

(Translation)

**Minutes of Annual General Meeting of Shareholders No. 22  
of  
Trinity Watthana Public Company Limited**

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Date, Time and Place

The Meeting was held on 25<sup>th</sup> April, 2024 at 2.00 p.m. at the An An Room, Basement floor, Montien Hotel Surawong Bangkok, 54 Surawong Road, Kwang Silom, Khet Bangrak, Bangkok.

Attendants

The Company closed the register book at 2.00 p.m. There were 35 shareholders present in person and 41 shareholders by proxies, altogether 76 shareholders, representing 97,589,397 shares or 45.52 percent from the total issued and paid up of 214,404,846 shares. The quorum was thus satisfied according to the Company's Articles of Association.

Preliminary Proceedings

Mr. Pakhawat Kovithathanaphong, Chairman of the board of directors, welcomed the shareholders attending the Meeting. The register book was closed at 2.00 p.m. of which the quorum was satisfied according to the Company's Articles of Association. To orderly conduct the meeting and record the minutes, the Chairman requested the Company Secretary to inform the following voting procedures for each agenda:

1. A shareholder's voting right was directly proportionate to the number of shares held.
2. For shareholders who granted proxies to independent director or Chief Executive Officer, the Company would include and record the casting votes as specified for each agenda by the shareholders.
3. During each agenda, if any attending shareholder or proxy would like to propose any opinions or questions, the shareholder should raise his/her hand to ask for the permission. When the Chairman allowed, the shareholder reported the name to the Meeting before proposing the opinions or questions. The opinions or questions should be related to the agenda, if not, the shareholder should propose his/her opinion or question to the Meeting after finishing all agendas.
4. The Company Secretary shall inform the Meeting for voting required in each agenda before requesting for shareholders' voting.
5. In the event that there were no dissenting opinions, or opinions that differed from those of the Chairman, or the Board of Directors, the Meeting would consider an issue certified and resolved unanimously.
6. In the event that any attending shareholder cast a dissenting vote on any of the proposed agenda, the shareholder should fill out the voting ballot and submit it to a Company's officer so that the votes for that particular agenda could be recorded.  
During gathering the votes of each agenda, the Chairman may consider propose next agenda to the Meeting and reported the casting votes when the staff finished the count.
7. In voting, a ballot is considered voided when, but not limited to, a shareholder cast on more than the permitted number of votes or when there was no signature of meeting participants ratifying the strikethrough information on the ballot. Splitting a vote on a ballot shall also invalidate a ballot, with the exception given to the custodians.

The Company Secretary requested for a volunteer to observe the counting of votes. Ms. Thitinard Inchamchuen, a proxy of one shareholder, accepted to be the observer.

The Company Secretary reported to the Meeting that the Company has granted the minority shareholders right to propose the agenda and to nominate candidates to be elected as directors in advance. The criteria and procedures were posted via SET and the Company's website on January 4, 2024 and required shareholders to submit any proposal within February 14, 2024. However, there was no proposal submitted to the Company.

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The Company Secretary reported that 9 of the 11 directors attended the meeting, accounting for 81.82% and introduced the directors, independent directors, management and external auditors attending the Meeting as follows:

Independent directors and audit committee

1. Mr. Pairote Varophas Chairman of Nomination and Compensation Committee
2. Mr. Kampanart Lohacharoenvanich
3. Professor Dr. Arnat Leemakdej

Independent director / non-executive directors

1. Mr. Nitipol Chaisakulchai Member of Nomination and Compensation Committee
2. Mr. Kanavuti Wattanateerach Member of Nomination and Compensation Committee
3. Mr. Udomsak Rojviboonchai Director

Executive directors and management

1. Mr. Charnchai Kongthongluck Director and Advisor to Chief Executive Officer
2. Dr. Visit Ongpipattanakul Director and Chief Executive Officer, Chairman of Executive Committee of Trinity Securities Co., Ltd.
3. Dr. Veeraphat Phetcharakupt Chief Executive Officer of Trinity Securities Co., Ltd.
3. Ms. Suwannee Limpanavongsaen Chief Operating Officer of Trinity Securities Co., Ltd. and Chief Financial officer
4. Ms. Niyada Jangtrakul Deputy Managing Director of Trinity Securities Co., Ltd.

Absent director

1. Mr. Abhichart Arbhahirama Chairman of Audit Committee and Member of Nomination and Compensation Committee  
Mr. Abhichart has resigned from the directorship with effective on April 25, 2024. The Board of Directors will nominate a new director to replace him.
2. Mr. Sorayouth Prompoj Independent Director  
Mr. Sorayuth has been sick and stayed in the hospital.

Representative of external auditor (EY Company Limited)

1. Ms. Pattama Vanprasitporn

For safety of all attendants, the Company Secretary inform the attendants the procedures for emergency evacuation and gathering location.

The Company's articles of association regarding the shareholders' meeting and the voting could be examined from the attachment 4 (page 40-42) of the notice of the meeting.

According to The Personal Data Protection Guideline for the 2023 Annual General Meeting of Shareholders in the page 44 of the notice of the meeting. The Company Secretary informed the Meeting that the Company will collect, use and disclose the personal data that may identify your identity within the relevant scope of the Shareholders' Meeting including identity verification, evidence for attending the meeting to cast your vote electronically. The Company would record the video and ready for publishing to requested shareholders who request according to the company's procedures and the exercise of rights must be in accordance with applicable laws and regulations. The Company may refuse to take actions as requested if such refusal is permitted by law.

There were no questions or other opinions. The Chairman then declared the Meeting duly convened to consider the agenda as follows:

**1. To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 21 held on 26<sup>th</sup> April, 2023**

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 21 held on 26<sup>th</sup> April 2023, copies of which had been sent to shareholders, together with the notice of this Meeting.

(Translation)

**Resolved** It was unanimously resolved that the Minutes of the Annual General Meeting of Shareholders No. 21 held on 26<sup>th</sup> April 2023 be adopted. Details of the voting were as follows:

Approved	97,589,397	votes	100.0000%
Object	0	votes	0.0000%
Abstained	0	votes	0.0000%
Voided ballot	0		

**2. To consider and acknowledge the Company's operating results for the year ended 31<sup>st</sup> December 2023**

The Chairman requested that Mr. Visit Ongpipattanakul, CEO, inform the Meeting the Company's operating results.

Mr. Visit reported that in 2023, the lingering effects of high inflation stemming from the Russia-Ukraine conflict in 2022 prompted central banks, particularly the US Federal Reserve, to adopt monetary tightening policies to curb inflation. This resulted in a liquidity crisis in the US regional banking system and raised concerns about Credit Suisse in Europe. The continuous rise in US policy interest rates led to a stronger US dollar and higher US bond yields, causing capital inflows back to the US.

The Thai stock market experienced a significant decline of 15.2%, with the SET Index closing at 1,416 points at the end of 2023 compared to 1,669 points at the end of 2022. The primary factors contributing to this sharp decline were the global economic slowdown and recession, which inevitably impacted Thailand's export sector. Additionally, defaults on bonds issued by certain listed companies raised investor concerns about investing in both equity and debt markets, leading to sell-offs in mid- and small-cap stocks and putting pressure on market demand and liquidity.

From such factors, the average daily trading value of securities for the whole year was Baht 53,331 million, a decrease from 2022 at Baht 76,773 million or a decrease of 30.53%. The Company market share in 2023 is 0.74% decreased from 0.87% in 2022 resulted from the decrease in retail investors' trading volume.

In 2023, foreign investors and domestic institutions play an increasing role. The proportion of trading value of foreign investors increased to 50.7% from 2021 at 45.6% and the proportion of trading value of domestic institutional investors increased to 8.2% from 2022 at 7.5%, while other types of investors had a decrease in the proportion of securities trading. Retail investors' share of securities trading decreased to 33.8% from 39.0% in 2022, and securities company accounts decreased to 7.3% from 8.0% in 2022.

Foreign investors had a net selling position of THB 192,083 million, while brokerage firms had a net selling position of THB 5,256 million while retail investors had a net buying position of THB 116,327 million, and domestic institutional investors had a net buying position of THB 81,011 million.

For the futures market, the trading volume slightly decreased from 2022. The volume of contracts traded from 136.32 million contracts in 2022 to 129.49 million contracts in 2023. In 2023 SET50 Index and currency futures were more popular while trading in single stock futures was decreased. The main group of TFEX investors is still retail investors which was 47% of total trading volume same as year 2022. The proportion of trading value of foreign investors increased to 28% from 2022 at 24%.

In managing private funds, as the Thai and global stock market is very volatile, it caused some customers to reduce the investment proportion to reduce the risk. The total asset value of domestic private equity funds decreased from THB 2,747 million at the end of 2022 to THB 2,554 million baht at the end of 2023, or a 7% drop in asset value from 2022. The asset value of foreign private equity funds, decreased from \$6.45 million at the end of 2022 to \$4.35 million at the end of 2023 or decreased by 32.56%.

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For investment business perspective, the company is a financial advisor for listing of several companies continuously in 2023 and participate with other brokerage firm to underwrite new IPO of 10 companies and also issuing and offering of debentures of 6 companies.

The company also emphasizes importance to ethical management in accordance with the practice of good corporate governance. The company was assessed by the Thai Institute of Directors Association for the Corporate Governance of Listed Companies for the year 2023. It was a listed company that received a rating of "Excellence" in accordance with the ASEAN CG Scorecard standard. The 2023 shareholders' meeting by the Thai Investors Association has been consistently rated as "Excellent".

Since the Company has been certified from the Private Sector Collective Action Coalition Against Corruption (CAC) Committee as one of the members of the CAC in 2015 and continuously renewed the member status with the CAC. This represented that the Company anti-corruption policy be implemented at all levels from the Company thru the subsidiaries.

For the company's operating results in 2023, the company had a total income of Baht 304 million, a decrease of 63.42 percent from the year 2022 with a total income of Baht 831 million. The operating and administrative expenses decreased from Baht 613 million in 2022 to Baht 508 million, a decrease of 17.11 percent but the Company has recorded the expected credit loss amounted Baht 239 million, therefore the Company faced huge loss at Baht 353 million where in 2022 the Company had net profit at Baht 178 million, decreased by 298.09% with the return on equity at -22.61% compared to 10.21% in 2022.

Details of income and expenses had been presented to the Meeting and detail of 2023 operating results had been presented in the Annual Report, which had been sent to shareholders along with the invitation to attend the shareholders' meeting.

Mr. Visit informed the Meeting that this agenda is to explain the operating results to the Meeting and no voting was required. Then he asked the Meeting whether there were any questions.

Mr. Chuchai Sorasetsakul, a shareholder, asked whether the default account receivables will be able to settle their debts.

Mr. Visit informed that the management is in the process of following both collateral and repayment from them.

Should there be no further question, Mr. visit concluded that the Meeting acknowledge the Company's operating results for 2023.

**3. To consider and approve the financial position and income statements for the year ended December 31, 2022**

The Chairman requested that Ms. Suwannee Limpanavongsaen present the details of the financial statements.

Ms. Suwannee then presented the details of the financial statements for the year ended December 31, 2023. These statements which had been reviewed and audited by the Company's auditor could be summarized as follows:

- Total assets of Baht 5,507 million at the end of year 2023 decreased from Baht 7,238 million at the end of year 2022 due to the decrease in current assets from Baht 6,711 million to Baht 4,611 million. Whereas the Company's total liabilities were Baht 4,121 million compared to the total liabilities of Baht 5,499 million at the end of 2022 due to the decrease in current liabilities from Baht 4,641 million to Baht 3,532 million.
- The main assets comprised of the decrease in receivables from securities and derivatives business from Baht 4,523 million at the end of 2022 to Baht 3,044 million at the end of 2023 and the decrease in loans to others from Baht 1,062 million at the end of 2022 to Baht 800 million.

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As for securities business receivables in the amount of 479 million baht that defaulted on the purchase of shares of a listed company at the Stock Exchange of Thailand, unusual trading was found in November 2022. The subsidiary filed a complaint to prosecute such debtor and other persons involved or used to be related to the debtor on charges of fraud. The company considers facts and progress in litigation by various official agencies related in 2023 as follows:

The public prosecutor : determined that the gathered evidence showed that the accused and its associates involved or previously involved with the offender of the fraudulent activities, and therefore filed a petition with the court on 16 February 2023.

The Civil Court : issued an emergency motion for the temporary seizure and attachment of assets related to the alleged wrongdoing until it is otherwise adjudicated on 16 February 2023. On 28 August 2023, the court scheduled a hearing of the petition or the establishment of the course of prosecution. The court has scheduled the examination of witnesses for the petitioner and the respondent, for the period from October 2024 to March 2025.

The Securities and Exchange Commission (“SEC”) : stated to the Economic Crime Suppression Division of the Central Investigation Bureau (“ECD”) that receivable and 18 co-offenders had caused the general public to misunderstand the price or volume of securities transactions, thereby violating the Securities and Exchange Act B.E.2535 (1992) and constitutes an unfair practice that constitutes a criminal offense under the Anti-Money Laundering Act B.E.2542 (1999). The SEC reported the case to the AMLO for further action on 10 February 2023. Consequently, the SEC filed an accusation against the 32 offenders with the ECD for further legal proceedings on 27 June 2023.

The Department of Special Investigation (“DST”) : received the case as special case on 4 October 2023.

The committee of the Anti-Money Laundering Office (“AMLO”) : agreed and approved that the case shall be submitted to the public prosecutor to file a petition with the court to issue an order to seize the assets as state property on 7 February 2023. On 21 November 2023 regarding the outcome of the investigation, the committee informed the subsidiary of the decision that the subsidiary was a victim of the primary offense in such case, resulting in damages of Baht 478.5 million. Any recoverable damages or compensation will be distributed proportionately.

Therefore, the management have determined that this event is an abnormal transaction, as it was carried out with fraudulent intent. Such conduct is prohibited by law and runs counter to public order and good morals. Therefore, this event must be cancelled and the transaction must be treated as if it had never occurred. Setting up the allowance for expected credit losses may have an adverse effect on the case that the subsidiary has filed with the AMLO on 16 February 2023, seeking protection of its rights from the predicate offense. It may also adversely affect the case under which the Company has filed the complaint alleging fraudulent conduct with the ECD. Since the setting up the allowance for expected credit losses could be interpreted as the subsidiary’s acceptance of the disputed transactions as being valid, along with the acceptance of the damage caused. In this regard, the subsidiary has not recorded any allowance for expected credit losses related to the overdue securities business receivables mentioned above. The management of the Company and the subsidiary believe that there is a high probability that this transaction will be cancelled and treated as if it had never occurred. The overdue amount is expected to be fully reimbursed from assets totaling Baht 4,470.87 million with interest thereon, which are seized in accordance with the court order.

- The main liabilities comprised of borrowings for both settlement and margin loans amounted to Baht 3,618 million compared to Baht 4,781 million in 2022 which included short-term borrowings of Baht 3,329 million and long-term debentures amounted to Baht 319 million.
- The Company’s shareholders’ equity was Baht 1,386 million compared to Baht 1,740 million at the end of 2022 resulting from the Company and subsidiaries’ loss amounted to Baht 353 million in 2023.
- Details on revenue and expenses had already been explained in the Agenda2.

(Translation)

The financial position and the income statements had been considered by the Board of Directors, and the Audit Committee. The reports of the Board of Directors, Audit Committee and Auditor could be found in the Annual Report, which had been sent to shareholders along with the invitation to attend the shareholders' meeting. The auditor has qualified opinion on the allowance for expected credit losses since the management are currently unable to find the past comparable cases or any supporting evidence to validate their belief. As a result, the auditor was unable to obtain sufficient appropriate audit evidence for the allowance for expected credit losses for such overdue receivable to conclude whether the allowance should be set up, and if so, what the appropriate balance of the allowance should be. Any adjustments necessary would result in a decrease in the total assets and retained earnings in the consolidated statement of financial position and the separate statement of financial position (which presented investments in subsidiaries under the equity method) as at 31 December 2023, and a decrease in the profit and total comprehensive income in the consolidated and separate statements of comprehensive income.

Ms. Suwanee asked the Meeting whether there were any questions.

Should there be no any question, Ms. Suwanee then proposed the Meeting to approve the financial position and income statements for the year ended December 31, 2023.

**Resolved** It was resolved by majority votes that the financial position and income statements for the year ended December 31, 2023 be approved. Details of the voting were as follows:

Approved	97,587,598	votes	99.9982%
Object	1,799	votes	0.0018%
Abstained	0	votes	0.0000%
Voided ballot	0		

#### **4. To consider and approve no appropriation of the profits and dividends for the year 2023**

##### **4.1 To consider and approve no appropriation of profits as legal reserve**

The Chairman requested that Mr. Visit Ongpipattanakul present the details of this agenda.

Mr. Visit reported that according to Section 116 of the Public Company Act B.E. 2535 (1992), the Company was required to appropriate a portion of net profit as legal reserve at a rate of not less than 5.0 percent of net profit for the year after deducting the forwarded retained loss (if any) until the total amount of the legal reserve was not less than 10.0 percent of registered capital. In 2023, the Company's net loss in the separate financial statements was Baht 353,399,191. The board of directors was of the opinion that the Meeting considered and approved no appropriation of profit as legal reserve.

Mr. Visit asked the Meeting whether there were any questions.

When there was no question, Mr. Visit proposed that the Meeting consider and resolve the agenda.

**Resolved** It was resolved by majority votes that the Meeting approve no appropriation of profit as legal reserve. Details of the voting were as follows:

Approved	97,139,397	votes	99.5389%
Object	450,000	votes	0.4611%
Abstained	0	votes	0.0000%
Voided ballot	0	votes	

#### **4.2 To consider and approve no dividend payment for the year 2023**

The Chairman requested that Mr. Visit Ongpipattanakul present the details of this agenda.

Mr. Visit reported that the company's dividend payout policy has been set at no less than 50% of consolidated net profit and no more than the unappropriated retained earnings of the separate financial statements. Record of dividend payments for the year 2020 to 2022, the net loss and unappropriated deficit for the year 2023 were presented in the notice of the meeting. Net consolidated loss was Baht 353 million and retained loss of the separate financial statements was Baht 73 million.

The board of directors proposed the Meeting to approve no dividend payment for the year 2023.

Mr. Visit asked the Meeting whether there were any questions. When there was no question, he proposed that the Meeting consider and resolve the agenda.

When there was no question, Mr. Visit proposed that the Meeting consider and resolve the agenda.

**Resolved** It was resolved by majority votes that the Meeting approve no dividend payment for the year 2023. Detail of votes were as follows:

Approved	97,587,710	votes	99.9983%
Object	1,687	votes	0.0017%
Abstained	0	votes	0.000%
Voided ballot	0	votes	

#### **5. To consider and appoint new directors to replace the retiring directors and approve directors' remuneration**

##### **5.1 To consider and appoint new directors to replace the retiring directors**

The Chairman requested Mr. Pairote Varophas, chairman of Nomination and Compensation committee, present the details of this agenda.

Mr. Pairote informed the Meeting that in accordance with the Company's Articles of Association, one-third of the Company's directors must retire. The Company has granted the minority shareholders right to nominate candidates to be elected as directors at the Annual General Meeting of Shareholders in advance within February 14, 2024. However, there was no proposal of director nomination submitted to the Company Secretary.

According to articles of association, there are 4 directors retiring by one-third rotation rules:

1) Dr. Panja Senadisai	Position	Independent Director / Member of Audit Committee / Chairman of Nomination and Remuneration Committee
2) Mr. Kampanart Lohacharoenvanich	Position	Independent Director/member of Audit Committee
3) Mr. Sorayouth Prompoj	Position	Independent Director/Member of Nomination and Remuneration Committee
4) Dr. Visit Ongpipattanakul	Position	Director

Dr. Panja Senadisai has passed away on June 2023 and Mr. Kampanart Lohacharoenvanich and Mr. Sorayouth Prompoj has informed not to be appointed for another term.

The Nomination and Compensation Committee, excluding the directors who have interest in this matter, has nominated new directors by considering according to the Company's director nomination criteria; namely qualifications, meeting attendance, performance and non-conflict of interest positions in other companies. For independent director, the Company has defined the qualification of Independent directors as set out by the office of Securities and Exchange Commission and the Stock

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Exchange of Thailand as illustrated in Exhibit 2. The newly and rotated Directors to be proposed to the Meeting whose biographies presented in Exhibit 1, are the following persons:

- 1) Dr. Panya Boonyapiwat
- 2) Dr. Veeraphat Phetcharakupt
- 3) Mr. Chatchai Rojanaratanangkul
- 4) Dr. Visit Ongpipattanakul

In order to allow shareholders to freely voice their opinion, Dr. Visit was voluntarily absent from the meeting room.

The board of directors with reference to the opinion of the Nomination and Compensation Committee, excluding the director who has interest in this matter, has carefully considered the credentials of all proposed directors and resolved that the proposed directors' qualifications are in compliance with the Company's selection criteria, Public Company Act and the office of Securities and Exchange Commission and the Stock Exchange of Thailand guidelines. All of them are knowledgeable, competent and experienced and not possess any business in conflict with the Company.

The board of directors deems appropriate to propose the Meeting to re-elect Dr. Visit Ongpipattanakul to be a director for another term since he is knowledgeable, competent and experienced and performed throughout the period. Then the Board of Directors proposed 3 new directors to replace the 3 retired directors namely: Dr. Panya Boonyapiwat, Dr. Veeraphat Phetcharakupt, Mr. Chatchai Rojanaratanangkule. Dr. Panya Boonyapiwat and Mr. Chatchai Rojanaratanangkule are also qualified as independent directors according to the company's definition of Independent Director.

Detail of the proposed directors in replacement of those retiring by rotation had been presented in the notice of the meeting page 23 to 28. Each retiring director who was shareholder entitled to votes or abstained from voting. Any shareholder, who would like to cast a abstain or disapprove vote, must sent the voting ballot for each director to the Company's officer.

Mr. Pairote asked the Meeting whether there were any questions. When there was no question, he proposed that the Meeting consider and resolve the agenda which required the shareholders' votes not less than 2/3 of the shareholders attending the meeting.

**Resolved** The voting for each nominated director were summarized as follows:

No.	Name List	Approved (no. of votes, %)	Disapproved (no. of votes, %)	Abstained (no. of votes)	Voided Ballot (no. of votes)
1	Dr. Panya Boonyapiwat	86,417,085 99.9980%	1,687 0.0020%	11,170,625	-
2	Dr. Veeraphat Phetcharakupt	97,587,710 99.9983%	1,687 0.0017%	-	-
3	Mr. Chatchai Rojanaratanangkul	86,417,085 99.9980%	1,687 0.0020%	11,170,625	-
4	Dr. Visit Ongpipattanakul	97,587,710 99.9983%	1,687 0.0017%	-	-

It was resolved by majority votes that the Meeting re-elect Dr. Visit Ongpipattanakul to be a director for another term and appoint 3 new directors to replace the retired directors. Dr. Panya Boonyapiwat and Mr. Chatchai Rojanaratanangkule are also qualified as independent directors according to the company's definition of Independent Director.



## **5.2 To consider and approve the directors' remuneration**

The Chairman requested Mr. Pairote Varophas to present the details of this agenda.

Mr. Pairote stated that according to section 90 of the Public Company Act B.E.2535, the Company was prohibited to pay cash or any other assets to directors, except for paying remuneration and according to clause 33 of the Company's Article of Association, the Company's director remuneration must be approved by the shareholders with more than two-thirds of the total entitled votes.

The board of directors proposed the Meeting to acknowledge no bonus as extra remuneration for the year 2023 and consider the remuneration for the year 2024 as follows:

### **1) To acknowledge no extra remuneration for the year 2023**

Pursuant to the resolution of the annual general meeting of shareholders no. 21 approval of the budget for 2023 extra remuneration not over Baht 12,500,000 which will be considered and allocated by the board of directors, the Nomination and Compensation Committee had considered the evaluation criteria based on company performance, dividend payment to the shareholders, record of company remuneration and record of remuneration of listed finance and securities companies / same size of revenue of listed companies and the director's average remuneration, which were presented in the notice of the meeting. Since the Company's net loss was Baht 353 million, the board of directors considered no extra remuneration for the year 2023.

Mr. Pairote informed the Meeting that this agenda is to report the Meeting for the extra bonus for the year 2023 and no voting was required. Then he asked the Meeting whether there were any questions.

Should there be no question, Mr. Pairote concluded that the Meeting acknowledge no extra bonus for the year 2023 as proposed.

### **2) To approve director remuneration for the year 2024**

For the year 2024, the board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to propose the Meeting to approve the director remuneration totaling of Baht 18 million same as proposed in 2023, dividing into the following categories:

2.1) Director meeting allowance for the year 2024 shall not exceed Baht 5.5 million in aggregate, the same amount as in 2023, divided as follows:

- Monthly allowance for board members at Baht 24,000 increased from Baht 20,000 and the Chairman of the Board at Baht 65,000 increased from Baht 60,000.
- Meeting allowance for member of Audit Committee at Baht 25,000 per meeting and the Chairman of Audit Committee at Baht 40,000 per meeting decreased from Baht 50,000 and changing from monthly payment.
- Meeting allowance for member of the Nomination and Compensation Committee at Baht 20,000 per meeting, changing from monthly payment.

2.2) An extra remuneration for the year 2024 not over Baht 12.5 million which will be reserved in the 2024 income statement and be considered and allocated by the board of directors.

2.3) Other benefits i.e. Directors and Officers Insurance limit Baht 50 million and welfare to the directors for In-patient and life and accident insurance per person Baht 900,000 and 3,600,000 respectively.

Mr. Pairote proposed that the Meeting consider to approve director remuneration for the year 2024 totaling of Baht 18 million, dividing into meeting allowance of Baht 5.5 million per annum and extra remuneration not over Baht 12.5 million which will be considered and allocated by the board

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of directors. The Meeting with more than two-thirds of the total entitled votes and directors who were shareholders entitled to votes or abstained from voting.

Mr. Pairote asked the Meeting whether there were any questions. Should there be no question, Dr. Panja proposed that the Meeting consider and resolve the agenda.

**Resolved** It was resolved by majority votes that the Meeting approve director remuneration for the year 2024 totaling of Baht 18,000,000, dividing into meeting allowance of Baht 5,500,000 per annum and extra remuneration not over Baht 12,500,000 which will be considered and allocated by the board of directors. Detail of votes were as follows:

Approved	97,579,273	votes	99.9896%
Object	10,124	votes	0.0104%
Abstained	0	votes	0.0000%
Voided ballot	0	votes	0.0000%

#### **6. To consider and approve the appointment of auditors and audit fee for the year 2024**

The Chairman requested that Mr. Kampanart Lohacharoenvanich, member of audit committee, present the details of this agenda.

Mr. Kampanart informed the meeting that the board of directors had considered and proposed the Meeting to appoint EY Office Limited by

- 1) Ms. Kirdsiri Kanjanaprakasit C.P.A. Registration No. 6014 or
- 2) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659 or
- 3) Ms. Sumana Punpongsanon C.P.A. Registration No. 5872 or

The auditor no. 1) has acted as the Company's current auditor for 4 years since 2020. The proposed auditors have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2022, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

The board of directors also considered and proposed the Meeting to approve the audit fee for the Company of Baht 1,200,000 increased from the 2022 audit fee by Baht 100,000. The aggregate audit fee for the services to the group companies in aggregate of Baht 3,010,000 excluding extra fee for the audit of investment in new subsidiaries/affiliates/digital assets which may be charged.

The board of directors with reference to the opinion of the audit committee considered that the auditor had conducted the audit for the year 2023 in accordance with the general accepted auditing standards. The auditor had full understanding of securities and derivatives business and provided other valued services without extra charges e.g. IT general control review, advice new accounting standard to the Company and its subsidiaries. The audit fee was considered acceptable.

Mr. Kampanart asked the Meeting whether there were any questions. When there was no question, Mr. Kampanart proposed that the Meeting consider and resolve the agenda.

**Resolved** It was resolved by majority votes that the Meeting appoint EY Office Limited with the above list of auditors as the auditor for the year 2024 and to approve the audit fee for the Company at Baht 1,200,000. In addition, the Meeting authorize the board of directors to approve extra fee for the audit of investment in new subsidiaries/affiliates/digital assets which may be charged and report to the shareholders at the next meeting. Details of the voting were as follows:

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Approved	97,587,710	votes	99.9983%
Object	1,687	votes	0.0017%
Abstained	0	votes	0.0000%
Voided ballot	0	votes	

The Chairman informed that all of the agenda as listed in the notice of the Meeting of Shareholders had been considered and satisfied. The Chairman also asked if there were any shareholder who wished to voice his/her opinion, or ask any questions.

Given that there were no questions, the Chairman informed the Meeting adjourned, and thanked to all shareholders who came in person or were represented by proxy for attending the Meeting.

Closed at 3.30 p.m.

Signed .....Pakhawat Kovithvathanaphong..... Chairman  
(Mr. Pakhawat Kovithvathanaphong)

Ms. Suwannee Limpanavongsaen : Company Secretary