Agenda 9 and 10 must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.
- 4) Agenda 8 must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote without objection from 10 percent of the total votes of the shareholders attending the meeting and having the right to vote.

\*Note : Agenda 2 No voting is required as it is an agenda for acknowledgment.

## **2. Questioning in the conference room**

2.1 Before voting on each agenda, the Company will give the meeting attendees an opportunity to ask questions or express opinions on issues related to that agenda as appropriate.

2.2 Attendee wishing to ask questions or express their opinions on any agenda can ask questions by pressing the button "Send a question / Question", choose an agenda, then type the question, then click on the symbol, send a question, or ask a question with voice by pressing the "Record/Record" button and ask a question with voice Once the question has been asked, press the "Stop for Record" button and press the "Send Question" button.

2.3 In case there are any questions related to that agenda, A lot of questions have been sent into the system. The company will consider and select questions as appropriate.

The registration and voting system conducted by Inventech Systems (Thailand) Company Limited, the Company has recorded the meeting in the form of video media.

The Emcee informed procedures regarding the voting and counting of votes then introduced directors and executives who attended the Meeting as follows.

### **Directors attending the Meeting.**

1. Mr. Wasawat Prasertsin Acting Chairman of the Board / Nomination and Remuneration Committee / Corporate Governance Committee
2. Dr. Somchai Wongsabsin Independent Director / Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee / Chairman of the Corporate Governance Committee
3. Dr. Soonthorn Pibulcharoensit Independent Director / Director / Chairman of the Nomination and Remuneration Committee / Audit Committee
4. Mr. Ekachai Panitaumnaysuk Independent Director / Director / Audit Committee / Risk Management Committee

5. Dr. Kumpol Buriyameathagul Director / Risk Management Committee / Nomination and Remuneration Committee / Corporate Governance Committee
6. Mr. Tananrat Sriduang Director

The directors attending total 6 directors and the Meeting accounted for 100 percent of the total number of directors.

**Attendee**

1. Miss. Laddawan Janaudon Accounting and Financial Manager
2. Miss Bongkoch Pantee Company Secretary / Meeting Recorder

**Auditors of the Company attending the Meeting.**

1. Ms. Sarocha Homjan Assistant Certified Public Accountant (Thailand), Dhamniti Audit Company Limited

**The Meeting commenced at 01.30 p.m.**

Mr. Wasawat Prasertsin, Acting Chairman of the Meeting (“the Chairman”), announced to start the Meeting 2023 Annual General Meeting of Shareholders and assigned to Miss Siriwaranya Boonketthanapipat to conduct the meeting.

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

**Agenda 1      The Consideration and certification of the Minutes of the 2022 Annual General Meeting of Shareholders.**

The Emcee informed the Meeting that the Company arranged the 2022 Annual General Meeting of Shareholders, held on 22<sup>nd</sup> April 2022 and the Company had already prepared the Minutes of the Meeting and submitted to the Stock Exchange of Thailand within 14 days as per the Attachment in the Meeting Invitation Letter. The Board of Directors has considered the minutes of the 2022 Annual General Meeting of Shareholders recorded correctly and completely.

Therefore, Resolution on this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes. The Emcee informed to the Meeting that whether shareholders have any inquiry or not, which there was no question. The Emcee asked the meeting to vote and the resolution of the meeting as follows:

**Resolution**      The Meeting resolved to certify the minutes of the 2022 Annual General Meeting of Shareholders held on 22<sup>nd</sup> April 2022.

**with the votes as follows:**

Approved	72,284,234	votes or	100.0000	percent
Disapproved	-	votes or	-	
Abstained	-	votes or	-	
Out of	72,284,234	votes who attended the meeting and had the right to vote on this agenda.		

**Agenda 2 To Acknowledge the Company's Operating Results for the Year 2022.**

The Emcee informed the Meeting that the 2022 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 <http://investor.comancheinternational.com>. 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.

Miss Laddawan Janaudon Accounting and Financial Manager summarized the Company's performance to the Meeting that for the year 2021 the performance are as following details.

For the year 2022 Group of Companies generated revenue from sales and rendering services amount of THB 75.87 million which increased amount of THB 30.43 million or 66.97% increased as compared with the previous year amount of THB 45.44 million, the following key reasons from Comanche, which increased in amount of THB 12.92 million. This was mainly due to recovery from the effects posed by Novel Coronavirus 2019 (COVID-19), causing hotels to resume operations and revenue from digital currency mining by Coman Crypto increased the amount of THB 17.34 million as compared with the previous year. Win Star Tech and Roomz, there were no material changes. And THB 10.84 million in other income increased the amount of THB 7.16 million, which had other income amount of THB 3.68 million. This was mainly due to the increase in gain on the sale of investments in subsidiaries of THB 8.03 million in quarter 2 of 2022. Divided into profit from sale of Synature Co., Ltd. amount of THB 4.97 million, AI Soft Co., Ltd. amount of THB 1.43 million and Comanche Gogoji Co., Ltd. amount THB 1.64 million.

Group of Companies had administrative expenses amount of THB 22.81 million, which decreased in amount of THB 8.09 million or -26.18% decrease as compared with the previous year, which stood at THB 30.90 million the following key reasons, Comanche had administrative expenses THB 18.85 million, which decreased in amount of THB 11.64 million as compared with the previous year which stood at THB 30.49 million. This was due to in 2021 was a period before corporate reorganization.

Financial Position as at 31 December 2022 the Company and its subsidiaries presented total assets of THB 390.15 million, THB 98.69 million decrease as compared to that as at 31 December 2021 due to the following key reasons, decrease from current assets THB 96.87 million, decreased from cash and cash equivalents of THB 190.40 million, due to Baht 103.85 million deposited in a fixed deposit account, Advance payment for shares fee amount of THB 115 million and also, the decreased from sale of investment in 3 subsidiaries amount of THB 33.75 million. Liabilities as at 31 December 2022, THB 43.78 million, a THB 25.71 million or -37.00% decrease as compared to that as at 31 December 2021 due to the following key reasons, decreased from employee benefit liabilities of THB 17.23 million, mainly decrease from the sale of investment in 3 subsidiaries amount of THB 14.56 million and shareholders' equity decreased from net loss attributable to owners of the parent in 2022 in the amount of THB 46.28 million. Decreased THB 11.73 million from dividend payment. Decreased from portion of liability THB 11.86 million resulting from contract

termination amount of THB 6.32 million and decrease from the sale of investment in 3 subsidiaries amount of THB 8.37 million.

**Factors or events that may significantly affect the financial position and operating results in the future.**

Factors affecting the group's operations in trading and exporting businesses are reliance on a single customer and supplier. In addition, in case the situation of COVID-19 returning may affect the company's exports as well. However, the management has prepared for the factors affecting the current situations or circumstances, controllable and uncontrollable, that may occur and affect the Company's operations. In addition, the company's financial ratios for the past year have been considered, which reflect the Company's financial position. The capital structure of the company comes from the shareholders' equity for business use. The company has no loans from financial institutions, therefore, the company Therefore, there is no financial risk from obligations to pay debts and interest expenses. The Company does not have too many liabilities that will affect the financial position and ability to pay debts in the future.

There were some inquiries from shareholders as follows:

**Miss. Nithipan Witthayakul (Proxy Holder) from Thai Investors Association**

**Questions** The establishment of a subsidiary, Coman Crypto Company Limited (“Coman Crypto”) for Bitcoin Mining. Has the Company thoroughly considered the following issues?

- 1.A risk assessment of potential risks and impacts
- 2.Availability of expert
- 3.Management process and internal control system
- 4.Controlling and storing digital assets
- 5.Monitoring and supervision mechanism
- 6.Opinion of the Audit Committee
7. Comply with the rules of acquisition and disposition of assets

**Dr. Somchai Wongsabsin Independent Director / Chairman of the Audit Committee**, Answer questions as follows:

From all the questions, the company has completed all of them. The management has assessed the risks. Before the establishment of Coman Crypto, the Company tested the market first by investing in the purchase of a mining machine in the amount of 10 Rig and get well rewarded. The company has expanded production capacity and operations, the company has reduced the risk by outsourcing, proficient in recruiting personnel, operational, production and responsible for the electricity bill which is the main expense. The company has software to control and store assets which the Company can monitor and always supervise and the Audit Committee has agreed with this business that performed in accordance with the rules of acquisition and disposition of assets.

There was no question. The Emcee resolution of the meeting as follows:

**Resolution** The Meeting has acknowledged the Company's Operating Results for the Year 2022.

The chairman informed, on behalf of Comanche International Public Company Limited, would like to inform that the Company has an ideology in conducting business with adhering to social responsibility and all groups of stakeholders according to good corporate governance and the Company's code of conduct. As policies and guidelines for various groups of stakeholders of the company to ensure that the company has a policy to determine the responsibilities and requirements for proper action to prevent corruption in all business activities of the Company and business decisions and actions that may have risks of corruption are carefully considered and acted upon. The company has prepared "Anti-Corruption Policy" in report to be a clear guideline for conducting business and developing to a sustainable organization and disseminating. Policies are already posted on the company's website.

**Agenda 3**      **The Consideration and approval of the Financial Statements for the year 2022 ended 31st December 2022.**

The Emcee informed the Meeting that the Statement of Financial Positions and the Statement of Profit or Loss for the year 2022 ended 31<sup>st</sup> December 2022 which already audited and certified by Ms. Sulalit Ardsawang Certified Public Accountant (Thailand) of Dharmniti Audit Company Limited and had already been approved by the Audit Committee, as shown in the form of QR Code in the 2023 Meeting Invitation Letter which had been delivered to shareholders and the Company had already published on the Company's website at <http://investor.comancheinternational.com>.

The Board of Directors has considered and agreed to propose to the shareholders' meeting to approve the financial statements for the year 2022 ended 31<sup>st</sup> December 2022.

Therefore, Resolution on this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes. The Emcee informed to the Meeting that whether shareholders have any inquiry or not, which there was no question. The Emcee asked the meeting to vote and the resolution of the meeting as follows:

**Resolution**      The Meeting resolved to approve the financial statements for the year 2022 ended December 2022.

with the votes as follows:

Approved	72,284,234	votes or	100.0000	percent
Disapproved	-	votes or	-	
Abstained	-	votes or	-	
Out of	72,284,234	votes who attended the meeting and had the right to vote on this agenda.		

**Agenda 4** To consideration and approval the omission of the dividend payment and the omission of the allocation of profit to be legal reserve.

The Emcee informed the Meeting that 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 5 percent 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 paying a 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.

Considering the Company's operating results as shown in the separate financial statements of the Company for the year 2022 ended December 31, 2022, the Company had a net loss in the fiscal year amount of -72,654,334 baht and accumulated loss in the amount of -61,731,023 baht. Therefore, the omission of dividend payment and omission of the allocation of profit as legal reserve.

The Board of Directors has considered and agreed to propose to the shareholders' meeting to approve the omission of the dividend payment and the omission of the allocation of profit to be legal reserve.

Therefore, Resolution on this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes. The Emcee informed to the Meeting that whether shareholders have any inquiry or not, which there was no question. The Emcee asked the meeting to vote and the resolution of the meeting as follows:

**Resolution** The Meeting resolved to approve the omission of the dividend payment and the omission of the allocation of profit to be legal reserve from the operating year 2022.

with the votes as follows:

Approved	72,284,234	votes or	100.0000	percent
Disapproved	-	votes or	-	
Abstained	-	votes or	-	
Out of	72,284,234	votes who attended the meeting and had the right to vote on this agenda.		

**Agenda 5** To consideration and approval of the appointment of directors to replace retiring directors.

The Emcee informed the Meeting that the Meeting the Public Limited Companies Act B.E. 2535 Section 71 and the Company's Articles Clause 22 is specified that every annual general meeting of shareholders the directors shall be vacated from the office by one-third (or close to one-third) by allowing the directors who are in the office for the longest term to vacate. Moreover, the directors who vacate office under this agenda may be re-elected to the position.

In the nomination of directors, the Company allowed shareholders to nominate persons to be elected as directors during 21<sup>st</sup> December 2022 to 21<sup>st</sup> February 2023 through the News System of the Stock Exchange of Thailand and published on the Company's website which appeared that no shareholders proposed the person to be elected as a director.

In this year, there are 2 directors who are being vacated by rotation, namely.

- 1) Dr. Somchai Wongsabsin Independent Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee / Chairman of the Corporate Governance Committee
- 2) Dr. Soonthorn Pibulcharoensit Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee /

The Board of Directors (excluding nominated directors) has considered that the person nominated as an independent director has qualifications in accordance with the laws related to the independent directors. Agree to propose to the shareholders' meeting approve the re-appointment of the directors who retired by rotation for another term.

Therefore, Resolution on this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes. The Emcee informed to the Meeting that whether shareholders have any inquiry or not, which there was no question. The Emcee asked the meeting to vote and the resolution of the meeting as follows:

**Resolution** The Meeting resolved to approve the re-elect be retired directors for another term, namely.

- 1) Dr. Somchai Wongsabsin Independent Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee / Chairman of the Corporate Governance Committee

with the votes as follows:

Approved	72,284,234	votes or	100.0000	percent
Disapproved	-	votes or	-	
Abstained	-	votes or	-	
Out of	72,284,234	votes who attended the meeting and had the right to vote on this agenda.		

- 2) Dr. Soonthorn Pibulcharoensit Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee

with the votes as follows:

Approved	72,284,234	votes or	100.0000	percent
Disapproved	-	votes or	-	
Abstained	-	votes or	-	
Out of	72,284,234	votes who attended the meeting and had the right to vote on this agenda.		



**Agenda 6** To consideration and approval of the remuneration of the board of directors and sub-committees for the year 2023.

The Emcee informed the Meeting that 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 jointly considered the remuneration with criteria and procedure for proposing compensation carefully by scrutinizing various suitability and comparing in reference to businesses or industries in the same sector as the company or similar to the Company, the Company's performance in the past year, performance and responsibility of directors as well as the overall economic conditions. The Nomination and Remuneration Committee have considered and agreed to propose the directors' remuneration for the year 2023, without any other benefits. Which is the same amount as 2022.

The Board of Directors has considered and agreed to propose to the shareholder's meeting to approve the remuneration of the board of directors and sub-committees for the year 2023 as proposed by the Remuneration Committee. The details of remuneration for directors are as follows:

**Table of directors' remuneration (Meeting allowance per time) for the year 2023**

Unit: Baht

Committee	Positions	2023 Meeting allowance per time
The Board of Directors	Chairman of the Board	30,000
	Director	15,000
The Audit Committee	Chairman of the Audit Committee	20,000
	Audit Committee	15,000
The Nomination and Remuneration Committee	Chairman of the Nomination and Remuneration Committee	15,000
	Nomination and Remuneration Committee	15,000
The Risk Management Committee	Chairman of the Risk Management Committee	15,000
	Risk Management Committee	15,000
The Corporate Governance Committee	Chairman of the Corporate Governance Committee	15,000
	Corporate Governance Committee	15,000

This agenda, Mr. Wasawat Prasertsin held a number of shares of the company 2,126,100 shares and Mr. Thananrat Sriduang held 216,900 shares of the Company, it is considered to have interests in this agenda, therefore, the number of shares of the two persons is not included in voting.

Therefore, Resolution on this agenda shall be approved by at least two-thirds of the shareholders attending the meeting and casting their votes. The Emcee informed to the Meeting that whether shareholders have any inquiry or not, which there was no question. The Emcee asked the meeting to vote and the resolution of the meeting as follows:

**Resolution** The Meeting resolved to approve the remuneration of directors and sub-committees for the year 2023 (same amount as 2022).

with the votes as follows:

Approved	69,941,234	votes or	100.0000	percent
Disapproved	-	votes or	-	
Abstained	-	votes or	-	
Out of	69,941,234	votes who attended the meeting and had the right to vote on this agenda.		

**Agenda 7 To consideration and approval of the appointment of the auditors and the determination of the audit fees for the year 2023.**

The Emcee informed the Meeting that the Public Limited Companies Act B.E. 2535 Section 120 and the Company's Article 53 specifies that, the Annual General Meeting of Shareholders shall appoint an auditor and determine the amount of the audit fee of the Company every year and determine the amount of remuneration for auditor.

The Audit Committee has considered the independence, appropriateness and reasonableness of the auditor's remuneration, agree to propose of the appointment of auditors from Karin Audit Company Limited as auditors for the Group of Companies for the year 2023, is a company that provides auditing services with standards and expertise in auditing, including having an appropriate audit fee.

The Board of Directors has considered and agreed to propose to the shareholder's meeting to appointment of the auditors of the Company and subsidiaries, using the same audit firm from Karin Audit Company Limited. By assigning one of the auditors as below to audit and opinions on the financial statements of the Company and subsidiaries for the year 2023.

1. Mr. Jadesada Hungsapruerk Certified Public Accountant License No. 3759 and/or
2. Miss Kannika Wipanurat Certified Public Accountant License No. 7305and/ or
3. Miss Bongkotrat Suamsiri Certified Public Accountant License No. 13512

or another certified public auditor by Karin Audit Company Limited to be the auditor of the Company and subsidiaries. who are fully qualified as specified by the Securities and Exchange Commission and has knowledge and experience suitable to be an auditor for the year 2023, with the authority to audit, review, prepare and opinions on the financial reports of the Company and subsidiaries.

The nominated auditor has no relationship and/or conflict of interest with the Company/subsidiary/management/major shareholders. or persons related to such persons in a manner that will affect the independent performance of duties in any way and determined the remuneration of the auditor of the Company and subsidiaries for the year 2023 in the total amount of THB 1,355,000 without other service charges.

Therefore, Resolution on this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes. The Emcee informed to the Meeting that whether shareholders

have any inquiry or not, which there was no question. The Emcee asked the meeting to vote and the resolution of the meeting as follows:

**Resolution** The Meeting resolved to appointment of an auditor from Karin Audit Company Limited to be the audit firm of the Company and its subsidiaries for the year 2023 and approve the audit fee for the Company and its subsidiaries for the year 2023 in the total amount of THB 1,355,000 without other service charges.

with the votes as follows:

Approved	72,284,234	votes or	100.0000	percent
Disapproved	-	votes or	-	
Abstained	-	votes or	-	
Out of	72,284,234	votes who attended the meeting and had the right to vote on this agenda.		

**Agenda 8 To consideration and approval to change the objective of utilization of the proceeds obtained from an initial public offering (IPO).**

The Emcee informed the Meeting that the according to the Capital Market Supervisory Board No. Tor.Jor. 39/2559 Application for permission to offer for sale of newly issued shares, Clause 38 (6) (a) if there is a change in the purpose of using the proceeds as specified in the application for permission or the registration statement for the sale of securities and the persuasive letter, must be approved by a majority vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote without objection from 10 percent of the total votes of the shareholders attending the meeting and having the right to vote.

The Board of Directors has considered, Because the Company has changed business structure to reduce the risk of relying on personnel with specific expertise from the software business. By disposing of investments in subsidiaries at the beginning of the year and in the year 2022, the Company has plans to expand the business and has invested in businesses that receive additional returns in the form of recurring income as the main income for financial stability and reduce risk with every factor and every event that may occur. Therefore, agree to propose to the shareholders to consider the change the objective of utilization of the proceeds obtained from an initial public offering (IPO) with the following details:

**The newly proposed objectives of capital utilization**

Objective of capital utilization	Spending Amount (Million Baht)	The estimated period of capital utilization
Budget to invest in trading business, import and export business.	35.00	Within 2023
Budget to invest in ongoing business and other business that continues to pay of revenues (Recurring Income) and working capital budget.	80.36	Within 2023
<b>Total</b>	<b>115.36</b>	

The change the purpose of utilizing proceeds received from the initial public offering of newly issued ordinary shares can be divided into 2 objectives as follows:

**1. Invest in trading business, import and export business.**

Within the year 2023, the Company aims to expand the scope of business more widely. The company invest in the business of trading, which is imported and exported to foreign countries which is expected to be able to make the highest profit for the company.

**2. Invest in ongoing business and other business that continues to pay of revenues (Recurring Income) and working capital budget.**

Within 2023, the Company aims to conduct a feasibility study to invest or joint venture with other companies that generate continuous income (Recurring Income) for income stability and used as working capital of the company to support future investments.

Therefore, Resolution on this agenda shall be approved by at least three-fourth of the shareholders attending the meeting and casting their votes without objection from 10 percent of the total votes of the shareholders attending the meeting and having the right to vote. The Emcee informed to the Meeting that whether shareholders have any inquiry or not, which there was no question. The Emcee asked the meeting to vote and the resolution of the meeting as follows:

**Resolution** The Meeting resolved to approve the change of the objective of utilization of the proceeds obtained from an initial public offering (IPO)

with the votes as follows:

Approved	72,284,234	votes or	100.0000	percent
Disapproved	-	votes or	-	
Abstained	-	votes or	-	
Out of	72,284,234	votes who attended the meeting and had the right to vote on this agenda.		



**Agenda 9 To consideration and approval of the amendment of the company's articles of association to be in line with the Public Limited Companies Act, (No.4) B. E. 2535.**

The Emcee informed the Meeting that the Company's Article 45 specifies that, (d) Amendment to the memorandum of association or the articles of association of the company, must be approved by the shareholders' meeting with a vote of not less than three-fourths of the shareholders attending the meeting and having the right to vote. And to comply with the announcement of the Public Limited Companies Act (No. 4) B.E. 2565, which requires that public limited companies can use electronic methods in board meetings and shareholders' meetings, sending letters or documents as well as granting proxies in shareholders' meetings with the following details:

Articles	Original	Amendment
<p><b>No. 29</b></p>	<p>The Board of Directors must meet at least once every three (3) months. The place of the meeting may be held in the area where the company's head office is located or in other provinces throughout the Kingdom or any other place as the Chairman deems appropriate. The chairman of the board or the director assigned by the chairman will call the board of directors' meeting.</p> <p>Two (2) or more directors may request the Chairman to call a meeting of the Board of Directors. In such cases, the chairman or the director assigned by the chairman shall schedule the date of the meeting within fourteen (14) days from the date of request.</p> <p>Calling the Board meeting, the Chairman of the Board or a person assigned by the Chairman shall send a meeting notice to the directors at least seven (7) days prior to the meeting date, except in case of urgent to protect the rights or benefits of the company. The chairman of the board or a person assigned by the chairman may inform the meeting by other methods and schedule an earlier meeting date.</p>	<p>The Board of Directors must meet at least once every three (3) months. The place of the meeting may be held in the area where the company's head office is located or in other provinces throughout the Kingdom or any other place as the Chairman deems appropriate. The chairman of the board or the director assigned by the chairman will call the board of directors' meeting.</p> <p><b>the Board meeting under paragraph one, it may be conducted through electronic media as provided in the law governing electronic conferencing. In such a case It shall be deemed that the head office of the company is the meeting place.</b></p> <p>Two (2) or more directors may request the Chairman to call a meeting of the Board of Directors. In such cases, the chairman or the director assigned by the chairman shall schedule the date of the meeting within fourteen (14) days from the date of request.</p> <p>Calling the Board meeting, the Chairman of the Board or a person assigned by the Chairman shall send a meeting notice to the directors at least <b>three (3)</b> days prior to the meeting date, except in case of urgent to protect the rights or benefits of the company. The chairman of the board or a person assigned by the chairman may inform the meeting <b>by electronic means</b> or other methods and schedule an earlier meeting date.</p>
<p><b>No. 36</b></p>	<p>The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year at the locality where the head office is located, nearby provinces or any other place as the Chairman deems appropriate, and all other meetings are called extraordinary meetings.</p>	<p>The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year at the locality where the head office is located, nearby provinces or any other place, <b>it may be conducted through electronic media as provided in the law governing electronic conferencing. In such a case, it shall be deemed that the head office of the company is the meeting place.</b> as the Chairman deems appropriate, and all other meetings are called extraordinary meetings.</p>

Articles	Original	Amendment
<b>No. 39</b>	<p>Calling a shareholders' meeting whether it's a general meeting or extraordinary meeting, the Board of Directors shall prepare a meeting invitation specifying the place, date, time and agenda of the meeting and matters to be presented to the meeting along with appropriate details. By stating that the matter will be proposed for acknowledgment, for approval, or for consideration including the opinion of the Board of Directors on such matters and delivered to the shareholders and the registrar for acknowledgment not less than seven (7) days prior to the meeting date or not less than any other period for the matter to be proposed to the meeting as specified by law specifically and advertise the meeting notice in a newspaper for three (3) consecutive days and not less than three (3) days prior to the meeting date, notices sent to shareholders by registered mail.</p>	<p>Calling a shareholders' meeting whether it's a general meeting or extraordinary meeting, the Board of Directors shall prepare a meeting invitation specifying the place, date, time and agenda of the meeting and matters to be presented to the meeting along with appropriate details. By stating that the matter will be proposed for acknowledgment, for approval, or for consideration including the opinion of the Board of Directors on such matters and delivered to the shareholders and the registrar for acknowledgment not less than seven (7) days prior to the meeting date or not less than any other period for the matter to be proposed to the meeting as specified by law specifically and advertise the meeting notice in a newspaper <b>or electronic via a publicly accessible website or accordance with the rules prescribed by the Registrar</b> for three (3) consecutive days and not less than three (3) days prior to the meeting date, notices sent to shareholders by registered mail.</p> <p><b>Sending the meeting notice to shareholders may be done by electronic means, through channels, methods within the period specified by the Company or in accordance with the criteria prescribed by the Registrar, and the Board shall determine the place to be used as the meeting place under paragraph one.</b></p>
<b>No. 40</b>	<p>Shareholders may give a proxy to other persons who are coming of age to attend the meeting and vote on their behalf. The proxy form must be dated and signed by the shareholder granting the proxy and must be in the form prescribed by the registrar.</p> <p>with at least the following details:</p> <p>(a) the number of shares held by the grantor</p> <p>(b) name of the proxy</p> <p>(c) The time of the meeting where a proxy is granted to attend and vote at the meeting.</p> <p>This proxy form must be submitted to the chairman of the Board or the person designated by the chairman at the meeting before the proxy attends the meeting.</p>	<p>Shareholders may give a proxy to other persons who are coming of age to attend the meeting and vote on their behalf. The proxy form must be dated and signed by the shareholder granting the proxy and must be in the form prescribed by the registrar.</p> <p>with at least the following details:</p> <p>(a) the number of shares held by the grantor</p> <p>(b) name of the proxy</p> <p>(c) The time of the meeting where a proxy is granted to attend and vote at the meeting.</p> <p>This proxy form must be submitted to the chairman of the Board or the person designated by the chairman at the meeting before the proxy attends the meeting.</p> <p><b>The proxy under the first paragraph may be done by electronic means instead, it must use a</b></p>

Articles	Original	Amendment
		<p>safe and reliable method that the proxy is made by the shareholders, in accordance with the rules prescribed by the registrar.</p>
<p><b>No. 44</b></p>	<p>The chairman of the shareholders' meeting is responsible for conducting the meeting in accordance with the Company's Articles of Association concerning meetings. The meeting must be conducted in accordance with the order of the agenda specified in the meeting notice, unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds ( 2 / 3 ) of the number of shareholders present at the meeting.</p> <p>When the meeting has completed consideration under paragraph one, shareholders holding shares in aggregate of not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those specified in the meeting notice.</p> <p>In the case, the meeting cannot finish considering the matters according to the agenda in the first paragraph or has not finished considering the matter proposed by the shareholder under the second paragraph, as the case may be, and it is necessary to postpone the consideration. The meeting shall determine the place, date and time of the next meeting and the Board of Directors send a meeting notice by specifying the place, date, time and agenda of the meeting to shareholders not less than seven (7) days prior to the meeting date. The notice of the meeting shall be published in a newspaper for three (3) consecutive days and not less than three (3) days. the day before the meeting</p>	<p>The chairman of the shareholders' meeting is responsible for conducting the meeting in accordance with the Company's Articles of Association concerning meetings. The meeting must be conducted in accordance with the order of the agenda specified in the meeting notice, unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the number of shareholders present at the meeting.</p> <p>When the meeting has completed consideration under paragraph one, shareholders holding shares in aggregate of not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those specified in the meeting notice.</p> <p>In the case, the meeting cannot finish considering the matters according to the agenda in the first paragraph or has not finished considering the matter proposed by the shareholder under the second paragraph, as the case may be, and it is necessary to postpone the consideration. The meeting shall determine the place, date and time of the next meeting and the Board of Directors send a meeting notice by specifying the place, date, time and agenda of the meeting to shareholders not less than seven (7) days prior to the meeting date. The notice of the meeting shall be published in a newspaper <b>or electronic via a publicly accessible website or in accordance with the rules prescribed by the registrar</b> for three (3) consecutive days and not less than three (3) days. the day before the meeting.</p> <p><b>Sending the meeting notice to shareholders may be done by electronic means, through channels, methods within the period specified by the Company or in accordance with the criteria prescribed by the Registrar, and the Board shall determine the place to be used as the meeting place under paragraph one.</b></p>

Articles	Original	Amendment
No. 64	The Company's seal shall be used as affixed herein.  	The Company's seal shall be used as affixed herein.  

The Board of Directors has considered and agreed to propose to the shareholders' meeting to amend the company's articles of association to be in line with the Public Limited Companies Act, (No.4) B. E. 2535. This will reduce the burden and facilitate the business operations of public limited companies and the population and increase the country's competitiveness.

Therefore, Resolution on this agenda shall be approved by at least three-fourth of the shareholders attending the meeting and casting their votes. The Emcee informed to the Meeting that whether shareholders have any inquiry or not, which there was no question. The Emcee asked the meeting to vote and the resolution of the meeting as follows:

**Resolution** The Meeting resolved to approve the amendment of the company's articles of association No. 29, 36, 39, 40 and 44 to be in line with the Public Limited Companies Act, (No.4) B. E. 2565. which requires that public limited companies can use electronic in board meetings and shareholders' meetings, sending letters and proxies and amendment of the company's articles of association No. 64 company seal. with the votes as follows:

Approved	72,284,234	votes or	100.0000	percent
Disapproved	-	votes or	-	
Abstained	-	votes or	-	
Out of	72,284,234	votes who attended the meeting and had the right to vote on this agenda.		

**Agenda 10** To consideration and approval of the increase of the company's registered capital under the general mandate and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the increase of the Company's registered capital.

The Emcee informed the Meeting that the increase of the company's registered capital under the general mandate to increase liquidity and working capital, making the company ready to run a business. Also, to increase the flexibility of the company's capital structure. Including expanding the company's business in the future. the Company has not yet determined the details of the utilization of capital increase proceeds totaling THB 40,200,000 from company's registered capital THB 67,000,000 to THB 107,200,000 by issuing 80,400,000 (ordinary shares / preferred shares) with a par value of THB 0.50 each, and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the increase of the Company's registered capital.



“No 4.	Registered Capital	107,200,000	THB	(One hundred seven million two hundred thousand baht)
	Number of shares	214,400,000	Share	(Two hundred fourteen million four hundred thousand baht)
	Par value	0.50	THB	(Zero point five baht)
	Paid-up capital divided into			
	Ordinary shares	134,000,000	Share	(One hundred and thirty-four million baht)
	Preferred shares	-None-	Share	( - Share)”

In this regard, the person entrusted by the Managing Director in registering the amendment of the Memorandum of Association of the Department of Business Development Ministry of Commerce has the power to cancelling the existing provision and replacing it or take any action to comply with the order of the registrar.

Therefore, Resolution on this agenda shall be approved by at least three-fourth of the shareholders attending the meeting and casting their votes. The Emcee informed to the Meeting that whether shareholders have any inquiry or not, which there was no question. The Emcee asked the meeting to vote and the resolution of the meeting as follows:

**Resolution** The Meeting resolved to approve the increase of the company's registered capital under the general mandate totaling THB 40,200,000 from company's registered capital THB 67,000,000 to THB 107,200,000 and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the increase of the Company's registered capital.

with the votes as follows:

Approved	72,284,134	votes or	99.9998	percent
Disapproved	100	votes or	0.0001	percent
Abstained	-	votes or	-	
Out of	72,284,234	votes who attended the meeting and had the right to vote on this agenda.		

**Agenda 11** To consideration and approval of the allocation of issued ordinary shares under the general mandate.

The Emcee informed the Meeting that Continuing from Agenda 10 increase of the company's registered capital under the general mandate and to comply with the law at the shareholders' meeting to allocation of issued ordinary shares under the general mandate. Agreed to propose to the shareholder's meeting to allocation of issued ordinary shares under the general mandate. The Company's objective is to use as capital to support future business, not more than 80,400,000 shares with a par value of THB 0.50 each per share as follows:

Method 1: Allocation of not more than 40,200,000 new ordinary shares with a par value of 0.50 Baht per share, equivalent to 30 percent of the paid-up capital, to offer to existing shareholders in proportion to their shareholding (Rights Offering).

Method 2: Allocation of not more than 26,800,000 new ordinary shares with a par value of 0.50 Baht per share, equivalent to 20 percent of the paid-up capital, to offer to general public (Public Offering).

Method 3: Allocation of not more than 13,400,000 new ordinary shares with a par value of 0.50 Baht per share, equivalent to 10 percent of the paid-up capital, to offer to Private Placement.

The allocation of newly issued ordinary shares according to Method 1, 2, 3 above, by one or many methods combined the additional paid-up capital must not exceed 30 percent of the paid-up capital on the date the board of directors has resolved to increase the capital or not more than 40,200,000 shares. However, if the allocation under Method 2 and 3 the increase must not exceed 20 percent of the paid-up capital or not more than 26,800,000 shares on the date the board of directors has resolved to increase the capital.

Therefore, Resolution on this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes. The Emcee informed to the Meeting that whether shareholders have any inquiry or not, which there was no question. The Emcee asked the meeting to vote and the resolution of the meeting as follows:

**Resolution** The Meeting resolved to approve the allocation of issued ordinary shares under the general mandate, not more than 80,400,000 shares with a par value of THB 0.50 each per share.

with the votes as follows:

Approved	72,284,134	votes or	99.9998	percent
Disapproved	100	votes or	0.0001	percent
Abstained	-	votes or	-	
Out of	72,284,234	votes who attended the meeting and had the right to vote on this agenda.		

**Agenda 12 To consider other matters (if any)**

The Chairman informed the Meeting that the Meeting was complete all agendas as specified in the meeting invitation letter. The Chairman informed to the Meeting that whether shareholders have any inquiry or not.

Then, the Chairman informed there was no other additional agenda. The Chairman thanked all shareholders for their support and valuable time to attend the 2023 Annual General Meeting of Shareholders and closed the meeting.

The meeting adjourned at 14:40 hrs.

-- Wasawat Prasertsin --

(Mr. Wasawat Prasertsin)

Acting Chairman of the Board

-- Bongkoch Pantee --

(Miss Bongkoch Pantee)

Company Secretary