

(English translation)

**Minutes of 2022 Annual General Meeting of Shareholders of
WHA Corporation Public Company Limited
through Electronic Means (E-AGM)**

Date, Time, and Venue

The 2022 Annual General Meeting of Shareholders of WHA Corporation Public Company Limited (the “**Company**”) was convened on Tuesday, April 26, 2022 at 2.00 p.m. through electronic means (E-AGM) in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related regulations.

(Prior to proceeding, the Company had presented video presentations explaining the procedures for attending the E-AGM, E-Register, E-Voting, and asking questions through electronic means to the shareholders and proxies who had registered to attend the meeting).

Opening of the Meeting at 2.00 p.m.

There were directors, executives, auditor, and legal advisor attending the meeting in person on this date as follows:

Directors in Attendance

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|---------------------------------|---|
| 1. Ms. Jareeporn Jarukornsakul | Chairman of the Board of Directors, Chairman of Executive Committee, Chairman of Corporate Governance and Sustainable Development Committee, Member of Risk Management Committee, Member of Nomination and Remuneration Committee, Group Chief Executive Officer, and Acting Chief Technology Officer |
| 2. Mr. David Richard Nardone | Vice-Chairman of the Board of Directors and Member of Executive Committee |
| 3. Mr. Vivat Jiratikarnsakul | Director and Member of Executive Committee |
| 4. Mrs. Anchalee Chavanich | Independent Director, Chairman of Audit Committee, and Member of Corporate Governance and Sustainable Development Committee |
| 5. Mr. Apichai Boontharawara | Independent Director, Chairman of Nomination and Remuneration Committee, and Member of Audit Committee |
| 6. Mrs. Kritsana Sukboonyasatit | Director, Chairman of Risk Management Committee, and Member of Nomination and Remuneration Committee |

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| 7. | Mr. Chakkrit Parapuntakul | Independent Director and Member of Audit Committee |
| 8. | Gen. Prachya Chalermwat | Independent Director and Member of Risk Management Committee |
| 9. | Mr. Arkrapol Pichedvanichok | Independent Director and Member of Risk Management Committee |
| 10. | Mr. Anuchit Anuchitanukul | Independent Director and Member of Risk Management Committee |

(There were 10 out of a total of 10 directors attending the Meeting, representing 100 percent of all directors of the Company.)

Executives in Attendance

- | | | |
|----|------------------------------|---|
| 1. | Mr. Pajongwit Pongsivapai | Member of Executive Committee and Chief Operating Officer |
| 2. | Mr. Somsak Boonchoyruengchai | Member of Executive Committee, Member of Corporate Governance and Sustainable Development Committee, and Chief Accounting Officer |
| 3. | Mr. Krailuck Asawachatroj | Member of Executive Committee and Chief Strategic Officer |
| 4. | Mr. Natthapatt Tanboon-ek | Member of Executive Committee and Chief Financial Officer |
| 5. | Ms. Natjakorn Chainit | Member of Executive Committee and Chief Legal Officer |
| 6. | Mr. Sirisak Kijraksa | Company Secretary |
| 7. | Ms. Sureeporn Settajinda | Director of Internal Audit Office |

Auditor from PricewaterhouseCoopers ABAS Ltd.

Mr. Chanchai Chaiprasit and Ms. Meena Pornvejaumnuy

Legal Advisor from RL Counsel Ltd.

Mr. Kasamsi Sakunchaisiriwit (who would also be the witness for the vote counting)

Ms. Jareeporn Jarukornsakul, the Chairman of the Board of Directors, was the Chairman of the Meeting (the “**Chairman**”), welcomed the shareholders and all attendees to the 2022 Annual General Meeting of Shareholders (the “**Meeting**”) and declared that, at the Meeting on this date, there were 17 shareholders attending the Meeting in person and 1,280 proxies, totaling 1,297 shareholders attending the Meeting, representing a total of 8,028,819,041 shares or 53.7158 percent of the total issued shares. A quorum was, therefore, duly constituted as stipulated by the Company’s Articles of Association. The Chairman then declared the Meeting open.

The Chairman assigned Mr. Sirisak Kijraksa, the Company Secretary, (the “**Company Secretary**”) to inform the Meeting of the Meeting procedures, voting procedures and vote counting. The Company Secretary informed the Meeting as follows:

- The Record Date to determine the shareholders entitled to attend the 2022 Annual General Meeting of Shareholders was set on March 15, 2022 and the Notice of the 2022 Annual General Meeting of Shareholders, together with supporting documents, were disseminated via the Stock Exchange of Thailand (**SET**) disclosure system and on the Company’s website on March 25, 2022, and were delivered to the shareholders in advance on April 4, 2022.
- The Company provided the opportunity for the shareholders to propose agendas and to nominate qualified candidates for election as directors for the Meeting in advance during November 1, 2021 to December 31, 2021 pursuant to the Company’s announcement on November 1, 2021 through the Company’s website and SET disclosure system. However, no shareholders proposed any matters or nominated any candidates for election as directors.
- At this electronic shareholders’ meeting, the Company used “Inventech Connect” system provided by Inventech Systems (Thailand) Co., Ltd., the e-meeting service provider in compliance with the electronic meeting standards of the Electronic Transactions Development Agency, whereby the attendees could e-register, view the live broadcasting, send questions, cast their e-votes and acknowledge the e-voting results of the respective agenda items from the electronic meeting system of Inventech Connect as per the Guidelines for Attending Electronic Meeting by Inventech Connect attached with the Notice of the Meeting and the video presentations on the procedures for attending the Meeting and voting previously presented.
- At today’s Meeting, the Company shall conduct the Meeting in accordance with the sequence of agenda items stated in the Notice of the Meeting.
- Pursuant to Clause 35 of the Articles of Association, with respect to voting in the shareholders’ meeting, each shareholder shall have the number of votes equivalent to the number of shares held by him/her, whereby one share shall be equivalent to one vote. Any shareholder with special interest in any matter shall not be entitled to vote on that matter, except in the case of vote on the election of directors.
- Resolutions of the Meeting and vote counting
 - Agenda 1 was for acknowledgement, as such, no vote shall be cast.
 - As for agenda 2, 3, 4 and 6, it shall be approved by a simple majority vote of shareholders attending the meeting and casting their votes (the votes of abstention shall not be used as the basis of vote counting).

- In case of a tie, the Chairman shall cast one extra vote to reach final decision.
 - In voting on the agenda 4, i.e., to approve the appointment of directors to replace the directors who are due to retire by rotation, the Company shall propose the Meeting to consider voting on an individual basis in the interest of transparency and subject to the voting criteria as described above.
 - Vote counting on the agenda 5, to approve directors' remuneration, it shall require votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the Meeting (whereby the votes of abstention shall be used as the basis of vote counting).
- In voting on each agenda item through e-Voting
- Shareholders or their proxies attending the Meeting via electronic means shall select either of the following voting buttons, i.e. (1) "Approve" (green button), (2) "Disapprove" (red button), or (3) "Abstain" (Orange button). Time shall be allocated sufficiently for casting votes. The shareholders and proxies were able to amend/ cancel their votes until the voting system was closed on each agenda by select (4) "Cancel latest vote" (blue button). However, if the shareholders or the proxies attending the Meeting did not select any voting button, the Company shall deem that they approve for such agenda item.
 - For the shareholders executing Proxy Forms B or C to authorize other persons to attend the Meeting, and clearly identifying their instructions to cast the votes, the Company shall record and count such votes in accordance with the intention of the shareholders as applicable. In this regard, it was not necessary for the proxies to submit their votes during the Meeting.
- The total number of shareholders and votes cast on each agenda item might vary as the shareholders and proxies might gradually access or leave the meeting system before the closing.
- Before casting vote on each agenda item, the Chairman or the person assigned by the Chairman shall give an opportunity for shareholders and proxies to ask questions or share their opinions relevant to that particular agenda item as appropriate by typing questions or opinions and submit through the system. The Company shall answer the questions relevant to the Meeting's agenda items. However, if there would be too many submitted questions, the Company reserved its right to select and answer the questions where appropriate.
- The answer would be in Thai only. In the case of questions or opinions irrelevant to the agenda item being discussed, such questions or opinions, if any, would be addressed and answered in the attachment to the Minutes of the Meeting disclosed on the Company's website.

- Voting counting for each agenda items would be done immediately. However, while waiting for the voting results of the previous agenda item, the Chairman shall proceed and ask the Meeting to first consider the next agenda item. The voting results of the previous agenda item shall be announced to the Meeting once the voting counting was completely done.

The Chairman then conducted the Meeting according to the agenda items as presented in the Notice of the Meeting as follows:

Agenda 1 To acknowledge the Company's 2021 operating performance and the management discussion and analysis (MD&A)

Ms. Jareeporn Jarukornsakul, as the Group Chief Executive Officer, proposed the Meeting to acknowledge the Company's 2021 operating performance which could be summarized as follows:

Business overview in 2021

- Logistics Business grew significantly in 2021. Last year, the Company launched new Built-to-Suit Warehouse Projects and signed Built-to-Suit and Ready Built Factory & Warehouse rental contracts for an additional space of 166,310 sq.m., as well as short-term rental contracts with high returns for 176,595 sq.m. By the end of 2021, the Company owned and managed a total of 2,550,092 sq.m. of warehouse space.
- Industrial Estate Business, the company operates 11 industrial estates in Thailand and 1 industrial estate in Vietnam, totaling 12 industrial estates. At the end of 2021, the Company recorded total land sales of 891 rai (consisting of 850 rai in Thailand and 41 rai in Vietnam, not including the signed LOI/MOU of 96 rai in Vietnam).
- Utilities and Power Business, for water product/services business performance in 2021, total water sales and management volume, both domestically and internationally, amounted to 135 million cubic meters. As for power business, solar power had growth significantly. At the end of 2021, based on its shareholding equity, the Company's total electricity capacity stand at 607 megawatts.
- In the digital business, the Company was determined to develop cutting-edge digital services to increase customers' competitiveness and to become the leader in integrated digital innovations and technologies across its business hubs. At present, the Company continually built telecommunications towers and base stations inside our industrial estates, as well as renting spaces on these towers to telecom operators to install necessary devices for receiving and broadcasting network frequencies. The expansion of FTTx was being implemented to fully connect all customers in 9 industrial estates, and 3 data centers (as of 31 December 2021).

- Furthermore, the Company had consistently declared its intention in respect of anti-corruption. Last year, the Company reviewed and assess the anti-corruption risk, internal control procedure, including supplier code of conduct training to our suppliers. As for the Thai Private Sector Collective Action Against Corruption (CAC), the Company obtained the CAC re-certification certificate from CAC Council in December 2021 and would be valid for re-certification in 2023.

Then, the Chairman assigned Mr. Natthapatt Tanboon-ek, Chief Financial Officer, to inform the Meeting of the management discussion and analysis (MD&A) for 2021. The key summary was as follows:

- In 2021, the Company had the total revenue and share of profit and net profit of THB 11,964 million and THB 2,590 million, respectively, consisting of the normalized revenue and FX impacts, which was mainly unrealized gain/loss. In addition, the Company's normalized total revenue and share of profit and normalized net profit stood at THB 12,078 million¹ and THB 2,710 million, respectively.
- Rental and service revenue during 2021 increased by 0.5% to THB 1,161 million, compared to the same period of previous year because of the continuous increase in occupancy rate.
- Revenue from Industrial Land Business and sale of investment properties in 2021 stood at THB 6,665 million, which was the revenue from the sale of investment properties in the amount of THB 4,935 million, increased by 140.9% due to larger sale proceeds from assets monetization to REITs and higher asset sale proportion of owned assets, compared to 2020, which there was JV's asset monetization to REITs. Revenue from sale of industrial land business was THB 1,730 million, decreased by 8.2% compared to the same period of last year, because of lower revenue recognition from right of ways. If excluding such revenue, the revenue from industrial land business increased by 7.9% from a higher number of land transfer.
- Utilities income in 2021 was THB 2,148 million, increased by 14% compared to the same period of previous year, because of the higher demand from both existing customers and new customers and no drought situation requested the government for lower water consumption. Furthermore, the revenue from valued-added utilities comprising of demineralized water and premium clarified water and starting for COD in 2H2020 had strong performance and grew continuously as well as increase in water tariff since the beginning of 2021.
- Normalized revenue and share of profit from investment in power associates and joint ventures for 2021 was THB 1,193 million, increased by 19%, compared to the same period of previous year, mainly due to a higher revenue recognition from COD in additional solar power projects together with a solid performance of Small Power Plants (SPPs).

¹ Normalized total revenue and share of profit= Total revenue excluding FX impact, extraordinary items and deferred revenue items.

- Finance Cost for 2021 was THB 1,146 million, increased by 3%, compared to the same period of last year. However, the Company had a lower weighted average cost of fund decreased by 0.27% from 3.04% at the end of 2020 to 2.77% at the end of 2021.
- The Company had net profit and normalized net income for 2021 at THB 2,710 million, increased by 8%, compared to the same period of previous year. The main reasons were from higher revenue from sale of investment properties, revenue from utilities as well as revenue and share of profit from power business.

Details of which were provided in the operating performance presentations and the MD&A for 2021 recently presented to the Meeting and in Form 56-1 One Report for 2021 delivered to the shareholders together with the Notice of the Meeting.

The Company Secretary informed that, the Board of Directors had opined that it was appropriate to propose the Meeting to acknowledge the Company's 2021 operating performance and the MD&A. However, as this agenda was for acknowledgement; therefore, no vote was required.

Should any shareholder or proxy have any questions or opinions, please type and send questions to staff, and the Company shall gather and answer such submitted questions and opinions in agenda 2 which would be a related matter.

Resolution The Meeting acknowledged the Company's operating performance, as proposed.

Agenda 2 **To approve the Company's statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2021 audited by the certified public accountant**

The Chairman invited Mr. Natthapatt Tanboon-ek, Chief Financial Officer, to propose this matter to the Meeting.

Mr. Natthapatt Tanboon-ek, Chief Financial Officer, informed that the Company's statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2021 had been audited by the certified public accountant and deemed correct in all material aspect of financial reporting standards. Details appeared in Form 56-1 One Report for 2021 with the Financial Statements for the fiscal year ended December 21, 2021 in QR Code delivered to the shareholders with the Notice of the Meeting.

A key summary of the Company's statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2021 was as follows:

Items	Consolidated financial statements				Change in (%)
	2021 (THB)		2020 (THB)		
Total assets	82,769	Million	82,621	Million	0.18
Total liabilities	48,740	Million	50,454	Million	(3.40)
Total equity	34,030	Million	32,167	Million	5.79
Total revenue	11,639	Million	8,198	Million	41.97
Net profit*	2,590	Million	2,524	Million	2.61
Basic earnings per share	0.1733	/ share	0.1689	/ share	2.61

Remark: *Net profit refers to Profit attributable to owners of the parent.

The Board of Directors had opined that it was appropriate to propose the Meeting to approve the financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2021 as per the proposed details.

The Company allowed the Meeting to ask questions or provide suggestions relevant to this agenda item.

Questions/ Clarifications

1. Mrs. Kiratika Peanglad, the Shareholders' Right Protection Volunteer, Thai Investors Association (proxy) inquired whether the Russia – Ukraine war situation caused any impact to the Company's business or not.

The Chairman explained that the said situation did not cause direct impact to the Company's business, but it caused indirect impact, i.e., the increase in construction costs, and energy costs. Nevertheless, the Company had managed and already closed such risks and we shall continually monitor and assess any potential impact closely.

2. Mrs. Kiratika Peanglad (proxy) would like to know the Environmental, Social, and Governance (or "ESG")'s roles of the Company, contributed to individual, community, and country levels.

The Chairman explained that the Company paid high attention to ESG responsibilities in all aspects, for instance, we operated our industrial estates with good operational management system in order to reduce any potential environmental impact. In proving this, the Company had received the Rising Star Sustainability Award in the "Sustainability Excellence" category in 2021 from SET. As for Social, the Company took care and valued the communities surrounding our industrial estates, such as, in term of public health, from the recent COVID-19 pandemic, the Company had set up field hospital and made donation to support public health authorities, etc. We had continually received AMCHAM CSR Excellence (ACE) Recognition Award, at "Platinum level. As for Governance, the Company had been awarded "Excellent level" recognition from Corporate Governance Report of Thai Listed Companies 2021 (CGR).

As there were no further questions asked, thus the Meeting was requested to vote on this agenda item.

Resolution The Meeting approved the Company's statement of financial position and the statement of comprehensive income for the fiscal year ended December 31, 2021 audited by the certified public accountant by a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Resolved	Number of Votes	Percentage
Approved	8,031,231,191	99.9999
Disapproved	50	0.0000
Abstained	0	-
Voided Ballot	0	-

Agenda 3 To approve the dividend payment for the 2021 performance and legal reserve allocation

The Chairman invited Mr. Natthapatt Tanboon-ek, Chief Financial Officer, to propose this matter to the Meeting.

Mr. Natthapatt Tanboon-ek, Chief Financial Officer, informed that the Company had the dividend payment policy not less than 40% of the net profit of its separate financial statements, after deduction of corporate income tax and legal reserve. In considering the dividend payment, the Company shall take into account these aspects; the Company's performance and financial result, and investment plan as it deemed appropriate. However, the dividend payment shall not have a significant impact on the Company's normal operations. The Board of Directors' resolution of dividend payment shall propose to the shareholders' meeting for approval whereas the interim dividend shall be approved by the Board of Directors and reported to the next shareholders' meeting.

From the Company's performance and financial position under the separate financial statements, the Company's net profit for 2021 was THB 2,232,200,966 and unappropriated retained earnings as of December 31, 2021 was THB 3,423,385,669. The Board of Directors deemed it appropriate to propose the Meeting to consider and approve the additional dividend payment from 2021 operating performance at the rate THB 0.0735 per share in the approximate amount of THB 1,100 million. When including the interim dividend paid on December 9, 2021 at the rate of THB 0.0267 per share in the approximate amount of THB 400 million, the total dividend payment from 2021 operating performance was THB 0.1002 per share, totalling THB 1,500 million approximately, or equivalent to 67% of the net profit of the Company's separate financial statements after corporate income tax and legal reserve deduction, which shall be in consistent with the Company's dividend payment policy.

Table of dividend payment comparison

Items	2021	2020
Net profit of the Company's separate financial statements after corporate income tax and legal reserve deduction (THB million)	2,232	1,234
Dividend payments		
- Interim dividend (THB/ share)	0.0267	0.0367
- Annual dividend (in addition to the interim dividend) (THB/ share)	0.0735	0.0635
Total annual dividend payments at the rate of (THB/ share)	0.1002	0.1002
Total approximate amount of dividend payment (THB million)	1,500	1,500
Dividend payout ratio / Net profit after corporate income tax and legal reserve deduction (%)	67	122
Dividend payout ratio / Net profit from consolidated financial statements (%)	58	59

The Record Date for the shareholders' right to receive the dividend shall be May 6, 2022 and the dividend payment date shall be on May 25, 2022. However, the right to receive the dividend was uncertain as it was subject to the approval of this Meeting.

Regarding this, the Company had fully allocated its legal reserve in accordance with legal requirement.

As a result, the Board of Directors deem it appropriate to propose the Meeting as follows:

1. To acknowledge the interim dividend paid on December 9, 2021 at THB 0.0267 per share in the approximate amount of THB 400 million.
2. To approve the additional dividend payment from 2021 operating performance at THB 0.0735 per share in the approximate amount of THB 1,100 million: and
3. It is not necessary for the Company to allocate its net profit for legal reserve because the legal reserve has been fully allocated as required by law.

The Company then allowed the Meeting to ask questions or provide any opinions. In the absence of any questions or opinions on this agenda item, the Meeting was requested to vote on this agenda item.

Resolution The Meeting acknowledged the interim dividend and approved the additional dividend payment from 2021 operating performance at THB 0.0735 per share in the approximate amount of THB 1,100 million; and did not allocate its net profit for legal reserve because the legal reserve had been fully allocated as required by law. The Record Date for the shareholders' right to receive the dividend shall be on May 6, 2022 and the dividend payment date shall be on May 25, 2022. The Meeting passed the resolution by a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Resolved	Number of Votes	Percentage
Approved	8,031,203,591	99.9996
Disapproved	27,600	0.0003
Abstained	50	-
Voided Ballot	0	-

Agenda 4 To approve the appointment of directors to replace the directors who are due to retire by rotation

The Chairman proposed this matter to the Meeting that pursuant to clause 17 of the Company's Articles of Association, one-third (1/3) of the directors must retire by rotation. Should the directors be unable to be divided into three parts, the number of directors closest to one-third (1/3) of all directors shall retire. In this respect, the retired directors will be eligible for re-election.

At present, the Company had 12 directorships in total, i.e., 10 directors were holding the board seats (and 2 positions were under nomination process). Therefore, at this Meeting 4 directors were due to retire by rotation as follows:

- (1) Mr. David Richard Nardone Director
- (2) Mr. Vivat Jiratikarnsakul Director
- (3) Mr. Apichai Boontherawara Independent Director
- (4) Mr. Arkrapol Pichedvanichok Independent Director

The Nomination and Remuneration Committee (without the interested members) had considered the recruitment and selection of the personnel, who were deserving as being nominated as directors in replacement of the directors who were retiring by rotation, by taking into account the suitability, knowledge, competencies, expertise of the Board of Directors (Board Skill Matrix), professions, with the variety of experiences and other qualifications which would be supportive to the operation of the Company and deemed it appropriate to re-elect the 4 retired directors (as listed above) as directors and independent directors for another term.

In addition, the Company posted on its website and announced through the SET disclosure system in order to provide an opportunity for shareholders to propose names of qualified persons to be elected as directors in accordance with the Company's requirements for this Meeting in advance from November 1, 2021 to December 31, 2021. However, there was no candidate proposed from any shareholder.

The Board of Directors (without the interested directors) had jointly and carefully considered and agreed with the recommendation of the Nomination and Remuneration Committee. The 4 directors who had been screened and deliberately nominated by the Nomination and Remuneration Committee and the Board of Directors were very knowledgeable with strong experiences and consistent with corporate governance principles and the Company's business strategic plan for transparency.

In addition, the 4 nominated directors had qualifications in accordance with the Public Limited Companies Act and relevant notifications of the Capital Market Supervisory Board. Moreover, they were not the directors or the executives of other entities that had conflict of interest or compete with the Company.

The Board of Directors had considered that Mr. Apichai Boontherawara and Mr. Arkrapol Pichedvanichok were qualified to be independent directors pursuant to the definition of independent directors of the SET and of the Company and are competent to provide opinions independently in accordance with relevant regulations.

The Board of Directors (without the interested directors) deemed it appropriate to propose the Meeting to re-appoint the following directors who were due to retire by rotation to be in their positions for another term of office:

(1)	Mr. David Richard Nardone	Director
(2)	Mr. Vivat Jiratikarnsakul	Director
(3)	Mr. Apichai Boontherawara	Independent Director
(4)	Mr. Arkrapol Pichedvanichok	Independent Director

Profiles of the nominated candidates to be directors in replacement of the retired directors were set out in Attachment 2 to the Notice of the Meeting.

To allow the shareholders to freely vote for this agenda, the 4 nominated directors were requested to leave the Meeting temporarily during the vote on this agenda.

Then, the Company allowed the Meeting to ask questions or provide suggestions relevant to this agenda item.

Questions/ Clarifications

1. Mrs. Kiratika Peanglad (proxy) inquired about the director nomination process and guideline of the Company, and how to ensure that the nominated person(s) could drive the organization as well as be the shareholders' representative(s) in creating maximum value for the shareholders and the Company's business operation and in compliance with good governance and transparency.

The Chairman clarified that the Company set out the written guideline for the director nomination in the Nomination and Appointment of Directors Criteria available for studying from the Company's website. Nevertheless, in summary the Nomination and Remuneration Committee was responsible for searching for candidates by taking into account of Board Diversity, including qualifications, appropriate experiences, professional capability, and in compliance with legal requirements. The board composition was highly concerned in order to maintain a balance among the board members and to encourage the participation from persons with different backgrounds and variety of opinions. This aimed to promote the efficient performance of the Board of Directors for maximum benefit of all stakeholders.

In the absence of any questions or opinions on this agenda item, the Meeting was requested to vote on this agenda item.

(After the vote, the 4 nominated directors were invited to the Meeting for further proceedings).

Resolution The Meeting approved the re-appointment of the proposed directors who were due to retire by rotation to be in their positions for another term of office. The Meeting resolved to re-appoint each individual director by a majority vote of the shareholders attending the Meeting and casting their votes as follows:

1. Mr. David Richard Nardone as Director for another term.

Resolved	Number of Votes	Percentage
Approved	8,031,231,191	99.9999
Disapproved	50	0.0000
Abstained	0	-
Voided Ballot	0	-

2. Mr. Vivat Jiratikarnsakul as Director for another term.

Resolved	Number of Votes	Percentage
Approved	8,031,231,191	99.9999
Disapproved	50	0.0000
Abstained	0	-
Voided Ballot	0	-

3. Mr. Apichai Boontherawara as Independent Director for another term.

Resolved	Number of Votes	Percentage
Approved	7,891,382,940	98.2586
Disapproved	139,847,901	1.7413
Abstained	400	-
Voided Ballot	0	-

4. Mr. Arkrapol Pichedvanichok as Independent Director for another term.

Resolved	Number of Votes	Percentage
Approved	8,031,203,791	99.9996
Disapproved	27,050	0.0003
Abstained	400	-
Voided Ballot	0	-

Agenda 5 To approve directors' remuneration for the year 2022

The Chairman invited Mr. Apichai Boontherawara, Chairman of Nomination and Remuneration Committee, to present this matter to the Meeting.

Mr. Apichai Boontherawara, Chairman of Nomination and Remuneration Committee, proposed that under Clause 22 of the Company's Articles of Association, the directors of the Company were entitled to receive the director remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus, or return in other nature as considered and resolved by the shareholders' meeting with votes no less than two-thirds (2/3) of total votes of the shareholders who attend the meeting. The remuneration was possibly be determined in a certain amount or set as specific payment criteria and was possibly be utilized for a certain period or constantly utilized until the shareholders' meeting approve the change thereto. Moreover, the directors of the Company were entitled to receive allowances and welfares in accordance with the Company's rule. In this regard, it shall not affect the rights of the director who was the staff or employee of the Company to receive the remuneration and benefit in the position as the staff or employee of the Company.

The Nomination and Remuneration Committee had considered the appropriation of the director and the sub-committees' remuneration and proposed the remuneration for 2022 based on the evaluation on the compensation in other business, duties, responsibilities, the Company's financial status and operating results, including the conformity with the market and other reference factors.

In 2021, the directors' remuneration was paid by the Company in the form of retainer fee and meeting allowance totalling THB 8,755,307 with the bonus in the amount of THB 20,338,000. Thus, the total amount of 2021 directors' remuneration was THB 29,093,307.

The Board of Directors considered the 2022 directors' remuneration as recommended by the Nomination and Remuneration Committee, by taking into account the performance of the Board of Directors and all sub-committees, and deemed it appropriate to propose the Meeting as follows:

1. To acknowledge the 2021 directors' remuneration payment as approved by the 2021 Annual General Meeting of Shareholders.
2. To approve the 2022 directors' remuneration as follows:

Monetary Remuneration, consisting of retainer fee, and meeting allowance for Board of Directors and all sub-committees:

- (1) Retainer fee for Board of Directors
(the same rates as previous year)

Positions	2022 (THB/year*)	2021 (THB/ year*)
Chairman of the Board of Directors	250,000	250,000
Directors	200,000	200,000

Remark: *Payment will be made on a monthly basis

(2) Meeting Allowance for Board of Directors

(Meeting allowance of Chairman of the Board of Directors and all directors was at the same rates, but changed in the rate for Chairman of Audit Committee which would apply the same rate as all directors.)

Positions	2022 (THB/year*)	2021 (THB/ year*)
Chairman of the Board of Directors	40,000	40,000
Directors	30,000	30,000

*Remark: *The meeting allowance is payable to directors attending the meeting only.*

(3) Meeting Allowance for Audit Committee

(to increase the rate from previous year to reflect the increase in higher responsibilities)

Positions	2022 (THB/year*)	2021 (THB/ year*)
Chairman	35,000	25,000
Members	20,000	15,000

*Remark: *The meeting allowance is payable to directors attending the meeting only.*

(4) Meeting Allowance for each Sub-Committee (except Audit Committee)

(the same rates as previous year)

Positions	2022 (THB/year*)	2021 (THB/ year*)
Chairman	25,000	25,000
Members	15,000	15,000

*Remark: *The meeting allowance is payable to directors attending the meeting only.*

- (5) Bonus at the rate of 0.17 percent of the total income of the consolidated financial statements and equity income of investment from associates and joint ventures based on consolidated financial statements for the fiscal year ended December 31, 2022. The Board of Directors or any persons assigned by the Board of Directors was authorized to set details and other conditions of the bonus payment.

There was no non-monetary remuneration or other kind of remuneration for directors.

The Company allowed the Meeting to submit their questions and suggestions. In the absence of any questions or opinions on this agenda item, the Meeting was requested to vote on this agenda item.

Resolution The Meeting approved the directors' remuneration for the year 2022, as proposed, as follows:

1. Retainer fee for Board of Directors

Positions	2022 (THB/year*)
Chairman of the Board of Directors	250,000
Directors	200,000

Remark: *Payment will be made on a monthly basis

2. Meeting Allowance for Board of Directors

Positions	2022 (THB/meeting*)
Chairman of the Board of Directors	40,000
Directors	30,000

Remark: *The meeting allowance is payable to directors attending the meeting only.

3. Meeting Allowance for Audit Committee

Positions	2022 (THB/meeting*)
Chairman	35,000
Members	20,000

Remark: *The meeting allowance is payable to directors attending the meeting only.

4. Meeting Allowance for each Sub-Committee (except Audit Committee)

Positions	2022 (THB/meeting*)
Chairman	25,000
Members	15,000

Remark: *The meeting allowance is payable to directors attending the meeting only.

5. Bonus at the rate of 0.17 percent of the total income of the consolidated financial statements and equity income of investment from associates and joint ventures based on consolidated financial statements for the fiscal year ended December 31, 2022. The Board of Directors or any persons assigned by the Board of Directors was authorized to set details and other conditions of the bonus payment.

There is no non-monetary remuneration or other kind of remuneration for directors.

The Meeting, by an affirmative vote of not less than two-thirds of total number of votes of the shareholders present at the meeting, approved this agenda item as follows:

Resolved	Number of Votes	Percentage
Approved	8,024,338,672	99.9141
Disapproved	6,892,569	0.0858
Abstained	0	-
Voided Ballot	0	-

Agenda 6 To approve the appointment of auditor(s) and the auditor’s fee for 2022

The Chairman invited Mr. Natthapatt Tanboon-ek, Chief Financial Officer, to present this matter to the Meeting.

Mr. Natthapatt Tanboon-ek, Chief Financial Officer, proposed that with respect to the appointment of auditors and fixing the auditor’s fee for 2022, the Audit Committee had considered and selected PricewaterhouseCoopers ABAS Limited (“**PwC**”) and the auditor(s) of PwC to be the Company’s auditor. Having considered the past performance, good working standard, experience, auditing expertise, and internationally acceptable standards with reasonable fees, the Audit Committee was of the opinion that PwC was suitable to be appointed as the Company’s auditor.

The Board of Directors considered the Audit Committee’s recommendation and deemed it appropriate to propose the Meeting to appoint PwC to be the audit firm of the Company and to appoint the following certified public accountants from PwC, who were the auditors approved by the Office of the Securities and Exchange Commission (“**Office of SEC**”), to be the Company’s auditors for 2022:

- | | | |
|-----|----------------------------|--|
| (1) | Mr. Boonrueng Lerdwiseswit | Certified Public Account No. 6552 and/or |
| (2) | Mr. Paiboon Tunkoon | Certified Public Account No. 4298 and/or |
| (3) | Mr. Kan Tanthawirat | Certified Public Account No. 10456 |

The 3 above-mentioned auditors had never reviewed or audited or given opinions on the Company’s financial statements.

Moreover, the Board of Directors further proposed the Meeting to fix the auditor’s fee for 2022 in the amount of THB 2,270,000 (which was the same rate as the previous year).

The auditors of the Company and all subsidiaries in Thailand were under the same audit firm, i.e., PwC, and PwC achieved their good performance as the auditors of the Company and subsidiaries. The proposed audit firm and the auditors had no relationship and/or conflicts of interest against the Company, the subsidiaries, the executives, the major shareholders, or other related persons thereof. Details of the auditors’ profiles were provided in Attachment 4 of the Notice of the Meeting.

The Company allowed the Meeting to submit their questions and suggestions. In the absence of any questions or opinions on this agenda item, the Meeting was requested to vote on this agenda item.

Resolution The Meeting approved the appointment of PricewaterhouseCoopers ABAS Limited (“**PwC**”) to be the audit firm of the Company and to appoint the following certified public accountants to be the Company’s auditors:

- | | | |
|-----|----------------------------|--|
| (1) | Mr. Boonrueng Lerdwiseswit | Certified Public Account No. 6552 and/or |
| (2) | Mr. Paiboon Tunkoon | Certified Public Account No. 4298 and/or |
| (3) | Mr. Kan Tanthawirat | Certified Public Account No. 10456 |

and approved to fix the auditor's fee for 2022 in the amount of THB 2,270,000. The Meeting passed the resolution by a majority vote of the shareholders attending the Meeting and casting their votes, as follows:

Resolved	Number of Votes	Percentage
Approved	8,031,215,591	99.9999
Disapproved	650	0.0000
Abstained	15,000	-
Voided Ballot	0	-

Agenda 7 To consider other business (if any)

The Chairman informed the Meeting that the Company provided the opportunity for the shareholders to propose agendas for the Meeting in advance during November 1, 2021 to December 31, 2021 pursuant to the Company's announcement through the Company's website and SET disclosure system. However, no shareholders proposed any matters or nominated any candidates for election as directors.

The Chairman further informed that the Meeting did duly consider all agenda items as stated in the Notice of the Meeting. Then, the Chairman allowed the shareholders and the proxies to submit any additional questions or opinions.

Questions/ Clarifications

1. Mrs. Kiratika Peanglad (proxy) inquired about risk and risk management, i.e., whether the Company had emphasized any particular risk factor or not, and what was the Company's risk management strategy to build the shareholders and investors' confident for maximum benefit.

The Chairman explained that the Company considered all risks were significant for the business operation. However, based on the global impact from COVID-19 pandemic situation in the past year, the Company emphasized the operational risks of all business hubs in order to prevent or mitigate any potential impacts. As a result of our risk management in all aspects, the Company's normalized total revenue was highly increased to 28% (YOY). This could prove the Company's high concern on the risk management.

As there was no further question, the Chairman thanked all shareholders and attendees participating in this Meeting. The Chairman then adjourned the Meeting.

(Before the adjournment of the Meeting, there were 26 shareholders attending the Meeting in person and 1,281 proxies, totaling 1,307 shareholders attending the Meeting, representing a total of 8,031,231,241 shares or 53.7319 percent of the total issued shares of the Company).

The Meeting adjourned at 3.25 p.m.

-signature-

(Ms. Jareeporn Jarukornsakul)

Chairman of the Board of Directors/ Chairman of the Meeting