

(Translation)

Factual Details and Reasons of the Agendas
For Shareholders' Consideration

Agenda 1 To consider certifying the Minutes of the 2023 Annual General Meeting of Shareholders
Factual Details and Reasons

The Company's Secretary prepared the Minutes of the 2023 Annual General Meeting of Shareholders, which was held on April 21, 2023 and the Board of Directors has considered and opined that it correctly in accordance with the resolution of the Shareholders' Meeting. Therefore, the Board of Directors proposes the Minutes of the 2023 Annual General Meeting of Shareholders to be certified by this Shareholders' Meeting. The copy of the Minutes has been distributed to the shareholders together with the invitation letter to this meeting.
(Enclosure No. 2)

Agenda 2 To consider acknowledging the Company's 2023 operating performance
Factual Details and Reasons

The Company prepared the report of the Board of Directors on the performance of the Company for the year ended on December 31, 2023 and the Board of Directors has considered and opined that the report was accurate and adequate. Therefore, the Board of Directors proposes the report to the Shareholders' Meeting to acknowledge the performance of the Company for the year 2023. QR Code of the Form 56-1 One Report 2023 has been distributed to the shareholders together with the invitation letter of the meeting.

Agenda 3 To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2023 audited by the certified public accountant
Factual Details and Reasons

The Company prepared the statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2023, which was duly audited by the Company's auditors, and the Board of Directors and the Audit Committee have considered and opined that the Company's financial statements were accurate, complete and adequate in accordance with the generally accepted accounting principles. Therefore, the Board of directors proposes to the Shareholders' Meeting for approval of the statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2023, which was duly audited by the Company's auditors. Opinions of the Board of Directors and the Audit Committee are provided in "Report of Responsibilities of the Board of Directors with respect to Financial Reporting" and

(Translation)

“Report from the Audit Committee” respectively, both of which are shown in the Form 56-1 One Report 2023, which has been distributed (on QR Code Form) to the shareholders together with the invitation letter of the meeting.

Agenda 4 To consider and approve the dividend payment for the year 2023

Factual Details and Reasons

Dividend Policy

The Company has a policy to pay dividends from the retained earnings and/or net profit to the shareholders. In considering the payments, the following factors are taken into consideration: the Company’s operating results and financial position, liquidity, expansion plans and other management-related factors. Any dividend payment is subjected to the approval of the Company’s Board of Directors and/or shareholders’ meetings.

The Company had a profit in the year 2023 (“Profit for the year”) and had the retained earnings. After completely set aside the legal reserve and other reserve, the Company had sufficient cash to pay dividend. The Board of Directors had also considered the investment plans for each project and opined that the Company should pay dividend as detailed below:

The dividend payment by cash at the rate of THB 0.15 per share or the amount of approximately THB 1,607 million. The dividend shall be paid out of the net profit for the year 2023 at the rate of 64% of the net profit which is according to the Company’s dividend policy. All dividend shall be deducted withholding tax at the rate as prescribed by law. Since the Company has paid interim dividend dated September 7, 2023 from the Company’s operation of first six months of the year 2023 by the resolution of the Board of Directors’ Meeting No. 6/2023 dated August 9, 2023 at the rate of THB 0.05 per share or the amount of approximately THB 536 million, the Company still has to pay dividend from the net profit of the second-half of the year 2023 at the rate of THB 0.10 per share or the amount of approximately THB 1,071 million.

This dividend payment is based on net profit after 20% corporate income tax rate. The shareholders who are individuals can obtain tax credits due to the dividend payment in accordance with Section 47 Bis of the Revenue Code.

Schedules related to the dividend payment.

Details	Date
Specifying the name list of shareholders who are eligible to receive dividend (Record Date)	April 26, 2024
Dividend payment	May 16, 2024

(Translation)

Regarding the allocation for legal reserve, the Company has allocated the legal reserve at the required amount by law of 10% of the registered capital of the Company. As a result, the Company has no need for legal reserve allocation.

Therefore, the Board of Directors would like to propose the Shareholders' Meeting for consideration and approval of the above dividend payment for the year 2023.

Comparative dividend payment to the previous years

Details on Dividend Payment	2023 (To consider)	2022	2021
1. Profit for the year – The consolidated financial statements (Million Baht)	2,503	2,396	1,670
2. Number of shares (Million shares)	10,714	10,714	10,714
3. Basic earnings per share (Baht/ share)	0.23	0.22	0.16
4. Dividend paid per share (Baht/share)	0.15	0.14	0.10
4.1 Interim dividend for the first half year (Baht per share)	0.05	0.04	0.03
4.2 Dividend for the second half year (Baht per share)	0.10	0.10	0.07
5. Total dividend paid (Million Baht)	1,607	1,500	1,071
5.1 Interim dividend for the first half year (Million Baht)	536	429	321
5.2 Dividend for the second-half-year (Million Baht)	1,071	1,071	750
6. Dividend payout ratio (%)	64	63	64

Agenda 5 To consider and approve the appointment of the Company's directors in place of the directors who are retired by rotation

Factual Details and Reasons

In accordance with Clause 17 of the Articles of Association, at every Annual General Meeting of Shareholders, one-third of the directors shall be retired. If the number of directors is not a multiple of three, the number of director closest to one-third shall be retired. Directors retiring being director in the first and the second year after registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held longest in the position shall be retired. Retired Directors by rotation may be re-elected. In this year, the names of 3 directors who have to be retired by rotation are as follows:

(Translation)

1. Mr. Adisorn	Thananan-narapool	Director
2. Mr. Achawin	Asavabhokin	Director
3. Ms. Apinya	Jarutrakulchai	Director

Since, the Company has announced through the website of the Company, inviting shareholders to proposed name of qualified person to be the candidates for the Company's director nomination process from October 1, 2023 to December 31, 2023. **However, none of the shareholder has proposed the nominated any person to be the candidates.**

The Nomination and Remuneration Committee has considered that all three existing directors, who are retired by rotation proposed in this year, have fully qualified as specified in the Public Limited Company Act B.E. 2535 and have knowledge, capability and business experience relating to the Company's operation. Therefore, the Nomination and Remuneration Committee would like to propose such directors to be nominated as directors of the Company for another term.

The details and backgrounds of each director as shown in the profile of the directors which has been distributed to the shareholders together with the invitation letter of the meeting (**Enclosure No.3**)

Definition of Independent Director

The independent directors have important roles in building investors' confidence, imposing a balance on major shareholders' power and in aiming towards international standard of good corporate governance. The Company therefore has defined the following requirements for its independent directors, which is equivalent to the minimum regulations of the Securities Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). These requirements are as follows:

(A) Independent Directors must hold no more than 1% of shares with voting rights in the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest including the shareholding of related individuals of that Independent Directors.

(B) Independent Directors must not be or had not been the Company's executive directors, nor serve as temporary employees, permanent employees, advisors on regular payroll, and authorized persons of the Company, parent company, subsidiaries, associated companies and same level subsidiaries of the parent company except when the previous association has been terminated for at least two years before appointed as Independent Directors.

(C) Independent Directors must not be a blood relative or by legal registration in the nature of father, mother, husband, wife, sibling, child, son- or daughter- in law of the management, major

(Translation)

shareholders, authorized persons, or individuals who are about to be nominated as the management or authorized persons who have control over the Company or its subsidiaries.

(D) Independent Directors must not or have not had business relationship with the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest in a way that will prevent independent judgment. Furthermore, Independent Directors must not be or had been major shareholders, directors that were not independent directors, or the management of any party who has a business relationship with the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest except when the previous association has been terminated for at least two years before appointed as Independent Directors.

The business relationship mentioned earlier includes transactions of normal trading business of rental or real estate for rent, transactions relating to asset or service or giving or receiving financial assistance from loans, guarantees, using assets as loan collateral including other similar practices that can result in the Company or contractual partner having to take liability that must be repaid to the other party of more than 3% of net tangible asset of the Company or more than Baht 20 million, whichever amount is lower. For the calculation of that loan, it is granted to use the method of calculating value of related transactions according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction. But for summing up the liability, it must take in all liabilities that occurred during one year prior to the starting date of the business relationship with the same individual.

(E) Independent Directors must not be or had not been auditors of the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest. Independent directors must not be or had not been major shareholders, directors that are not independent directors, the management, or partners of auditors' company in which auditors of the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest, belong to, except when the previous association has been terminated for at least two years before appointed as Independent Directors.

(F) Independent Directors must not be or have been servicing professionals including legal advisors and financial advisors, receiving more than Baht 2 million per annum in remuneration for the service from the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest. If the servicing professional is a legal entity, it must include major shareholders, directors that are not independent directors, the management, or managing partners of those servicing professionals, except when the previous association was terminated for at least two years before appointed as Independent Directors.

(G) Independent Directors must not be directors who are representative of directors of the Company, major shareholders, or shareholders that are related to major shareholders of the Company.

(Translation)

(H) Independent Directors do not engage in a business of the same nature as and which is significantly competitive to that of the Company, or a Subsidiary. An Independent Director is not a significant partner to a partnership or a director with involvement in the management, employees, staff, consultant with monthly salary, or, who holds more than 1 % of all shares with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a Subsidiary.

(I) Independent Directors must not have other characteristics prohibiting independent judgment on the Company's operation.

After being appointed independent directors that have any characteristics mentioned in the (A) through (I) clauses, independent directors will be assigned by the Board of Directors to make collective decisions together on business operation of the Company, parent company, subsidiaries, associated companies or same level subsidiary of the parent company or parties with possible conflicts of interest.

Furthermore, the Company has shown the details of Independent directors and the proposed directors who are related with listed companies or other rival corporations/any related businesses with the company in "The Information of the Company's Directors who appointed to be Directors" (Enclosure No. 3)

Agenda 6 To consider and approve the directors' remuneration for the year 2024

Factual Details and Reasons

For remunerations for the directors in accordance with the Public Limited Company Act B.E. 2535, Section 90 stated that "No company shall pay money or give any property to any director unless it is a payment of remuneration under the Articles of Association of the company."

The second paragraph of Clause of 15 of the Article of Association of the Company stipulated that "A director of the Company shall be entitled to receive remuneration for his/her performances which are base salary, meeting allowance, allowance and bonus."

Company has its procedure to propose the remuneration of the Board of Directors and sub-committees through the consideration of the Nomination and Remuneration Committee before proposing such to the Board of Directors' Meeting of the Company for consideration and approval for proposing to the Shareholders' Meeting.

The Nomination and Remuneration Committee has considered to specify the remuneration of the directors of the Company by considering from the Company's performance, the dividend payment to shareholders, obligations and responsibilities of each of the Board of Directors group. Thus, The Nomination and Remuneration Committee would like to propose the directors' remuneration for the year 2024 , comprise of

(Translation)

monthly compensation and meeting allowance in the amount of not exceeding THB 12 million the details are as follows;

(Unit: THB)

Position	Monthly Compensation Board of Directors (Per Month)		Meeting Allowance (Per Meeting)							
			Board of Directors		Audit Committee		Nomination and Remuneration Committee		* The Sustainable Development and Corporate Governance Committee	
	2024 (To consider)	2023	2024 (To consider)	2023	2024 (To consider)	2023	2024 (To consider)	2023	2024 (To consider)	2023
Chairman	50,000	50,000	38,000	38,000	38,000	38,000	38,000	38,000	38,000	38,000
Director	40,000	40,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000
Executive director	40,000	40,000	-	-	-	-	-	-	-	-

Remarks: - No other remunerations have been paid besides the monthly Compensation and Meeting allowance as proposed above as previous year.

- In any case, the executive directors of the Company shall not receive the Meeting allowance (Per Meeting).

* The Board of Directors' Meeting No. 9/2023 on 20th December 2023 resolved to approve the unification of sub-committees, namely “the Sustainable Development Committee” and “the Corporate Governance Committee”, into one committee with the name as “The Sustainable Development and Corporate Governance Committee”.

The 2023 Annual General Meeting of Shareholders approved the directors' remuneration at the total amount of not exceeding THB 12 million. Only THB 8,600,667 in total was paid as the directors' remuneration, details of which are listed as follows:

(Unit : baht)

Details	The remunerations for the year 2023			Proposed amount of remunerations for the year 2023
	monthly Compensation	Meeting allowance	Total	
Board of Directors	5,326,667	2,172,000	7,498,667	The amount of not exceeding THB 12 million
Audit Committee	-	528,000	528,000	
Nomination and Remuneration Committee	-	400,000	400,000	
Corporate Governance Committee	-	174,000	174,000	
Total	5,326,667	3,274,000	8,600,667	

(Translation)

Agenda 7 To consider and approve the directors' bonus for the year 2023

Factual Details and Reasons

After consideration on the Company's operating performance, The Nomination and Remuneration Committee has agreed to propose the directors' bonus for the year 2023 for all directors of not exceeding THB 13 million.

Agenda 8 To consider and approve the appointment of auditors and audit fee for the year 2024

Factual Details and Reasons

Clause 37 of the Articles of Association set forth that " The matters to be consider in annual general meeting of shareholders in clause (5) is to appoint the Company's auditors and determining remuneration of the auditors."

The Audit Committee and the Board of Directors have considered of the duties and responsibilities over the financial statements of the Company as shown in the "Report from the Audit Committee" and "Report of Responsibilities of the Board of Directors with respect to Financial Reporting" which are shown in the Form 56-1 One Report 2023, which has been distributed (on QR Code Form) to the shareholders together with the invitation letter of this meeting and, therefore, the Audit Committee and the Board of Directors would like to propose the Shareholders' Meeting for consideration and approval for the appointment of the auditors of EY Office Limited to be the Company's auditors of the year 2024 as per the following names:

1. Ms. Pimjai Manitkajohnkit CPA No. 4521
(Who has signed on the Company's financial statement in 2020 - 2023) and/or
2. Mrs. Gingkam Atsawarangsalit CPA No. 4496
(Who has never signed on the Company's financial statement in the period of 7 years ago) and/or
3. Ms. Orawan Techawatanasirikul CPA No. 4807
(Who has never signed on the Company's financial statement in the period of 7 years ago) and/or
4. Mrs. Nummon Kerdmongkhonchai CPA No. 8368
(Who has never signed on the Company's financial statement in the period of 7 years ago) and/or
5. Ms. Wilaiporn Chaowiwatkul CPA No. 9309
(Who has never signed on the Company's financial statement in the period of 7 years ago)

(Translation)

The Company's audit fee is in the amount of THB 1,500,000. The comparison of the audit fee for the past years is as follow:

Audit remuneration	2024 (To Consider)	2023	2022
Audit Fee	THB 1,500,000	THB 1,450,000	THB 1,450,000
Non-Audit Fee	None	None	None

Among other things, the previously mentioned 5 auditors are not shareholders of the Company, are not related to the Company, and do not have been any interest with the Company/the subsidiaries/the executives/the major shareholder or related persons with all of the aforesaid and do not provide any advisory service to the Company, and therefore, be independent in verifying and express their opinions in relation to the Company's financial statement.

The Audit Committee has considered that the Company has been appointing auditors from EY Office Limited as auditors for the Company and its Subsidiaries since 1991- Present. In the Company's point of view, EY Office Limited possesses multinational networks and have been recognized internationally which shall lead to equivalent auditing standard of the Company and its Subsidiaries. Moreover, the past performances of EY Office Limited are considered to be satisfactory, the Board of Directors, and, therefore, the Audit Committee would like to propose the appointment of the auditors of EY Office Limited to be the Company's auditors of the year 2024, according to the list of the auditors name mentioned above and propose the Company's audit fee is in the amount of THB 1,500,000.

Whereas the Company has its policy to change its auditors from the same auditing firm every 7 years due to differences in point of view and attitudes of each auditor, which the Company believes that their recommendations would be benefit to the Company.

Remarks: The Company and subsidiaries use the same audit firm.

Agenda 9 To consider other matter (if any)

Factual Details and Reasons

This agenda is provided for shareholders to ask questions and/or for directors to clarify any queries. (If any)