SPI

SAHA PATHANA INTER-HOLDING PUBLIC COMPANY LIMITED

Notice of the Annual General Meeting of Shareholders No. 53rd

In the Form of Hybrid Meeting (Physical and E-Meeting)



On Monday, April 22nd, 2024 at 11.00 a.m.

At Chao Praya Room 1, Montien Riverside Hotel,

No. 372 Rama 3 Road, Bangklo Sub-district, Bangkorleam District, Bangkok 10120

Please bring the Notice of Meeting (Registration Form with Barcode) for the rights to attend the meeting on the meeting day.



(Translation)

REF. KorThor No. 0063/2567

March 29th. 2024

Notice of the Annual General Meeting of Shareholders No. 53rd

To : Shareholders

Enclosures :

- Copy of the Minutes of the Annual General Meeting of Shareholders No. 52nd on April 24th, 2023. 1.
 - 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) consists of the Company's 2. Board of Directors Report, Financial Statements for the year ended December 31st, 2023, and Business Driving for Sustainability, shareholders can download 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) through QR Code on the Notice of Meeting.
 - Profile of the nominated persons to be directors in replacement of those who are retired by rotation. 3.
 - The definition of "Independent Director". 4.
 - The Profile data of Independent Directors and Audit Committee that Company nominated the name as 5. the authorized person from shareholders.
 - The Articles of Association which related to the Annual General Meeting of Shareholders. 6.
 - Documents and evidence required prior to attend the meeting and regulation for the meeting. 7. (In case of shareholders attend the meeting by himself/herself).
 - The process of attending the Annual General Meeting of Shareholders in the form of Hybrid Meeting. 8.
 - Map of the meeting place of the Annual General Meeting of Shareholders. 9.
 - 10. Requirement Form of the 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report).
 - 11. Proxy Form B.
 - 12. The Notice of Meeting (In case of shareholders attend the meeting by himself/herself, the Registration Form must be presented on the date of Meeting).
 - 13. QR Code downloading procedures for the 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) and documents for the Annual General Meeting of Shareholders for the year 2024.
 - 14. Privacy Notice for the Annual General Meeting of Shareholders.

The Board of Directors of Saha Pathana Inter-Holding Public Company Limited determined to arrange the Annual General Meeting of Shareholders No.53rd on Monday, April 22nd, 2024, at 11.00 a.m. at Chao Praya Room 1, Montien Riverside Hotel, No. 372, Rama 3 Road, Bangklo Sub-district, Bangkorleam District, Bangkok 10120. The Annual General Meeting of Shareholders will be held in the form of Hybrid Meeting which the shareholders are able to attend the Meeting through a physical location or electronic media.)

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For this meeting, the Company had given the opportunity to shareholders to propose agenda and/or nominate candidates to be elected as directors during December 1st, 2023, to December 31st, 2023 and there were not any shareholders propose agenda and/or nominate candidates to be elected as directors. Therefore, the Company determined agenda to consider as follow:

1. Consideration for the approval on the Minutes of the Annual General Meeting of Shareholders No. 52nd on April 24th, 2023.

: The minutes was arranged and submitted to the Stock Exchange of Fact and reason Thailand and publicized on company's website (www.spi.co.th) within 14 days from the day of the Annual General Meeting of Shareholders and also to Department of Business Development, Ministry of Commerce according to the requirement of the laws. It was submitted with the Notice of the Annual General Meeting of Shareholders, herewith the Attachment No.1.

: Such minutes as stated above was recorded correctly and should be Comment of the Board submitted to the Annual General Meeting of Shareholders for approval.

: This agenda must be approved with majority votes of all shareholders Voting who attended the meeting and were eligible to vote.

2. Acknowledgement of the Report of the Board of Directors for the past year.

: Report of the Board of Directors and the operating results of the Fact and reason company in 2023 provided in the 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) in QR Code format was presented on the Notice of Meeting in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand was submitted together with the notice of the Annual General Meeting of Shareholders herewith the Attachment No. 2.

: Such report should be submitted to the Annual General Meeting of Comment of the Board Shareholders for acknowledgement.

This agenda is intended for acknowledgement propose which is not vote Voting required.

3. Consideration for the approval on the Financial Statements for the year ended December 31st, 2023.

: Such Financial Statements were prepared in accordance with the financial Fact and reason reporting standards, examined and certified by a Certified Public Accountant and reviewed by the Audit Committee and Board of Directors, details are as follows;

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(Unit : Million Baht)

Descriptions	Consolidated	Separate
Descriptions	Financial statements	Financial statements
Total assets	65,254	40,892
Total liabilities	18,786	18,784
Shareholders' equity	46,468	22,108
Total income	7,386	5,595
Net profit (attributable to owners of the parent)	3,095	1,321
Earnings per share (Baht)	5.41	2.31

The details are shown in Financial Statement of the 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) herewith the Attachment No.2.

: Such Financial Statements should be submitted to the Annual General Comment of the Board Meeting of Shareholders for approval.

: This agenda must be approved with majority votes of all shareholders Voting who attended the meeting and were eligible to vote.

4. Consideration for the approval on the appropriation of Profit and Dividend Payment.

The Company's dividend payment will pay the dividend by consideration Fact and reason of business results, cash flow and the overall economic situation, the policy is not less than Baht 0.10 per share (or 10% of the Par value). In 2023, a net profit of the company is amounting to Baht 3,095 million.

: It was agreed to propose to the Annual General Meeting of Shareholders Comment of the Board the appropriation of profit and dividend payment as follow; legal reserve is fully reserved and the Board of Directors agreed not to reserve in this year and dividend payment is Baht 0.80 per share which is compliance with the Company's dividend payment policy. The Company has already paid interim dividend at Baht 0.20 per share on December 13th, 2023 and remaining dividend payment another at Baht 0.60 per share which will be paid from the retained earnings already subject to 30% of corporate income tax, wherein individual shareholders shall be entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code, the Shareholders entitling to receive the dividend according to the name listed in the record date on May 3th, 2024 and determine dividend payment date on May 21st, 2024. Details of dividend payment are as follows;

2023	2022	The policy	
(Propose to pay)	(Paid)		
Baht 0.80	Baht 0.80	Baht 0.10	
Baht 0.20	Baht 0.20		
Baht 0.60	Baht 0.60		
14.78%	13.61%		
34.64%	28.87%	-	
	(Propose to pay) Baht 0.80 Baht 0.20 Baht 0.60 14.78%	(Propose to pay) (Paid) Baht 0.80 Baht 0.80 Baht 0.20 Baht 0.20 Baht 0.60 Baht 0.60 14.78% 13.61% 14.78%	

* Calculated from net profit (loss) attributable to owners of the parent.

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This agenda must be approved with majority votes of all shareholders Voting . who attended the meeting and were aligible to vote.

5. Consideration for the election of company directors in replacement of those who are retired by rotation.

According to the Company had given the opportunity to shareholders to Fact and reason propose nominate candidates to be elected as the Company's Directors in the Annual General Meeting of Shareholders for the year 2024, there was not any shareholders propose nominate candidates to be elected as the Company's Directors. At present, the Company has a total of 15 Company's Directors, according to the Articles of Association, Article 21, in every annual general meeting of shareholders, one-third (1/3) of the directors are retired by rolation. If the number of directors cannot be divided into three part, the nearest to such one-third (1/3) of the directors shall retire from office and the retiring directors may be re-elected. For 2024, the Annual General Meeting of Shareholders No. 53rd, there are the Company's Directors who are retired by rotation as follows;

(1)	Mr. Somkid	Jatusripitak	Chairman of the Board of Directors / Independent Director
(2)	Mr. Vichai	Kulsomphob	Chairman of Executive Board / Chief Executive Officer /
			Chairman of Sustainability Committee / Nomination and
			Remuneration Committee
(3)	Mr. Sujarit	Patchimnan	Director
(4)	Mr. Boonchai	Chokwatana	Director
(5)	Mr. Pipope	Chokvathana	Director / Corporate Governance and Risk Management Committee

Mr. Boonchai Chokwatana, Director, expressly desire not to be in position again. The Nomination and Remuneration Committee considered and scrutinized qualified individual persons. After consideration, it was approved for individual person elected which as,

(1)	Mr. Somkid	Jatusripitak	to be	Director / Independent Director
(2)	Mr. Vichai	Kulsomphob	to be	Director
(3)	Mr. Sujarit	Patchimnan	to be	Director
(4)	Mr. Pipope	Chokvathana	to be	Director
(5)	Mr. Vorayos	Thongtan	to be	Director

to replace those retiring directors.

: The Board of Directors excluding the Company's Directors who are Comment of the Board nominated persons, have widely discussed and agreed of individual person according to the Nomination and Remuneration Committee consideration and scrutinize and proposal. The Board of Directors agreed to propose to the Annual General Meeting of Shareholders to elect persons according to the Nomination and Remuneration Committee proposal to be directors to replace the company directors who are retired by rotation with consideration and scrutinize of individual person who has knowledge, competence and experience from various professionals, meet the Company's requirement including the qualifications, and is not prohibited according to

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law, notifications and the articles of association. The existing Board of Directors performed well as Company's Director and the other member of sub-committee also performed well as sub-committee by using their experience to suggest the policies to the company that contributed to successful records of the Company's operation. The Independent Directors have qualification as related regulations, are able to comment freely which consideration and scrutinize by the Board of Directors. In which Mr. Somkid Jatusripitak, an independent director completed his full term has been appointed as independent director for a period of 7 years. Having included the current term, he will hold a position for more than 9 consecutive years, having met the requirements of the company. The consecutive appointment is due to the knowledge, experience and expertise provided to the Board member in determining the strategy and operation of the company. The profile of the nominated persons to be directors in replace of the company directors who are retired by rotation are in the Attachment No. 3.

This agenda must be approved with majority votes of all shareholders Voting : who attended the meeting and were eligible to vote.

6. Consideration for the determination the remuneration of company directors.

: According to the Articles of Association, Article 32, the company is not Fact and reason allowed to pay money or provided any property to the directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the Directors of the Company. It also excludes the remuneration or a welfare which Directors received as Company's employee or staff. In 2023, the Annual General Meeting of Shareholders agreed to approve the remuneration to Directors not exceed Baht 25 million a year, the company had actually paid Baht 18,496,000.- consisting of, Baht 1,664,000.- of meeting attendance fee for the Company's Director, Baht 2,800,000.- of professional fee to the Chairman who is not the Company's employee or staff and Baht 13,400,000.- of the annum remuneration, Baht 480,000.- of meeting attendance fee for Audit Committee, Baht 64,000.- of meeting attendance fee for Nomination and Remuneration Committee, Baht 64,000.- of meeting attendance fee for Corporate Governance and Risk Management Committee and Baht 24,000.- of meeting attendance fee for Sustainability Committee. The Company reported the amounting summaries to the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Corporate Governance and Risk Management Committee and Sustainability Committee by individual person in the 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) in the section of remuneration of directors.

In 2024, the Nomination and Remuneration Committee considered to propose to fix the remuneration not exceed Baht 25 Million a year. The amount excluded the remuneration and welfare which Directors received as the Company's employee or staff with consideration on business operation, the evaluation of Board of Directors operation, the amount of remuneration approved by the Annual General Meeting of Shareholders, the amount paid for the past year and comparison with the level in the same business group including power, duties and responsibilities and proposed to pay for acting as any Committees.

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: It was agreed to the Nomination and Remuneration Committee's Comment of the Board consideration and proposal. It should be proposed to the Annual General Meeting of Shareholders for approval to fix the remuneration not exceed Baht 25 Million a year. The amount excluded the remuneration and welfare which Directors received as Company's employee or staff and propose to pay as follows;

- Annual Remuneration, The professional fee and Meeting attendance fee 1.
 - 1. Directors
 - Meeting attendance fee (paid to attending directors only)

	<u>2024</u>	<u>2023</u>	
			(Unit : Baht/meeting)
Chairman	12,000	12,000	
Director	10,000	10,000	

- The professional fee is especially paid to the Chairman, who is not Company's employee or staff. The Nomination and Remuneration Committee will allocate and propose to the Board of Directors for approval.
- Annual Remuneration is paid to all directors. The Nomination and Remuneration Committee will allocate and propose to the Board of Directors for approval.

2. Audit Committee

- Meeting attendance fee is paid by quarter

	<u>2024</u>	<u>2023</u>	
			(Unit : Baht/quater)
Chairman	60,000	60,000	
Director	30,000	30,000	

- 3. The Nomination and Remuneration Committee
 - Meeting attendance fee (paid to attending Nomination and Remuneration Committee)

	<u>2024</u>	<u>2023</u>	
			(Unit : Baht/meeting)
Chairman	12,000	12,000	
Director	10,000	10,000	

4. The Corporate Governance and Risk Management Committee

- Meeting attendance fee (paid to attending Corporate Governance and Risk Management Committee)

	2024	<u>2023</u>	
			(Unit : Baht/meeting)
Chairman	12,000	12,000	
Director	10,000	10,000	

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5. The Sustainability Committee

- Meeting attendance fee (paid to attending Sustainability Committee)

	<u>2024</u>	<u>2023</u>	
			(Unit : Baht/meeting)
Chairman	12,000	12,000	
Director	10,000	10,000	

The Remuneration of other subcommittees which organized by the Board of Directors will be in the consideration of the Nomination and Remuneration Committee considered by appropriateness, duties and responsibilities and proposed to the Board of Directors for approval.

2. Other benefits

	<u>2024</u>	<u>2023</u>
Directors and Sub-committees	-None-	-None-

From the Annual General Meeting of Shareholders approval until there is a change. The remuneration payment will not exceed the amount which was approved by the Annual General Meeting of Shareholders.

This agenda must be approved which is not less than 2/3 (two-thirds) of Voting all shareholders who attended the meeting.

7. Consideration for the appointment of the Auditors and determination the remuneration of auditors.

According to the Articles of Association, Article 49 and 50, the Auditor Fact and reason must not be director, employee, staff or any position of the Company. The Auditor will be appointed in every Annual General Meeting of Shareholders. The Company may re-appoint the former auditor after terminating. In 2023, the Auditor are, Mrs. Saifon Inkaew Certificate Public Accountant (Thailand) No. 4434 had served 1 term as company auditor certifying the company's financial statements in 2023 and/or Mr. Wichart Lokatekrawee Certificate Public Accountant (Thailand) No. 4451 had served 1 term as company auditor certifying the company's financial statements in 2022 and/or Ms. Kamontip Lertwitworatep Certificate Public Accountant (Thailand) No. 4377, had never served as company auditor certifying the company's financial statements of EY Office Limited.

Audit Committee considered to select the auditors and proposed to appoint ;

- Certificate Public Accountant (Thailand) No. 4451 Mr. Wichart Lokatekrawee 1 Had served 1 term as company auditor certifying the company's financial statements in 2022 and/or
- Certificate Public Accountant (Thailand) No. 4434 2 Mrs. Saifon Inkaew Had served 1 term as company auditor certifying the company's financial statements in 2023 and/or
- Mr. Somsak Chiratdhitiamphyvong Certificate Public Accountant (Thailand) No. 8874 3. Had never served as company auditor certifying the company's financial statements

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of EY Office Limited to be the Company's auditor for the year 2024. EY Office Limited proposed the new auditors and existing auditors and determined the remuneration of auditor fee as follows;

Description		2024		2023
1. Audit fee for the year *	Baht	2,550,000	Baht	2,550,000
2. Quaterly Review of the Financial Statements (3 quarters)	Baht	1,200,000	Baht	1,200,000
Grand Total	Baht	3,750,000	Baht	<u>3,750,000</u>

* Including reviewing of the Financial Information in accordance with Thai Financial Reporting Standards 9 ("TFRS 9")

: It is agreed to the Audit Committee selection and proposal. It should Comment of the Board propose to the Annual General Meeting of Shareholders to appoint Mr. Wichart Lokatekrawee, Certified Public Accountant (Thailand) No. 4451 and/or Mrs. Saifon Inkaew, Certified Public Accountant (Thailand) No. 4434 and/or Mr. Somsak Chiratdhitiamphyvong, Certified Public Accountant (Thailand) No. 8874 of EY Office Limited, to be the Company's Auditor for the year 2024 by the determination the audit fee as stated above is Baht 3,750,000.- as stated above, with consideration of qualification to accordance with the Company's Article of Association and the Securities and Exchange Commission, independent, working standard, EY Office Limited working results and compared with quantity of works and audit fee rate with other listed companies at the same level, audit fee is appropriated.

In additional, it is agreed to propose to the Annual General Meeting of Shareholders for acknowledgement the other services fee from office of auditor, which has been approved by the Audit Committee as follows;

Description	2024	2023		
Review on sale volume (royalty fee)	Baht 100,000	Baht 100,000		
Grand Total	Baht <u>100,000</u>	Baht <u>100,000</u>		

The auditors mentioned above do not have any relationship or vested interest with the company / associate companies / executives / major shareholders or any person who related to them.

The Company has 2 subsidiaries are Hydrogen Asset Co., Ltd. and Hydrogen Reit Management Co., Ltd., which has an auditor who is the same audit firm as the Company and has 3 subsidiaries are Quantum SDGM Co., Ltd., Saha Lion Land Co., Ltd. and Saha SCG Land Co., Ltd. which has an auditor who is not the same audit firm as the Company. The Board of Directors will be able to prepare the Financial Statements to be on time.

The Company has 2 joint ventures companies are Thanulux Public Company Limited and King Fortune Venture Co., Ltd. and has 13 associated, Thai President Foods Public Company Limited, President Bakery Public Company Limited, Saha Pathanapibul Public Company Limited, S & J International Enterprises Public Company Limited, Thana City Venture Co., Ltd., Impact Solar Co., Ltd., Saha Tokyo Corporation Co., Ltd., Saha Komehyo Co., Ltd., Lion (Thailand) Co., Ltd., Top Trend Manufacturing Co., Ltd., King Square Development Co., Ltd., Saha Charoensin Estate Co., Ltd., and Charoensup kamlung 3 Co., Ltd. which has an auditors who the same audit firm as the Company.

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This agenda must be approved with majority votes of all shareholders Voting who attended the meeting and were eligible to vote.

8. Consideration for amendment of the Company's Articles of Association.

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: To comply with the Public Limited Company Act (No.4) B.E. 2565, which Fact and reason is additional amendment and criteria update include allows the shareholders' meeting to be held by electronic media. Also to facilitate the operating process of the Public Company Limited in Thailand, the Board of Directors approved amendment for Company's articles of association, which was amended in articles 28, 34, 39 and 56 details as follows:

	Current Articles of Association	rrent Articles of Association Proposed Amendment for Articles of Association			
28	To summon a directors' meeting, the	28	To summon a directors' meeting, the		
	Chairperson or any person assigned by the		Chairperson or any person assigned by the		
	Chairperson shall serve a Notice of Meeting		Chairperson shall serve a Notice of Meeting to		
	to all directors at least seven (7) days prior		all directors at least three (3) days prior to the		
	to the date of the meeting. Unless in case of		date of the meeting. Unless in case of		
	emergency, to preserve any right on behalf		emergency, to preserve any right on behalf of		
	of the Company, the meeting may be		the Company, the meeting may be summoned		
	summoned by other means, and the date of	by <u>electronics means or</u> other means, and the			
	the meeting may be advanced.		date of the meeting may be advanced.		
		1. 1. L			
	The venue of the meeting to be held under		The venue of the meeting to be held under the		
	the first paragraph shall be at the same		first paragraph shall be at the same location		
	location as the Company's head office,		as the Company's head office, or any other		
	branch office or any other place stipulated		places in the Kingdom.		
	by the Board.				
			In the case of a meeting via electronic media,		
			the location of the company's head office shall		
			be deemed the location of the meeting.		

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To summon a shareholders' meeting, the Board shall produce a Notice of Meeting indicating the venue, date, time and agenda of meeting as well as the matters to be	34	To summon a shareholders' meeting, the Board shall produce a Notice of Meeting
indicating the venue, date, time and agenda		Board shall produce a Notice of Meeting
of meeting as well as the matters to be	iak p.	indicating the venue, date, time and agenda
U		of meeting as well as the matters to be
forwarded to the meeting together with their		forwarded to the meeting together with their
details as may be reasonable, namely		details as may be reasonable, namely whether
whether such matter is forwarded for		such matter is forwarded for information
information, approval or consideration as		approval or consideration as the case may be
the case may be, inclusive of the directors'		inclusive of the directors' opinions thereon
opinions thereon, and serve such Notice of		and serve such Notice of Meeting to the
Meeting to the shareholders and Registrar at		shareholders and Registrar at least seven (7)
least seven (7) days before the date of the		days before the date of the meeting. The
meeting. The Notice of Meeting has to be		Notice of Meeting has to be publicized in
publicized in newspapers during three (3)		newspapers or electronic media according to
consecutive days and at least three (3) days		the criteria stipulated by the registrar during
before the date of the meeting.		three (3) consecutive days and at least three
		(3) days before the date of the meeting.
The venue of meeting referred to under the		
first paragraph shall be at the same location		The venue of meeting referred to under the first
as the Company's head office or branch		paragraph shall be at the same location as th
office or any other place as may be stipulated		Company's head office or any other place
by the Board.		the Kingdom.
		In the case of a meeting via electronic media
		the location of the company's head office sha
		be deemed the location of the meeting.
It is incumbent upon the Chairnerson of the	39	It is incumbent upon the Chairperson of th
	00	shareholders' meeting to ensure that th
		meeting is held in compliance with the Article
		of Association on meeting. Namely, th
		meeting must be operated in compliance wi
		the agenda stipulated in the Notice of Meetin
		unless the meeting adopts a resolution
		changing the order of the agenda of meeting
		by the votes represented by at least two thi
represented by at least two third (2/3) of the		(2/3) of the participating shareholders.
represented by at least two time (2/3/ 0) the		
	the case may be, inclusive of the directors' opinions thereon, and serve such Notice of Meeting to the shareholders and Registrar at least seven (7) days before the date of the meeting. The Notice of Meeting has to be publicized in newspapers during three (3) consecutive days and at least three (3) days before the date of the meeting. The venue of meeting referred to under the first paragraph shall be at the same location as the Company's head office or branch office or any other place as may be stipulated by the Board. It is incumbent upon the Chairperson of the shareholders' meeting to ensure that the meeting is held in compliance with the Articles of Association on meeting. Namely, the meeting must be operated in compliance with the agenda stipulated in the Notice of Meeting unless the meeting adopts a resolution changing the order of the agenda of meeting by the votes	the case may be, inclusive of the directors' opinions thereon, and serve such Notice of Meeting to the shareholders and Registrar at least seven (7) days before the date of the meeting. The Notice of Meeting has to be publicized in newspapers during three (3) consecutive days and at least three (3) days before the date of the meeting. The venue of meeting referred to under the first paragraph shall be at the same location as the Company's head office or branch office or any other place as may be stipulated by the Board. It is incumbent upon the Chairperson of the shareholders' meeting to ensure that the meeting is held in compliance with the Articles of Association on meeting. Namely, the meeting must be operated in compliance with the agenda stipulated in the Notice of Meeting unless the meeting adopts a resolution changing the order of the agenda of meeting by the votes

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Current Articles of Association

Subsequent to completion of such matter consideration by the meeting under the first paragraph, any shareholder whose shares total up to at least one third (1/3) of the total paid-up shares may request the meeting to take into consideration any matter other than those stipulated in the Notice of Meeting.

Should the meeting fail to complete respectively the agenda consideration as referred to under Paragraph 1 or consideration of any matter forwarded by such shareholder as referred to under Paragraph 2 as the case may be, and such consideration needs to be postponed, the meeting must stipulate the venue, date and time of the next meeting whereas the Board must serve the shareholders a Notice of Meeting indicating the venue, date, time and agenda of meeting at least seven (7) days before the date of meeting. Notice that such Notice of Meeting must be publicized in newspapers for three (3) consecutive days and at least three (3) days before the date of meeting.

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Dividend shall be equally distributed per share on the basis of the number of shares in possession.

Dividend shall be distributed within one (1) month from the date of the resolution adoption by the shareholders' meeting or the Board of Directors as the case may be with prior written notice to shareholders. Whereas such Dividend Notice shall be publicized via newspapers for three (3) consecutive days.

Proposed Amendment for Articles of Association

Subsequent to completion of such matter consideration by the meeting under the first paragraph, any shareholder whose shares total up to at least one third (1/3) of the total paid-up shares may request the meeting to take into consideration any matter other than those stipulated in the Notice of Meeting.

Should the meeting fail to complete respectively the agenda consideration as referred to under Paragraph 1 or consideration of any matter forwarded by such shareholder as referred to under Paragraph 2 as the case may be, and such consideration needs to be postponed, the meeting must stipulate the venue, date and time of the next meeting whereas the Board must serve the shareholders a Notice of Meeting indicating the venue, date, time and agenda of meeting at least seven (7) days before the date of meeting. Notice that such Notice of Meeting must be publicized in newspapers or electronic media according to the criteria stipulated by the registrar for three (3) consecutive days and at least three (3) days before the date of meeting.

56 Dividend shall be equally distributed per share on the basis of the number of shares in possession.

> Dividend shall be distributed within one (1) month from the date of the resolution adoption by the shareholders' meeting or the Board of Directors as the case may be with prior written notice to shareholders. Whereas such Dividend Notice shall be publicized via newspapers or electronic media according to the criteria stipulated by the registrar for three (3) consecutive days.

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In this regard, the Company authorized persons, whom the board of directors assigned them to register the amendments of Company's articles of association at the Department of Business Development, Ministry of Commerce, and the persons can amend and clarify additionally to comply with the registrar's orders. : It is agreed to propose the amendment for Company's articles of Comment of the Board association, articles 28, 34, 39 and 56, to Annual General Meeting of Shareholders to approve as the details above.

: This agenda must be approved which is not less than 3/4 (three-fourths) Voting votes of all shareholders who attended the meeting and were eligible to vote.

9. Consideration for amendment of the Memorandum of Association section 3 the Company's objective.

: To cover the property operating of the Company, the board of directors Fact and reason approved the amendment of the Memorandum of Association section 3 the Company's objective, which was amended in articles 46 and 48 details as follows;

	Current Objective of the Company	Proposed Amendment for Objective of the Company		
(46)	To own any land and immovable property,	(46)	To own any land and immovable property,	
	purchase, sell, exchange, buy on hire-		purchase, sell, exchange, buy on hire-	
	purchase, sell with right of redemption,		purchase, sell with right of redemption,	
	mortgage, any immovable property with or		mortgage, any immovable property with or	
	without building, hire, let out any immovable	1 I	without building, hire, let out any immovable	
	property, purchase and sell any land, sell any		property, <u>partially hire, partially let out,</u>	
	lands or immovable properties with right of		sublease, sublet any immovable property,	
4 . 5. 4.43	redemption, mortgage any immovable		purchase and sell any land, sell any lands or	
	property, buy on hire-purchase both movable		immovable properties with right of redemption,	
	and immovable properties, exchange both		mortgage any immovable property, buy on	
	movable and immovable properties, sell any		hire-purchase both movable and immovable	
	immovable property and place as security		properties, exchange both movable and	
	any such property for the Company's		immovable properties, gift, or be gifted with	
	business purposes, exclusive of credit		immovable properties without remuneration,	
	foncier business;		transfer, receive transfer of immovable	
1 11 M			properties to settle debt, transfer, receive	
			transfer of immovable properties according to	
			court order, transfer lands for public use,	
			divide lands for public use, implement land	
			consolidation to develop the area according to	
	n an	la de gr	laws, sell any immovable property and place	
			as security any such property for the	
			Company's business purposes, exclusive of	
			credit foncier business;	

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REGISTRATION NO. SAHA PATHANA INTER-HOLDING PLC. 530 SOI SATHUPRADIT 58, BANGPONGPANG, YANNAWA, BANGKOK 10120 THAILAND

	Current Objective of the Company	Prop	bosed Amendment for Objective of the Company
(48)	Transfer ownership of the land subjected to	(48)	Transfer ownership of the land subjected to a
	a servitude as entrance to condominium		servitude as entrance to condominium project,
	project, housing estate, to condominium		housing estate, to condominium juristic person
	juristic person and housing estate juristic		and housing estate juristic person, with or
	person, with or without remuneration.		without remuneration. Register immovable
			properties for a servitude or a partial servitude.
			to be a servient property or dominant property,
		ba ri	with or without remuneration.

In this regard, the Company authorized persons, whom the board of directors assigned them to register the amendments of the Memorandum of Association section 3 the Company's objective, at the Department of Business Development, Ministry of Commerce, and the persons can amend and clarify additionally to comply with the registrar's orders.

: It is agreed to propose the amendment for the amendments of the Comment of the Board Memorandum of Association section 3 the Company's objective, which was amended in articles 46 and 48 as details above, to Annual General Meeting of Shareholders to approve as the details above.

This agenda must be approved which is not less than 3/4 (three-fourths) Voting votes of all shareholders who attended the meeting and were eligible to vote.

10. Other matters (if any)

The shareholders are all invited to attend the meeting on the date, time and venue indicated above or electronic media. The shareholders may register to attend the meeting at the venue of the meeting on such date at 9.00 a.m. onward. For the shareholders who attend the meeting through electronic media, please follow as the details of the Attachment No. 8. The Company has the policy for shareholders to participate in Company operation, shareholders can submit question in advance. Shareholders, who have the questions related to any agenda of the Annual General Meeting of Shareholders, are able to send the questions in advance at E-mail: supradit@spi.co.th or registered mail to Mr. Supradit Sa-id (the Company's Secretary), Saha Pathana Inter-Holding Public Company Limited, 530, Soi Sathupradit 58, Bang Phong Phang Sub-district, Yannawa District, Bangkok 10120 within April 12th, 2024, and specify the name, address and telephone number which is able to contact. The Company's Secretary will collect all questions submitted to the Chief Executive Officer for consideration orderly and answer questions submitted in advance on the meeting day.

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For your convenience, if you are unable to attend the meeting and desire to appoint a person to attend the meeting and vote on your behalf, please completely fill and sign Proxy Form attached or download only one of three Proxy Forms from the company's website www.spi.co.th. Foreign investors who authorize the custodian in Thailand to keep and oversee their shares can choose only one of the Proxy Form: Form A, Form B or Form C. Another shareholder can choose only one of the Proxy Form: Form A or Form B. Shareholders who desire to appoint the independent directors and being an Audit Committee that company nominated the name as the authorized person from shareholders, details are attached as the Attachment No. 5.

Yours are kindly requested to submit the complete Proxy Form at least three day prior to the meeting in order to facilitate the verification of the evidence. The company will process registration with the barcode system. For registration convenience, shareholders and proxy, please bring the Notice of Meeting (Registration Form) with signature as the Attachment No. 12 on the meeting day for the rights to meeting attendance.

> By the order of the Board of Directors Supradit Sa-id (Mr. Supradit Sa-id) **Company Secretary**

ทะเบียนเลงที่ 0107537001340

REGISTRATION NO. SAHA PATHANA INTER-HOLDING PLC. 530 SOI SATHUPRADIT 58, BANGPONGPANG, YANNAWA, BANGKOK 10120 THAILAND

TRANSLATION

SAHA PATHANA INTER-HOLDING PUBLIC COMPANY LIMITED

The Minutes of the Annual General Meeting of Shareholders No.52nd

The meeting was held at Chao Praya Room 1, Montien Riverside Hotel, No. 372, Rama 3 Road, Bangklo Sub-district, Bangkorleam District, Bangkok 10120 on April 24th, 2023, with a number of shareholders and proxies of 67 persons. There were 40 shareholders who attended the Meeting in person, holding 29,599,419 shares, and 105 shareholders who attended the meeting by proxies, holding 470,964,812 shares, which represented 145 shareholders, holding altogether 500,564,231 shares or 87.53% of the issued and paid-up shares (the issued and paid-up shares of the Company as of March 17th, 2023, which is the record date to confirm the list of shareholders with the right to attend the meeting of 571,890,666 shares)

The meeting commenced at 11.00 A.M.

Mr. Boonsithi Chokwatana, Chairman of the Board, acting as Chairman of the meeting.

Mr. Supradit Sa-id, Company's Secretary, informed that there were a number of shareholders and proxies of 64 persons, representing 142 shareholders, holding 500,555,526 shares or 87.53% of the issued and paid-up shares which constituted the quorum. According to the Company's Articles of Association, Article 36, shareholders and proxies shall not be less than 25 persons or not less than half (1/2) of the total number of shareholders, holding shares not less than one-third (1/3) of the total number of shares sold and invited Mr. Boonsithi Chokwatana, Chairman, to open the meeting.

Mr. Boonsithi Chokwatana, Chairman, gave opening remarks on behalf of the Board of Directors of Saha Pathana Inter-Holding Public Company Limited, welcomed all shareholders attending the meeting before allowing the Annual General Meeting of Shareholders No. 52nd to commence and assigning Mr. Vichai Kulsomphob, President & CEO, to continue the meeting.

Mr. Vichai Kulsomphob, President & CEO, thanked all shareholders and before proceeding with the agenda, Mr. Vichai Kulsomphob, President & CEO, introduced the Company's Directors, Sub-committees, Company's Secretary, Chief Financial Officer, Auditors and Representatives from audit firm who attended the meeting as follows:

Attendance of Directors, 15 Directors

1. Mr. Boonsithi Chokwatana

Chairman of the Board of Directors / Chairman of the Nomination and Remuneration Committee / Executive Board Independent Director

2. Mr. Somkid

d Jatusripitak

3.	Mr. Vichai	Kulsomphob	President & CEO / Nomination and Remuneration Committee /
			Chairman of the Sustainability Committee / Chairman of the
			Executive Board
4.	Ms. Sirikul	Dhanasarnsilp	Director / Nomination and Remuneration Committee /
			Corporate Governance and Risk Management Committee /
			Executive Board
5.	Mr. Samrerng	Manoonpol	Vice Chairman of the Board / Vice Chairman of Executive
			Board
6.	Mr. Pipope	Chokvathana	Director / Corporate Governance and Risk Management
			Committee / Executive Board
7.	Mr. Pipat	Paniangvait	Director
8.	Mr. Boonkiet	Chokwatana	Director
9.	Mr. Boonchai	Chokwatana	Director
10.	Mr. Sujarit	Patchimnan	Director
11.	Mr. Piriya	Khempon	Director
12.	Mr. Nophorn	Bhongsvej	Independent Director / Chairman of Audit Committee /
	. *		Chairman of Corporate Governance and Risk Management
			Committee
13.	Mrs. Punnee	Worawuthichongsathit	Independent Director / Audit Committee
14.	Mr. Nipon	Poapongsakorn	Independent Director / Audit Committee
15.	Mr. Ruangroj	Poonpol	Independent Director

Company's Secretary

Mr. Supradit Sa-id

Chief Financial Officer

Ms. Kesara Sumkanjanaruk

There were 15 Directors to participate in this meeting or 100% of the Company's Directors. In this Annual General Meeting of Shareholders, Chairman of Sub-committee and Chief Financial Officer attended the meeting as being advised.

Attending Auditor and Representatives, 4 persons

1.	Mrs. Saifon	Inkaew	Auditor
2.	Mr. Wichart	Lokatekrawee	Auditor
3.	Mr. Somsak	Chiratdhitiamphyvong	Representative
4.	Ms. Jintana	Umpornpa-nga	Representative

From EY Office Limited, to be the witness in counting votes of the meeting.

After that, Mr. Vichai Kulsomphob, President & CEO, assigned Mr. Supradit Sa-id, Company's Secretary, to inform the meeting details and vote casting process in this meeting, as follows;

Mr. Supradit Sa-id, Company's Secretary proposed that the Annual General Meeting of Shareholders No. 52nd, the Company had given the opportunity for shareholders to propose agenda and/or nominate candidates to be elected as directors from December 1st, 2022 to December 31st, 2022 and there were not any shareholders proposing agenda and/or nominating candidates to be elected as directors.

The details and vote casting process in this meeting, are in accordance with the Company's Articles of Association Article 43, specifying that one share was equal to one vote. The casting of a vote would be an open voting, the shareholder could cast the vote with agree, disagree, or abstain in each agenda. Counting of votes regarded especially from disagree and/or abstain, including voided ballots (if any) shall be deducted from all attended votes. The remaining votes shall be counted as an agreement of that agenda. In case that the shareholders appointed a proxy to attend the meeting and vote according to shareholders' objective by sending the proxy letter to the Company in advance, the Company has already recorded votes according to shareholders' objective into the system.

The Voided Ballots refer to those voting more than 1 choice or a case of the strikeout on ballot without signing.

In case shareholders registered to attend the meeting after the meeting has been started, the shareholders had the right to vote on the remaining agendas. The Company would count the vote of such shareholders from the agenda they voted on, which shall be recorded in the minutes.

For orderly and transparent voting, the Company would count the vote with Barcode System so that shareholders would see on screen simultaneously, by dividing into the cases as follows;

1. For any agenda, except for the agenda of election of Directors, in case of disagreed or abstained vote, the shareholders / proxies have to raise their ballot paper. The Company officers will count the votes by distributing the voting card. The shareholders are required to fill out registration no. and specify their opinion on the voting card with signatures and return it promptly to the Company officer.

2. For an agenda of the election of Directors, all shareholders have already received the voting card since the registration of meeting attendance. The shareholders are required to specify opinions regarding the election of directors individually with signatures. In case of disagreed or abstained vote in the election of a director, the shareholders / proxies have to raise their ballot paper. The Company officers will count the votes and collect the voting cards from all shareholders and proxies at the end of this agenda.

Directors as shareholders reserved the right to vote to agree on every agenda according to the Board of Directors' proposal. In case the shareholder appointed the Director as a proxy, votes shall be counted according to the Proxy letter. In this meeting, should any shareholder have a query, please raise a hand to announce your name and number of shares held before asking on that agenda.

Throughout this Annual General Meeting of Shareholders, the Company has recorded the meeting through video media.

Before starting the 1st agenda, Mr. Supradit Sa-id, Company's Secretary informed that there were 3 persons, representing 3 shareholders attending the meeting, holding 8,705 shares. The total of shareholders and proxies was 67 persons, representing 145 shareholders, holding 500,564,231 shares or 87.53% of the issued and paid-up shares.

After that, Mr. Vichai Kulsomphob, President & CEO, proceeded with the agenda as follows;

<u>Consideration for the approval on the Minutes of the Annual General Meeting of Shareholders No. 51st on April 25th, 2022.</u>

Mr. Vichai Kulsomphob, President & CEO, reported that the Minutes of the Annual General Meeting of Shareholders No. 51st on April 25th, 2022 arranged and submitted to the Stock Exchange of Thailand and was publicized on the Company's website <u>www.spi.co.th</u> within 14 days from the day of the Annual General Meeting of Shareholders and was also sent to Department of Business Development, the Ministry of Commerce according to the requirement of the laws. The copy of such Minutes which the Board of Directors had recognized as correct record was sent together with the Notice of the Annual General Meeting of Shareholders, due to the Board of Directors' suggestion to propose this agenda to the meeting of shareholders for consideration.

<u>Voting</u> : This agenda must be approved with the majority votes of all shareholders who attended the meeting and were eligible to vote.

After consideration, the meeting had a resolution to approve the Minutes of the Annual General Meeting of Shareholders No. 51st on April 25th, 2022 with the total votes of Shareholders who attended the meeting and were eligible to vote as follows, (500,564,231 shares)

Agree	500,564,231	Votes	or to be	100.00	%
Disagree	-	Vote	or to be	-	%
Abstain	-	Vote	or to be	-	%
Voided Ballots	-	Vote	or to be	-	%

Before starting the 2nd agenda, Mr. Supradit Sa-id, Company's Secretary informed that there were no additional shareholders attending the meeting, the total of shareholders and proxies was 67 persons, representing 145 shareholders, holding 500,564,231 shares or 87.53% of the issued and paid-up shares.

2. Acknowledgement of the report of the Board of Directors for the past year.

Mr. Vichai Kulsomphob, President & CEO, proposed to the Meeting that the report of the Board of Directors and the operating results of the Company in 2022 provided in the 2022 Annual Registration Statement / Annual Report (Form 56-1 One Report) in QR Code format was presented on the Notice of Meeting in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, which was submitted together with the Notice of the Annual General Meeting of Shareholders.

In the past year, the Company has been focusing on business expansion and seeking synergy through collaboration with business partners. Also, to give back to society and Thai investors who have had a relationship with the Company for a long time through operating as follows;

1. The Company has given investors an opportunity to co-invest in its high-potential assets under the concept of "Harmony, Sharing, and Lasting" through the establishment of "Hydrogen Freehold and Leasehold Real Estate Investment Trust" ("HYDROGEN"). It was registered for trading in the Stock Exchange of Thailand on December 13th, 2022, with a total value of over Baht 2,800 million. The Company invested Baht 208 million in HYDROGEN, accounting for 10% of the total value of all issued trust units, enhancing an investment opportunity in generating stable return to the Company and investors.

2. The Company has been developing the Saha Group Industrial Park and supporting customers in all aspects to meet various business needs which changed. For Saha Group Industrial Park - Lamphun, the Company has a client namely Pandora Production Co., Ltd., a famous jewelry manufacturer under the brand "Pandora", which has established its production base at Saha Group Industrial Park - Lamphun since 2016. In the past year, Pandora has expanded its production base by the purchase of 40 rai of land of the Company.

3. The Company always seeks synergy through collaboration with business partners. In 2022, the Company, which is a developer of the Japanese-style Community Mall project named J-Park Sriracha Nihon Mura, took the opportunity to persuade Donki (Thailand) Co., Ltd. to open a branch at J-Park Sriracha, considered the first branch in the eastern districts of Thailand with products imported from Japan and more than 12,000 kinds of goods sold exclusively at Donki.

4. The Company has been conducting business to develop the organization toward sustainability through joining as 1 of 23 Thai private organizations in signing a cooperation agreement in the construction industry or the Circular Economy in Construction Industry (CECI) to elevate the Thai construction industry towards sustainable development according to the principle of the circular economy. KingBridge Tower is currently the tallest office building for rent in Thailand on Rama 3 Road developed by Kingbridge Tower Co., Ltd., an associated company of the Company, and was selected as the first "CECI Pilot Project" in Thailand. This project focuses on sustainability and quality of life for building occupants and communities by applying Circular Business Models to develop projects in all dimensions.

After that, Mr. Vichai Kulsomphob, President & CEO, assigned Mr. Supradit Sa-id, Company's Secretary, to inform the details,

In addition, the Company also places great importance on good corporate governance to create sustainable value for all stakeholders, resulting in the year 2022, the Company received various awards as follows;

1. The Company received an "Excellent" level in a Corporate Governance Rating Assessment (CGR) for the 4th consecutive year.

2. The Company received an ASEAN Corporate Governance Scorecard (ACGS) or ASEAN CG Scorecard held by the ASEAN Capital Markets Forum in the category of ASEAN Asset Class PLCs which is awarded to the companies with a score of 97.50 points or over by evaluating Top 100 listed companies with the highest market capitalization as of May 31st of every year.

3. The Company was selected by the Stock Exchange of Thailand to be 1 of the 170 companies on the list of Thailand Sustainability Investment (THSI) in 2022 dividend to 157 listed companies and 13 MAI.

The Anti-Corruption Progress

Mr. Supradit Sa-id, Company's Secretary, proposed to the meeting that the Company's endorsement as a member of the Thai Private Sector Collective Action Against Corruption (CAC) on October 14th, 2016, expiring on October 14th, 2019. Then, the Company submitted and succeeded in the renewal of endorsement as a member of the CAC for the 2nd time, effective since September 30th, 2022, with a 3-year validation which ends in December 2025. In 2022, the Company has been focusing on anti-corruption as follows:

1. The Company has adopted the Anti-Corruption Policy to manage Human Resources from the beginning of recruitment, orientation, evaluation, compensation, and promotion.

2. The Company communicated and PR about the Anti-Corruption Policy and Practice to stakeholders through various channels such as the corporate's website and leaflet.

3. The Company joined the National Anti-Corruption Day 2022 event on September 6th, 2022.

4. The Company invited suppliers as the Company's service operators to attend a training on SME CAC Certification in order to expand the Change Agent Network of Anti-Corruption in 2023.

For the Financial Performance of the Company, Mr. Supradit Sa-id, Company's Secretary, assigned Mr. Vichai Kulsomphob, President & CEO, to inform the details that can be summarized as follows;

The Company's Profit and Loss Summary

For the year (Unit : THB million)	2022	2021	% YoY
Revenue	8,392	6,848	+22.6%
Net Profit attributable to equity holders	3,361	3,585	-6.2%
Earning per share * (THB per share)	5.88	6.27	-6.2%
Profitability ratio (%)			
Net profit margin	40.1%	52.4%	-12.3%
Return on assets (ROA)	6.0%	6.3%	-0.3%
Return of equity (ROE)	7.8%	8.8%	-1.0%
Weighted average number of common shares (share)	571,890,666	571,890,666	

In 2022, the Company had total revenue of Baht 8,392 million which increased Baht 1,544 million or 22.6% from the previous year, which was the highest revenue generated by the Company since its inception. The primary revenue of the Company gained from extraordinary items that were the major investment restructuring in the fashion and apparel business group. Therefore, the Company had a net profit of Baht 3,361 million which dropped Baht 224 million or 6.2% from the prior year.

The overview of the Company's Financial Performance in the past 10 years was shown as follows;

- An overview of the earnings results for the past 10 years showed that the Company had continued to grow in revenue, with a cumulative average growth rate of 7.5% per year. In 2022 is the year that the Company had the highest revenue since it was founded.

- An overview of net profits for the past 10 years showed that the Company had continued to grow in profits, with a cumulative average growth rate of 9.7% per year, the Company has been able to maintain its normal profit base at more than Baht 2,000 million for 5th consecutive years.

- An overview of shareholders' equity for the past 10 years showed that shareholders' equity of the Company had also grown every year, with a cumulative average growth rate of 10.1% per year, therefore, shareholders could be relieved that the Company could conduct business with prudence to create growth for the Company and its shareholders as intended.

The meeting was then asked whether they had any comment on this matter.

The shareholders had additional questions as follows;

<u>Question</u>

Mr. Surathin Chula-olan

Shareholder and Proxy from the Thai Investors Association

How does the Company have the policy or strategy to operate the business in 2023?

Answer

Mr. Vichai Kulsomphob

President & CEO

In the first 4 months of 2023, the Company has still invested cautiously. It can be seen from the higher performance in 2022 because of the policy of the Board of Directors since 2021, which is the year of the coronavirus pandemic that impacted the source of the Company's income decreased such as dividend income. Therefore, in 2022, the Company expanded the new businesses that can return good profits cautiously. Moreover, the Company invested in businesses that it has the expertise and increased the proportion of investment in the existing invested company, resulting in the Company having more returns from dividends and share of profits. Thus, the Company has been expanding in investment carefully, such as the land investment, which developed into 4 industrial parks of the Company. Also, the Company has been focusing on the existing clients who have the potential to rent or purchase the land.

Mr. Boonsithi Chokwatana

Chairman of the Board of Directors

In the past, Saha Group has been a consumer goods manufacturer since the beginning of its business under the Saha Group. In the future, Saha Group will have a policy to expand service businesses more.

The meeting was then asked whether they had any comment on this matter

Voting

: This agenda is intended for acknowledgement proposals that are not vote required.

The Meeting acknowledged the Company's Board of Directors report.

Before starting the 3rd agenda, Mr. Supradit Sa-id, Company's Secretary informed that there were no additional shareholders attending the meeting, the total of shareholders and proxies was 67 persons, representing 145 shareholders, holding 500,564,231 shares or 87.53% of the issued and paid-up shares.

3. <u>Consideration for the approval on the Financial Statement for the year ended December 31st, 2022.</u>

Mr. Vichai Kulsomphob, President & CEO, proposed to the Meeting that the Financial Statements as of December 31st, 2022, which consisted of Consolidated financial statements and Separate financial statements, Statement of comprehensive income of Consolidated financial statements and Statements of Comprehensive income of Separate financial statements, Statement of changes in shareholders' equity of Consolidate financial statements and Statements and Statements and Statements and Statements of changes in shareholders' equity of Separate financial statements, Statement of cash flows of Consolidate financial statements and Statements and Statements and Statement of cash flows of Separate financial statements of and Notes to the financial statements and Report of Auditor, were prepared fairly, in all material respects, in accordance with generally accepted accounting principles. They were audited and certified by a Certified Public Accountant, agreed upon by the Audit Committee and the Board of Directors. The Board of Directors appropriated to propose to the Annual General Meeting of Shareholders to approve the Financial Statements as of December 31st, 2022 as presented in the 2022 Annual Registration Statement / Annual Report (Form 56-1 One Report) delivered to all shareholders together with the Notice of the Annual General Meeting prior to this Meeting for consideration. The key to contents was as follows;

(Unit : THB million)

Descriptions	Consolidated financial statements		%	Separated financial statements		%
	2022	2021	change	2022	2021	change
Total income	8,392	6,848	+22.6%	6,976	5,322	+31.1%
Net profit	3,388	3,585	-5.5%	3,173	2,063	+53.8%
Net profit attributable to owners the Company	3,361	3,585	-6.2%		<u>, , , , , , , , , , , , , , , , , , , </u>	
Earnings per share (Baht)	5.88	6.27		5.55	3.61	
Total assets	61,719	55,432	+11.3%	40,624	34,285	+18.5%
Total liabilities	17,270	13,179	+31.0%	17,265	13,166	+31.1%
Shareholder's equity	44,449	42,253	+5.2%	23,359	21,119	+10.6%
Leverage ratio (Times)			· ·	f	<u></u>	
Debt to equity ratio	0.39	0.31		0.74	0.62	
Net Debt to equity ratio	0.34	0.27		0.65	0.54	

The meeting was then asked whether they had any comment on this matter

Voting

: This agenda must be approved with the majority votes of all shareholders who attended the meeting and were eligible to vote. After consideration, the Meeting had a resolution to approve the Financial Statements as of December 31st, 2022, with the total votes of shareholders who attended the meeting and were eligible to vote as follows, (500,564,231 shares)

Agree	500,564,231	Votes	or to be	100.00	%
Disagree	-	Vote	or to be	-	%
Abstain	· –	Vote	or to be	-	%
Voided Ballots	-	Vote	or to be	-	%

Before starting the 4th agenda, Mr. Supradit Sa-id, Company's Secretary informed that there was no shareholder attending the meeting, the total of shareholders and proxies was 67 persons, representing 145 shareholders, holding 500,564,231 shares or 87.53% of the issued and paid-up shares.

4. Consideration for the approval on the appropriation of Profit and Dividend Payment.

Mr. Vichai Kulsomphob, President & CEO, proposed to the meeting that as at December 31st, 2022, Company had;

Unappropriated Retained Earning Brought Forward	29,322,686,537.00	THB	
Plus Adjustment of the provisional amounts recognized for the business acquisition	84,779,289.00	THB	
Net Profit (Loss)	3,361,377,447.00	THB	
Other Comprehensive Income	11,290,711.00	THB	
Transfer of fair value reserve of equity instruments designated at	(78,477,525.00)	THB	
FVOCI to retained earning			
Interim Dividend Payment @ THB 0.20 per share	(114,378,133.20)	THB	
Retained earnings on December 31 st , 2022	32,587,278,325.80	THB	
Board of Directors proposed to the Annual General Meeting of Shareholders to approve to allot as follows;			
Legal reserve is fully reserved, the Board of Directors agreed not to reserve in this year	ear.		
Dividend Payment @ THB 0.80 per share, amounting of THB 457,512,532.80			
(Common shares of 571,890,666 Shares)			
- Interim Dividend has already been paid @ THB 0.20 per share			
Amounting of THB 114,378,133.20 on December 13 th , 2022			
(Common shares of 571,890,666 Shares)			
- Dividend will pay for this time for another THB 0.60 per share	(343,134,399.60)	THB	
(Common shares of 571,890,666 Shares)			
Unappropriated Retained Earning Carried Forward	32,244,143,926.20	THB	
		Contractory of the local division of the loc	

Which are in compliance with the Company's dividend policy. The dividend paid for this time is the payment from the retained earnings already is subject to 30% of corporate income tax, wherein individual shareholders shall be entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code, the shareholders entitled to receive the dividend according to the name listed in the record data on May 8th, 2023 and determine dividend payment date on May 23rd, 2023.

The meeting was then asked whether they had any comment on this matter.

<u>Voting</u> : This agenda must be approved with the majority votes of all shareholders who attended the meeting and were eligible to vote.

The meeting was then asked to consider the approval of the appropriation of profit and dividend payment.

After consideration, the meeting had a resolution to approve that the Legal reserve is fully reserved so it is agreed not to reserve this year and the dividend payment is THB 0.80 (Eighty Satang) per share. The Company has already paid an interim dividend at THB 0.20 (Twenty Satang) per share of 571,890,666 shares, amounting to THB 114,378,133.20 on December 13th, 2022 and the remaining dividend payment at THB 0.60 (Sixty Satang) per share of 571,890,666 shares, amounting to THB 343,134,399.60, totaling THB 457,512,532.80, with the total votes of Shareholders who attended the meeting and were eligible to vote as follows, (500,564,231 shares)

Agree	500,564,231	Votes	or to be	100.00	%
Disagree		Vote	or to be	-	%
Abstain	- ,	Vote	or to be	-	%
Voided Ballots	· -	Vote	or to be	-	%

Before starting the 5th agenda, Mr. Supradit Sa-id, Company's Secretary informed that there was no shareholder attending the meeting, the total of shareholders and proxies was 67 persons, representing 145 shareholders, holding 500,564,231 shares or 87.53% of the issued and paid-up shares.

5. Consideration for the election of company directors in replacement of those who are retired by rotation.

Mr. Vichai Kulsomphob, President & CEO, proposed to the Meeting that at present, the Company has a total of 15 the Company's Directors, according to the Articles of Association, Article 21, in every Annual General Meeting of Shareholders, one-third (1/3) of the Directors are retired by rotation. If the number of directors cannot be divided into three parts, the nearest to such one-third (1/3) of the Directors shall retire from office and the retiring directors may be re-elected. For 2023, the Annual General Meeting of Shareholders No. 52nd, there are the Company's Directors who retire by rotation as follows;

1.	Mr. Boonsithi	Chokwatana	Chairman of the Board of Directors / Chairman of Nomination and
			Remuneration Committee / Executive Director
2.	Mr. Samrerng	Manoonpol	Vice Chairman of the Board / Vice Chairman of Executive Board
3.	Ms. Sirikul	Dhanasarnsilp	Director / Nomination and Remuneration Committee /
			Corporate Governance and Risk Management Committee /
			Executive Director
4.	Mr. Pipat	Paniangvait	Director
5.	Mr. Nipon	Poapongsakorn	Independent Director / Audit Committee

After that, Mr. Vichai Kulsomphob, President & CEO, assigned Mr. Supradit Sa-id, Company's Secretary, to inform the details.

Mr. Supradit Sa-id, Company's Secretary, proposed to the meeting that as the Company has given the opportunity for shareholders to nominate persons to be considered for election as the Company's Director at the 2023 Annual General Meeting of Shareholders, there were no shareholders nominate persons to be considered.

The Nomination and Remuneration Committee considered and scrutinize qualified individual persons for the consideration of Mr. Boonsithi Chokwatana, Mr. Boonsithi Chokwatana, as a member of the Nomination and Remuneration Committee, exited from the meeting room and cast no vote by oneself and for the consideration of Ms. Sirikul Dhanasarnsilp, Ms. Sirikul Dhanasarnsilp, as a member of the Nomination and Remuneration Committee, exited from the use by oneself. After consideration, it is approved for individual persons elected as follows,

1.	Mr. Boonsithi	Chokwatana	to be	Company's Director
2.	Mr. Samrerng	Manoonpol	to be	Company's Director
3.	Ms. Sirikul	Dhanasamsilp	to be	Company's Director
4.	Mr. Pipat	Paniangvait	to be	Company's Director
5.	Mr. Nipon	Poapongsakorn	to be	Independent Director / Audit Committee

to replace those retiring directors.

The Board of Directors excluding the Company's Directors who are nominated persons have widely discussed and agreed individual persons according to the Nomination and Remuneration Committee considered, scrutinized, and proposed. The Board of Directors agreed to propose to the Annual General Meeting of Shareholders to elect persons according to the Nomination and Remuneration Committee proposed the person to be Directors to replace the Company's Directors who are retired by rotation with consideration and scrutinization of individual person who has knowledge, competence, and experience from various professionals, meet the Company's requirement including the qualifications, and is not prohibited according to law, notifications and the articles of association. The existing Board of Directors performed well as the Company's Directors and the other members of sub-committee also performed well as sub-committee by using their experience to suggest the policies to the Company that contributed to successful records of the Company's operation. The Board of Directors already considered and scrutinized and had opinions about the person who would be nominated as an Independent Director had qualifications in accordance with the laws related to the regulations of Independent Directors and was able to comment freely. In which Mr. Nipon Poapongsakorn, an independent director completed his full term and has been appointed as an independent director for a period of 6 years (2 terms). Having included the current term, he will hold a position for not more than 9 consecutive years.

According to the Public Limited Companies Act B.E. 2535, Section 86, no Director engaged as Director in a business which had the same nature and competence as the Company unless notify to the Meeting of Shareholders. Therefore, it should inform the Meeting prior to the resolution of the election of directors that some Directors were Directors of other companies which had the same nature and competence as the Company as follows;

	1.	<u>Mr. Bc</u>	oonsithi Chokwatana	to be	Co	ompany's Director
		(1)	Chokwatana Co., Ltd.		(7)	BSC SO IN Co., Ltd
		(2)	Sahamanoonpol Co., Ltd.		(8)	Saha Capital Tower Co., Ltd.*
		(3)	Saipin Wattana Co., Ltd.		(9)	KingBridge Asset Co., Ltd.
		(4)	BTN 1207 Co., Ltd.		(10)	King Square Development Co., Ltd.
		(5)	BSTR 408 Co., Ltd.		(11)	Sukhumvit 56 Land Co., Ltd.
		(6)	BSTD 109 Co., Ltd.			
		<u>Rema</u>	<u>nrks</u>			
		* The	company's name was changed to King	gBridge Tov	ver Co.	, Ltd. since April 19 th , 2023.
	2.	<u>Mr. Sa</u>	amrerng Manoonpol	to be	Сс	ompany's Director
		(1)	Watsadoramai Co., Ltd.		(5)	Saha Capital Tower Co., Ltd.*
		(2)	Sahapat Properties Co., Ltd.		(6)	Thana City Venture Co., Ltd.
		(3)	Sahamanoonpol Co., Ltd.		(7)	KingBridge Asset Co., Ltd.
		(4)	First United Industry Co., Ltd.			
		<u>Rema</u>	<u>urks</u>			
		* The	company's name was changed to King	gBridge Tov	ver Co.	, Ltd. since April 19 th , 2023.
	3.	<u>Ms. Si</u>	rikul Dhanasarnsilp	to be	Сс	ompany's Director
		(1)	Sareeraporn Co., Ltd.		(5)	SSI Holding Co., Ltd.
		(2)	Sahapat Real Estate Co., Ltd.		(6)	Sinparadon Co., Ltd.
		(3)	Saha Asia Pacific Co., Ltd.		(7)	Saha Capital Tower Co., Ltd.*
		(4)	Park Capital Holding Co., Ltd.			
		<u>Rema</u>	<u>arks</u>			
		* The	company's name was changed to King	gBridge Tov	wer Co.	, Ltd. since April 19 th , 2023.
	4.	<u>Mr. Pi</u>	pat Paniangvait	to be	Сс	ompany's Director
		(1)	Thai-Myanmar Success Venture	Co., Ltd.		
	5.	Mr. Ni	pon Poapongsakorn	to be	Сс	ompany's Director
		(1)	King Square Development Co.,	Ltd.		
				tors were	alread	y sent to shareholders with Notice of the
Genera	al M	eeting c	of Shareholders.			

After that, Mr. Supradit Sa-id, Company's Secretary, assigned Mr. Vichai Kulsomphob, President & CEO, to continue the meeting.

Annual

The meeting was then asked whether they had any comment on this matter.

<u>Voting</u> : This agenda must be approved with the majority votes of all shareholders who attended the meeting and were eligible to vote.

Mr. Vichai Kulsomphob, President & CEO, informed that the Meeting acknowledged the Director's status as proposed to the Annual General Meeting of Shareholders, Therefore, the Board of Directors proposed to the Annual General Meeting of Shareholders to elect individual persons, the following persons to be Directors of Company in replacement of Directors who are retired by rotation;

1. Mr. Boonsithi Chokwatana to be Company's Director

After consideration, the meeting had a resolution with the total votes of Shareholders who attended the meeting and were eligible to vote as follows, (500,564,231 shares)

Agree	500,564,231	Votes	or to be	100.00	%
Disagree		Vote	or to be	-	%
Abstain	-	Vote	or to be	-	%
Voided Ballots	-	Vote	or to be	-	%

2. Mr. Samrerng Manoonpol to be Company's Director

3.

After consideration, the meeting had a resolution with the total votes of Shareholders who attended the meeting and were eligible to vote as follows, (500,564,231 shares)

Ms. Sirikul	Dhanasarnsilp	to be	Company's	Director	
Voided Ballots		Vote	or to be	-	%
Abstain	· · · · ·	Vote	or to be	-	%
Disagree	. –	Vote	or to be	-	%
Agree	500,564,231	Votes	or to be	100.00	%

After consideration, the meeting had a resolution with the majority votes of Shareholders who attended the meeting and were eligible to vote as follows, (500,564,231 shares)

Agree	498,263,231	Votes	or to be	99.54	%
Disagree	2,301,000	Votes	or to be	0.46	%
Abstain	-	Vote	or to be	-	%
Voided Ballots	-	Vote	or to be	-	%

4. Mr. Pipat Paniangvait to be Company's Director

After consideration, the meeting had a resolution with the total votes of Shareholders who attended the meeting and were eligible to vote as follows, (500,564,231 shares)

Agree	500,564,231	Votes	or to be	100.00	%	
Disagree	-	Vote	or to be	-	%	
Abstain	-	Vote	or to be	-	%	
Voided Ballots	-	Vote	or to be	-	%	

5. Mr. Nipon Poapongsakorn

Independent Director / Audit Committee

After consideration, the meeting had a resolution with the total votes of Shareholders who attended the meeting and were eligible to vote as follows, (500,564,231 shares)

to be

Agree	500,564,231	Votes	or to be	100.00	%
Disagree	-	Vote	or to be	·_	%
Abstain	-	Vote	or to be	-	%
Voided Ballots	-	Vote	or to be	-	%

Mr. Vichai Kulsomphob, President & CEO, proposed to the Meeting that the Board of Directors of year 2023. There are 15 directors as follows;

1.	Mr. Somkid	Jatusripitak	2.	Mr. Boonsithi	Chokwatana
3.	Mr. Vichai	Kulsomphob	4.	Mr. Samrerng	Manoonpol
5.	Ms. Sirikul	Dhanasarnsilp	6.	Mr. Pipope	Chokvathana
7.	Mr. Pipat	Paniangvait	8.	Mr. Sujarit	Patchimnan
9.	Mr. Boonchai	Chokwatana	10.	Mr. Boonkiet	Chokwatana
11.	Mr. Piriya	Khempon	12.	Mr. Nophorn	Bhongsvej
13.	Mrs. Punnee	Worawuthichongsathit	14.	Mr. Nipon	Poapongsakorn
15.	Mr. Ruangroj	Poonpol			

The Company has 5 Independent Directors as follows;

1.	Mr. Somkid	Jatusripitak	2.	Mr. Nophorn	Bhongsvej	
3.	Mrs. Punnee	Worawuthichongsathit	4.	Mr. Nipon	Poapongsakorn	
5.	Mr. Ruangroj	Poonpol				

In 5 Independent Directors has 3 Audit committees as follows;

1. Mr. Nophorn Bhongsvej 2. Mrs. Punnee Worawuthichongsathit

3. Mr. Nipon Poapongsakorn

Before starting the 6th agenda, Mr. Supradit Sa-id, Company's Secretary informed that there was no shareholder attending the meeting, the total of shareholders and proxies was 67 persons, representing 145 shareholders, holding 500,564,231 shares or 87.53% of the issued and paid-up shares.

6. Consideration for the determination the remuneration of company directors.

Mr. Vichai Kulsomphob, President & CEO, proposed to the Meeting that according to the Articles of Association, Article 32, the Company is not allowed to pay money or provided any property to the directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the Directors of the Company. It also excludes the remuneration and welfare which Directors received as Company's employee or staff. In 2022, the Annual General Meeting of Shareholders agreed to approve the remuneration to Directors not exceed Baht 25 million a year, the Company had actually paid Baht 18,440,833.00 consisting of, Baht 1,802,000.00 of meeting attendance fee for the Company's Director, Baht 2,800,000.00 of the professional fee is especially to Chairman who is

not Company's employee or staff and Baht 13,230,833.00 of the annum remuneration, Baht 480,000.00 of meeting attendance fee for Audit Committee, Baht 64,000.00 of meeting attendance fee for Nomination and Remuneration Committee and Baht 64,000.00 of meeting attendance fee for Corporate Governance and Risk Management Committee.

In 2023, the Board of Directors agreed with the Nomination and Remuneration Committee's consideration and proposal to fix the remuneration not exceeding Baht 25 million a year. The amount excluded the remuneration and welfare which Directors received as the Company's employee or staff with consideration on business operation, the evaluation of Board of Directors operation, the amount of remuneration approved by the Annual General Meeting of Shareholders, the amount paid for the past year and comparison with the level in the same business group including power, duties and responsibilities and proposed to pay as follows;

1. Directors

- Meeting attendance fee (paid to attending Directors only)

Chairman	12,000.00	Bant / meeting
Director	10,000.00	Baht / meeting

- The professional fee is especially paid to the Chairman, who is not Company's employee or staff. The Nomination and Remuneration Committee will allocate and propose to the Board of Directors for approval.
- Annual Remuneration is paid to all directors. The Nomination and Remuneration Committee will allocate and propose to the Board of Directors for approval.

2. Audit Committee

Meeting attendance fee is paid by quarter						
Chairman	60,000.00	Baht / quarter				
Director	30,000.00	Baht / quarter				

3. The Nomination and Remuneration Committee

Meeting attendance fee (paid to attending Nomination and Remuneration Committee)

Chairman	12,000.00	Baht / meeting
Director	10,000.00	Baht / meeting

4. The Corporate Governance and Risk Management Committee

- Meeting attendance fee

(paid to attending Corporate Governance and Risk Management Committee)

Chairman	12,000.00	Baht / meeting
Director	10,000.00	Baht / meeting

5. <u>The Sustainability Committee</u>

Meeting attendance fee (paid to attending Sustainability Committee)

Chairman	12,000.00	Baht / meeting
Director	10,000.00	Baht / meeting

The Remuneration of other subcommittees organized by the Board of Directors will be in the consideration of the Nomination and Remuneration Committee considered by appropriateness, duties and responsibilities and proposed to the Board of Directors for approval.

There is not any benefit. From the Annual General Meeting of Shareholders approval until there is a change. The remuneration payment will not exceed the amount approved by the Annual General Meeting of Shareholders.

The meeting was then asked whether they had any comment on this matter.

<u>Voting</u> : This agenda must be approved which is not less than two-thirds (2/3) of all shareholders who attended the meeting.

After consideration, the meeting had a resolution to determine the remuneration of Directors should not exceed Baht 25 million a year. It also excludes the remuneration and welfare which Directors received as the Company's employee or staff and pays as stated above from the Annual General Meeting of Shareholders approval until there is a change and the remuneration payment will not exceed the amount approved by the Annual General Meeting of Shareholders, with the total votes of all Shareholders who attended the meeting, details are as follow, (500,564,231 shares)

Agree	500,564,231	Votes	or to be	100.00	%
Disagree	-	Vote	or to be	-	%
Abstain	.	Vote	or to be	-	%
Voided Ballots	-	Vote	or to be	-	%

Before starting the 7th agenda, Mr. Supradit Sa-id, Company's Secretary informed that there was no shareholder attending the meeting, the total of shareholders and proxies was 67 persons, representing 145 shareholders, holding 500,564,231 shares or 87.53% of the issued and paid-up shares.

7. Consideration for the appointment of the Auditors and determination the remuneration of auditors.

Mr. Vichai Kulsomphob, President & CEO, assigned Mr. Nophorn Bhongsvej, Chairman of Audit Committee, to inform the details.

Mr. Nophorn Bhongsvej, Chairman of Audit Committee, proposed to the Meeting that according to the Articles of Association, Articles 49 and 50, the Auditor must not be a director, employee, staff, or any position of the Company. The Auditor will be appointed in every Annual General Meeting of Shareholders. The Company may re-appoint the former auditor after terminating. The auditor of the Company for the year 2022 was EY Office Limited name as follows;

- Mr. Wichart Lokatekawee Certified Public Accountant (Thailand) No. 4451
 Had served 1 term as company auditor certifying the company's financial statements namely 2022 and/or
- Mrs. Saifon Inkaew Certified Public Accountant (Thailand) No. 4434
 Had never served as company auditor certifying the company's financial statements and/or
- Ms. Kamontip Lertwitworatep Certified Public Accountant (Thailand) No. 4377
 Had never served as company auditor certifying the company's financial statements

with the remuneration of auditors is Baht 2,999,000.- and review of the financial information in accordance with Thai Financial Reporting Standards 9 ("TFRS 9") Financial Instruments is not exceeded Baht 450,000.- and the other service fee is review on royalty income, amounting of Baht 100,000.-

In 2023, the Board of Directors agreed with the Audit Committee consideration and proposal. It should propose to the Annual General Meeting of Shareholders to appoint;

- 1. Mrs. Saifon Inkaew Certified Public Accountant (Thailand) No. 4434 and/or
- 2. Mr. Wichart Lokatekrawee Certified Public Accountant (Thailand) No. 4451 and/or
- 3. Ms. Kamontip Lertwitworatep Certified Public Accountant (Thailand) No. 4377

of EY Office Limited to be the Company's auditor for the year 2023, EY Office Limited proposed the existing auditors, with consideration of qualification to accordance with the Company's Article of Association and the Securities and Exchange Commission, independent, working standard, working results and compared with quantity of works and audit fee rate with other listed companies at the same level, audit fee is appropriated with determined the remuneration of auditor fee as follows;

Description		<u>2023</u>		<u>2022</u>
1. Audit fee for the year *	Baht	2,550,000.00	Baht	2,318,000.00
2. Quarterly Review of the Financial Statements (3 quarters)	Baht	1,200,000.00	Baht	<u>1,131,000.00</u>
Grand Total	Baht	3,750,000.00	Baht	<u>3,449,000.00</u>

*Includes auditing of financial information according to Thai Financial Reporting Standard No. 9, (TFRS 9).

Audit fees were increased, as a result of increasing of scope of work which is in line with investment expansion.

In addition, it is agreed to propose to the Annual General Meeting of Shareholders for acknowledgement the other services fee from office of auditor, which has been approved by the Audit Committee is review on sale volume (royalty fee), in the amount of Baht 100,000.00.

The auditors mentioned above do not have any relationship or vested interest with the company / associated companies / executives / major shareholders or any person who is related to them.

The Company has 2 subsidiary companies which are Hydrogen Asset Co., Ltd. and Hydrogen Reit Management Co., Ltd., which has an auditor from the same audit firm as the Company and 1 subsidiary company is Quantum SDGM Co., Ltd., which has an auditor who is not from the same audit firm as the Company. The Board of Directors will be able to prepare the Financial Statements to be on time.

The Company has 12 associate companies, Thai President Foods Public Company Limited, President Bakery Public Company Limited, Saha Pathanapibul Public Company Limited, Thanulux Public Company Limited, S & J International Enterprises Public Company Limited, Impact Solar Limited, Saha Tokyo Corporation Co., Ltd., Saha Komehyo Co., Ltd., Lion (Thailand) Co., Ltd., Top Trend Manufacturing Co., Ltd., King Square Development Co., Ltd., and Saha Charoensin Estate Co., Ltd., which has auditors from the same audit firm as the Company. For Saha Pathanapibul Public Company Limited and Thanulux Public Company Limited will be proposed to approve for appointment the auditor who the same audit firm as the Company by 2023 the Annual General Meeting of Shareholders.

After that, Mr. Nophorn Bhongsvej, Chairman of Audit Committee, assigned Mr. Vichai Kulsomphob, President & CEO, to continue the meeting.

The meeting was then asked whether they had any comment on this matter.

<u>Voting</u> : This agenda must be approved with the majority votes of all shareholders who attended the meeting and were eligible to vote.

After consideration, the Meeting had a resolution to appoint Mrs. Saifon Inkaew, Certified Public Accountant (Thailand) No. 4434 and/or Mr. Wichart Lokatekrawee Certified Public Accountant (Thailand) No. 4451 and/or Ms. Kamontip Lertwitworatep Certified Public Accountant (Thailand) No. 4377 of EY Office Limited, to be the Auditor of the Company for the year 2023 and determine the audit fee Baht 3,750,000.00 as proposed, with the total votes of Shareholders who attended the meeting and were eligible to vote, details are as follow, (500,564,231 shares):

Agree	500,564,231	Votes	or to be	100.00	%
Disagree	-	Vote	or to be	-	%
Abstain	-	Vote	or to be	-	%
Voided Ballots	-	Vote	or to be	-	%

Before starting the 8th agenda, Mr. Supradit Sa-id, Company's Secretary informed that there was no shareholder attending the meeting. The total of shareholders and proxies was 67 persons, representing 145 shareholders, holding 500,564,231 shares or 87.53% of the issued and paid-up shares.

8. Other matters (if any).

After no further matters were raised for consideration, Mr. Boonsithi Chokwatana, the Chairman of the meeting, thanked all shareholders who dedicate their time to attend the meeting and declared the meeting closed.

The Meeting was adjourned at 12.00 A.M.

Boonsithi Chokwatana (Mr. Boonsithi Chokwatana) Chairman of the Meeting

Profile of the nominated persons to be directors in replacement of those who are retired by rotation

1.	Name	• Mr. Somkid Jatusripitak	
	Age	• 70 years (Date of Birth : 15 July 1953	3)
	Nationality	• Thai	
	Education	• Ph.D. in Business Administration, J.L. H	Kellogg
		Graduate School of Management,	
		Northwestern University, USA	
		• MBA (Finance), National Institute of	
		Development Administration (NIDA)	
		Bachelor's degree from the Faculty of I	Economics, Thammasat University
	Director Seminar Program	• - None -	
	Position in the Company	Chairman of Board of Directors and Inc.	dependent Director
	Years of being Company's Director	• 7 years (being Company's Director sind	ce 24 April 2011)
	Experience		
	• 2009 - Present	Chairman of the Board Trustees	Bangkok University
	• 2007 - Present	Distinguished Professor	National Institute of Development Administration (NIDA)
		(Faculty of Business Administration)	
	• Aug 2015 - Jul 2020	Deputy Prime Minister	

	L	Listed Companies Other Companies (Non Listed		Position in Competitive Business /
Qty.	Туре о	f Directors / Management Team	Companies)	Related to Company's Business
- 1 -	Feb 2023 - Present	- Chairman of the Board of Directors and Independent Director WHA Corporation PCL.	- None -	- None -

Shareholding (including shares held	by spouse and children who not attained legal age)	share			
Meeting Attendance in 2023	Annual General Meeting of Shareholders 2023	1/1 Time			
	Board of Director Meetings	10/10 Times			
Specialization	• Economics, Finance, Management and Marketing				
Director Nomination Type	Company's Director and Independent Director who	o was considered by Nomination and			
	Remuneration Committee and the Board of Directo	rs			
Prohibited Characteristic	• No record of criminal charges in relation to offence r	elating to property committed dishonestly.			
Being/not being vested	interests with any following items with company / pare	nt company / affiliated / associated			
company / major sh	areholders or control person of the company at preser	nt or during the past two years			
- Being / not being a director who take part in the management, an officer, employees or advisor who receives					
regular salary					
- Being / not being professional service providers (e.g., auditors, legal advisors)					
- Having / not having material business relationships with Company that may affect their independence (e.g., buying /					
selling of raw materials / goods / services /lending and borrowing)					
- Being / not being a person who is closed relationship to executive or major shareholders of Company / subsidiary					
- Being / not being a director who was appointed for the representative of Company's Director, major shareholders or					
shareholders who's connected	d person of major shareholders				

Qty.	Listed Companie Type of Directors / Ma		Other Companies (Non Listed Companies)	Position in Competitive Business / Related to Company's Business
•	2015 - Apr 2018	Director	-	er Thailand PCL.
•	Apr 2018 - Dec 2020	Director	Saha	acogen (Chonburi) PCL.
•	Jan 2021 - Dec 2021	Chief Executive Officer	Saha	acogen (Chonburi) PCL.
		Remuneration Committee		
		and Chairman of Nomination	and	
•	2022 - Present	Vice Chairman of the Execut	ive Director Than	nulux PCL.
•	2013 - Present	Director	Sam	sung Life Insurance (Thailand) PCL.
E	xperience			
Y	ears of being Company's Director	 12 years (being Compan 	y's Director since 23	3 April 2012)
				nation and Remuneration Committee
P	<u>osition in the Company</u>	Company's Director / Chief Executive Officer / Chairman of the Executive /		
		Thai Institute of Directors Association (IOD)		
	<u>nootor commari rografii</u>	 Director Certification Program (DCP) 61/2005 Company Secretary Program (CSP) 18/2006 		
П	<u>irector Seminar Program</u>			
		Thailand Securities Instit	• · ·	
		Strategic CFO in Capital		
				ss 4), Chulalongkorn University
				orn University of Investment Management Companies
		 Real Estate Management Investment Planner Certi 	-	tive (RE-CU26), Chulalongkorn University
		University of Pennsylvan Real Estate Managemen		
		Executive Leadership Pr	0 1 1	
				Office of Insurance Commission
		Institute of Business and		
		Business and Industrial		
		-		n, Chulalongkorn University
		 Norwegian School of Eco 	onomics and Busine	ss Administration, Norway
		 Master of International B 	usiness (Exchange F	^D rogram)
		Thammasat University		
		 Master of Marketing (Englishing) 	glish Program)	
		Practice University of So	outh Australia	
E	ducation	Master of Advanced Bus	siness	
<u>N</u>	ationality	• Thai		
<u>A</u>	ge	• 47 years (Date of Birth	n : 11 April 1977)	

		(Non Listed	Position in Competitive Business /		
Qty.	Туре о	f Directors / Management Team	Companies)	Related to Company's Business	
- 2 -	Dec 2021 - Present	- Directors	- 70 -	2023 - Present	- Director
		Sahacogen (Chonburi) PCL.			King Square Suites Co., Ltd.
	2018 - Present	- Directors			- Real Estate
		President Bakery PCL.		2023 - Present	- Director
					King Square Co., Ltd.
					- Real Estate

	Listed Companies	Other Companies (Non Listed	Position	in Competitive Business /
Qty.	Type of Directors / Management		Related	to Company's Business
			2023 - Present	- Director
				Saha SCG Land Co., Ltd.
				- Investment in Real Estate
				Development Business
			2023 - Present	- Managing Director
				Saha Lion Land Co., Ltd.
				- Investment in Real Estate
				Development Business
			2023 - Present	- Director
				Sukhumvit 56 Land Co., Ltd.
				- Investment in Real Estate
				Development Business
			2023 - Present	- Director
				Oxygen 2 Co., Ltd.
				- Investment in Real Estate
				Development Business
			2023 - Present	- Director
				Oxygen 1 Co., Ltd.
				- Investment in Real Estate
				Development Business
			2023 - Present	- Director
				King Fortune Venture Co., Ltd.
				- Investment
			2022 - Present	- Director
				Kingbridge Asset Co., Ltd.
				- Real Estate
			2020 - Present	- Director
				Thana City Venture Co., Ltd.
				- Real Estate
			2019 - Present	- Managing Director
				Kingbridge Tower Co., Ltd.
				- Real Estate
			2018 - Present	- Managing Director
				First United Industry Co., Ltd.
				- Property Rental
			2018 - Present	- Managing Director
				Sahapat Properties Co., Ltd.
				- Investment
			2018 - Present	- Director
				Sinparadon Co., Ltd.
				- Investment
			2018 - Present	- Director
				Saha Asia Pacific Co., Ltd.
				- Real Estate

	Li	sted Companies	Other Companies (Non Listed	Position	in Competitive Business /
Qty.	Type of	Directors / Management Team	Companies)	Related	to Company's Business
				2018 - Present	- Director Treasure Hill Co., Ltd.
				2018 - Present	- Golf Course - Managing Director
					BSC SO IN Co., Ltd. - Investment
				2017 - Present	- Managing Director Pan Land Co., Ltd. - Real Estate
				2017 - Present	- Managing Director Sahapat Real Estate Co., Ltd. - Real Estate
				2017 - Present	- Director Saha Tokyu Corporation Co., Ltd. - Real Estate
				2014 - Present	- Director I.D.F. Co., Ltd. - Investment
				2014 - Present	- Director Park Capital Holding Co., Ltd. - Investment
				2013 - Present	- Director SSI Holding Co., Ltd. - Investment
				2012 - Present	- Managing Director Boon Capital Holding Co., Ltd. - Investment
Share	holding (including shar	es held by spouse and children who not atta	ained legal age)	420,172 s	hares = 0.073%
	ng Attendance in 2023	Annual General Meeting of S		1/1 Tim	
		 Board of Director Meeting Executive Board Meeting Nomination and Remunerati Sustainability Committee Me 		12/12 Tim 11/11 Tim ng 2/2 Tim 2/2 Tim	es es
<u>Speci</u>	alization	 Accounting Finance and Inv 	-		
<u>Direct</u>	or Nomination Type	 Company's Director who wa the Board of Directors. 	s considered by Nor	nination and Rem	uneration Committee and

Prohibited Characteristic

• No record of criminal charges in relation to offence relating to property committed dishonestly.

3.	Name	٠	Mr. Sujarit Patchimnan	
	Age	٠	79 years (Date of Birth : 13 November	er 1945)
	<u>Nationality</u>	٠	Thai	
	Education	٠	Master of Arts in Political Science, Thar	mmasat University
		٠	Bachelor of Arts in Political Science, Th	nammasat University
Director Seminar Program			Director Accreditation Program (DAP)	41/2005
			Thai Institute of Directors Association (I	IOD)
	Position in the Company	٠	Company's Director	
	Years of being Company's Director	٠	8 years (being Company's Director sinc	ce 15 December 2016)
	Experience			
	• 2007 - May 2017	Dir	ector	Saha Pathanapibul PCL.
	• 2008 - 2016	Ex	ecutive Director	Sahacogen (Chonburi) PCL.

Listed Companies		Other Companies (Non Listed	Position in Competitive Business /		
Qty.	Туре с	Type of Directors / Management Team		Related	to Company's Business
- 2 -	2016 - Present	- Chairman and Chairman of the Nomination	- 3 -	2019 - Present	- Director
		and Remuneration Committee			Saha Tokyu Corporation Co., Ltd.
		Sahacogen (Chonburi) PCL.			- Real Estate
	2013 - Present	- Independent Director and			
		Audit Committee			
	Pan Asia Footwear PCL.				
		Pan Asia Footwear PCL.			

 Shareholding (including shares held by spouse and children who not attained legal age)
 --- share

 Meeting Attendance in 2023
 • Annual General Meeting of Shareholders 2023
 1/1
 Time

 • Board of Director Meeting
 12/12
 Times

 Specialization
 • Administration and network of government agencies
 • Company's Director who was considered by Nomination and Remuneration

- Company's Director who was considered by Nomination and Remuneration Committee and the Board of Directors.
- Prohibited Characteristic
- No record of criminal charges in relation to offence relating to property committed dishonestly.

4. <u>Name</u>	 Mr. Pipope Chokvathana 	
Age	• 48 years (Date of Birth : 11 March 19	976)
Nationality	• Thai	- <u>-</u>
Education	Bachelor of Management Information S	System,
	The University of Central Florida, USA	
Director Seminar Program	• Director Accreditation Program (DAP)	3/2003
	Thai Institute of Directors Association (IOD)
Position in the Company	Company's Director / Executive Board	/
	Corporate Governance and Risk Mana	gement Committee
Years of being Company's Director	• 6 years (being Company's Director sine	ce 23 April 2018)
Experience		
• 2022 - Present	Director	The Federation of Thai Industries
• 2008 - 2022	Deputy Secretary	The Federation of Thai Industries
• 2004 - 2019	Vice President	New City (Bangkok) PCL.

Qty.	Listed Companies Qty. Type of Directors / Management Team		Other Companies (Non Listed Companies)	Position in Competitive Business / Related to Company's Business		
- 2 -	2019 - Present	- Chief Executive Officer	- 17 -	2023 - Present	- Director	
	2004 - Present	- Managing Director			Saha Asia Pacific Co., Ltd.	
		New City (Bangkok) PCL.			- Real Estate	
	2018 - Present	- Director		2022 - Present	- Director	
		IT City PCL.			Hlan Pu Co., Ltd.	
					- Investment	
				2021 - Present	- Director	
					First United Industry Co., Ltd.	
					- Property Rental	
				2020 - Present	- Director	
					Chokwatana Co., Ltd.	
					- Investment	
				2020 - Present	- Director	
					Sahapat Real Estate Co., Ltd.	
					- Real Estate	
				2019 - Present	- Director	
					Kingbridge Tower Co., Ltd.	
					- Real Estate	
				2006 - Present	- Director	
					Ek Pakorn Co., Ltd.	
					- Rent Real Estate	

Shareholding (including shares held by s	pouse and children who not attained legal age)	409,081 shares = 0.072%		
Meeting Attendance in 2023	Annual General Meeting of Shareholders 2023	1/1 Time		
	Board of Director Meeting	12/12 Times		
	Executive Board Meeting	11/11 Times		
	Corporate Governance and	2/2 Times		
	Risk Management Committee Meeting			
Specialization	Administration and Computer Information System			
Director Nomination Type	Company's Director who was considered by Nomi	nation and Remuneration Committee and		

Prohibited Characteristic

• No record of criminal charges in relation to offence relating to property committed dishonestly.

4. <u>Name</u>	 Mr. Vorayos Thongtan 						
Age	• 43 years (Date of Birth : 24 Novemb	er 1981)					
Nationality	• Thai						
Education	Master of Business Administration,	Master of Business Administration,					
	University of Texas at Dallas, USA						
	Master of Science in Finance (Distinction	on Honor),					
	University of Texas at Dallas, USA						
	Master of Engineering Information Scie	ence,					
	Nara Institute of Science and Technolo	ogy, Japan					
	 Bachelor of Electrical Engineering (Second Class Honor), 						
	Sirindhorn International Institute of Technology, Thammasat University						
	Greater Mekong Subregion Program (CMA, GMS 4, Capital Market Academy						
	 Advanced Master of Management Program (AMM 8), 						
	National Institute of Development Administration						
Director Seminar Program	 How to Develop a Risk Management Plan (HRP) 20/2018 						
	Director Certification Program (DCP) 272/2019						
	 Subsidiary Governance Program (SGP) 5/2023 						
	Thai Institute of Directors Association (IOD)						
Position in the Company	Company's Director to propose to elect	t in the meeting.					
Years of being Company's Director	 None (Due to being the person who is proposed to be Company's Director in 						
	replacement of those who are retired b	by rotation)					
Experience							
 May 2022 - Present 	Executive Director	Saha Pathana Inter-Holding PCL.					
 Nov 2022 - Present 	Sustainability Committee	Saha Pathana Inter-Holding PCL.					
• 2018 - 2022	Vice President Investment	Saha Pathana Inter-Holding PCL.					
	and Corporate Strategy						
• Feb 2021 - Mar 2023	Independent Director	Singer Thailand PCL.					
• 2020 - Feb 2021	Director	Singer Thailand PCL.					

• Jan 2021 - Dec 2021

Director Managing Director

	L	isted Companies	Other Companies (Non Listed	Position in Competitive Business /
Qty.	. Type of Directors / Management Team		Companies)	Related to Company's Business
- 1 -	Dec 2021 - Present - Director		- 9 -	- None -
		Sahacogen (Chonburi) PCL.		

Sahacogen (Chonburi) PCL.

<u>Shareholding</u> (including shares held by spouse and children who not attained legal age) 43,000 shares = 0.008% Meeting Attendance in 2023 • Annual General Meeting of Shareholders 2023 1/1 Time ٠ Executive Board Meeting 11/11 Times ٠ Sustainability Committee Meeting 2/2 Times • Administration, Finance and investment [ibsand Engineering **Specialization** Company's Director who was considered by Nomination and Remuneration Committee and Director Nomination Type the Board of Directors. Prohibited Characteristic • No record of criminal charges in relation to offence relating to property committed dishonestly. The company has given the following definitions of an "independent director" based on the announcement of the Capital Market Supervisory Board.

(1) The person must hold no more than 1% of shares with voting rights of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company; inclusive of shareholding by individuals related to such independent directors.

(2) The person must not be serving, or have served, as a director who is involved with the management, or a staff member, an employee or a consultant with a monthly wage. The person also must not be or be an individual with the authority to control the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or of the entities with the authority to control the company, with the exception of the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director. The ineligibility however does not include the case where an independent director has previously served as a public servant or a consultant of a government agency which is a major shareholder of, or an entity with the authority to control the company.

(3) The person must not be related by blood or law as father, mother, spouse, sibling or child, spouse of son or daughter of executives, major shareholders, individuals with the authority to control the company or candidates for the position of an executive or an individual with the authority to control the company or an associate.

(4) The person must not have, or have had, a business relationship with the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company, in such a manner that may interfere with one's independent discretion. The person also must have not been or has been a shareholder, individuals with the authority to control the company, of the person who has business relationship with the company, the parent company, the associates, the affiliates, the major shareholder or the entities with the authority to control the company, of the person who has business relationship with the company, the parent company, the associates, the affiliates, the major shareholder or the entities with the authority to control the company. There is an exception in the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

The business relationship as described in the above paragraph is inclusive of normal trading transactions for the conduct of business; lease or letting of immovable; transactions relating to assets or service; provision or acceptance of financial assistance through acceptance or provision of loans and guarantees, the use of assets as collateral and other such practices which result in the company or the party to the agreement being under the obligation to repay the other party for an amount from 3% of net tangible assets of the company or from Twenty Million Baht whichever is lower. The calculation of such obligation to debt is to be in accordance with the related transaction value calculation method as per the Announcement of the Capital Market Supervisory Board on the Related Transaction Criteria with exceptions. The said obligation to debt includes that which has materialized during the period of one year prior to the day of business relationship with the same individual.

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(5) The person must not be, or has been, an auditor of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder, an individual with the authority to control or a partner of the audit office with which the auditor the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control or a partner of the audit office with which the auditor the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company is associated. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

(6) The person must not be, or has been, a provider of a professional service including the service as a legal consultant or a financial consultant for which greater than Two Million Baht of fee is paid per year by the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder or an individual with the authority to control or a partner of such provider of professional service. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

(7) The person must not be a director appointed to represent a director of the company, a major shareholder or a shareholder who is related to a major shareholder.

(8) The person must not be in a business of the same nature as, and of significant competition to, that of the company or an associate. The person also must not be a significant partner in a partnership; a director who is involved with the management; a staff member; an employee; a consultant with a monthly wage; as well as, a shareholder who holds more than 1% of shares with voting rights of another company which is engaged in a business of the same nature as and of significant competition to that of the company or an associate.

(9) The person must not have any other characteristic which is an obstacle to the giving of free opinion on the operation of the company.

After having been appointed as an independent director following the qualifications specified under items (1) through (9) above, the independent director may be assigned by the Board of Directors to make decisions on the operation of the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or the entities with the authority to control the company in the manner of a collective decision.

Profile data of independent Directors and Audit Committee that Company nominated the name as the authorized person from shareholders

1. Name	:	Mr. Nipon Poapongsakorn
Type of Director	:	Independent Director
		and Chairman of Audit Committee
Age	:	76 years old
Nationality	:	Thai
Address	:	No. 44 Kalapapruek 6 Yak 2, Kalapapruek Road,
		Bang Wa Sub-District, Phasi Charoen District, Bangkok, 10160
Vested interest in every agenda	:	None
Vested special interest in every agenda	:	None
2. Name	:	Mrs. Punnee Worawuthichongsathit
Type of Director	:	Independent Director
		and Member of Audit Committee
Age	:	72 years old
Nationality	:	Thai
Address	:	135 Soi Chan 16 Yaek 12, Khwaeng Thung Watdon, Khet Sathon,
		Bangkok 10120
Vested interest in every agenda	:	None
Vested special interest in every agenda	:	None
3. Name	:	Mrs. Atchaka Sibunruang
Type of Director	:	Independent Director
		and Member of Audit Committee
Age	:	69 years old
Nationality	:	Thai
Address	:	191 Soi Sukhumvit 4, Khlong Toei Sub-District,
		Khlong Toei District, Bangkok, 10110
Vested interest in every agenda	:	None
Vested special interest in every agenda	:	None

(Translation)

The Articles of Association which related to The Annual General Meeting of Shareholders of SAHA PATHANA INTER-HOLDING PUBLIC COMPANY LIMITED.

General Meeting of Shareholders.

Article 33The Board of Directors shall summon a shareholder meeting as an annual general meeting of
shareholders within four (4) months as from the last day of the fiscal year of the Company.

The shareholder meetings other than the said meeting shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribe their names in written request directing the Board of Directors to summon an extraordinary meeting at any time, but the reasons for summoning such meeting must be clearly stated in such request. In this event, the Board of Directors must summon a shareholder meeting to be held within forty-five (45) days as from the date of the receipt of the request from the shareholders.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the Board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by the Article of Association of the Company, Article. 36 and Article 37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 34 In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

Article 35 The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an annual general meeting.

- Article 36 At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.
- Article 37 At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains in adequate to form a quorum as specified in Article 36 and if such shareholders meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.
- Article 38 The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.
- Article 39 The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

- Article 40 Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.
- Article 44 The affairs to be carried out by the annual general meeting are as follows:
 - 1. Report of the operations of the Company in the previous year;
 - 2. Approval of Balance Sheet and Statement of Income
 - 3. Appropriation of profits;
 - 4. Election of new directors to replace retiring directors;
 - 5. Appointment of auditor and fixing of auditing fee;
 - 6. Other matters.

Authorize proxy to attend the Annual General Meeting of Shareholder and Shareholder rights to vote.

- Article 41 The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointment the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.
- Article 42 Any shareholder having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
- Article 43 In casting a vote, one share is equal to one vote.
 - A resolution of the shareholder meeting shall consist of the following votes.
 - In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
 - In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
 - a. The sale or transfer of the whole or material parts of the business of the Company to other persons;

- **b.** The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
- c. The conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
- d. The amendment of the Memorandum or Articles of Association of the Company;
- e. The increase and reduction of a capital or issuance of debentures of the Company;
- f. The amalgamation or dissolution of the Company.

Dividend Payment

- Article 55 No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.
- Article 56 Dividends shall be distributed according to the number of shares at an equal amount each.

Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

- Article 57 The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.
- Article 58 The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

Qualification, Election and Term Expiration of Directors.

Article 18The Company shall have a Board of Directors comprising not less than five (5)directors and not less than half of whom shall have residence in the Kingdom.

The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman.

Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

- Article 19 The directors shall be natural persons and shall
 - 1. be sui juris;
 - 2. not be bankrupt, incompetent or quasi-incompetent;
 - **3.** have never been imprisoned on the final judgement of a court for an offense related to property committed with dishonest intent;
 - 4. have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.
- Article 20 The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures.
 - 1. A shareholder shall have one vote for one share;
 - Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number;
 - 3. The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote.
- Article 21 At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who has held office the longest shall retire.

A director who retires from office may be re-elected.

Article 30 No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business in undertaken for his or her or other persons' benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

Remuneration of the Board Directors.

Article 32 No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

Qualification/Appointment of the Auditor, Determination the Remuneration of an Auditor and Attendance The Annual General Meeting of Shareholders.

- Article 49 An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.
- Article 50 An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be reelected.
- Article 51 A remuneration of an auditor shall be determined by a shareholder meeting.
- Article 54 An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

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Remarks: This English translation does not carry any legal authority. Only the original text in Thai has legal force.

(Translation)

Documents and evidence required prior to attend the meeting and regulation for the meeting.

The registration of the Annual General Meeting of Shareholder No.53rd of Saha Pathana Inter-Holding Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring the Notice of Meeting (Registration Form) on the meeting day.

1. Documents of the attended person present before attending the meeting

Person

- <u>The shareholder who will attend the meeting by himself/herself</u> is required to present an I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.
- (2) If the shareholders have appointed an authorized person to attend the meeting,
 - (2.1) Please use the Proxy Form B in a printed from attached with the Notice of the meeting or download Form A, or Form B and duly execute only one of two Proxy Forms from the company's website (<u>www.spi.co.th</u>) and shall completely fill and sign of Grantor and Proxy.
 - (2.2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

Juristic Person

If The shareholders have appointed an authorized person to attend the meeting,

- (1) Please use the Proxy Form B in a printed form attached with the Notice of the meeting or download Form A or Form B and duly execute only one of two Proxy Forms from the company's website (www.spi.co.th) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any).
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

The shareholders are the foreign investors and appoint the custodian in Thailand to keep and oversee the shares If The shareholders have appointed an authorized person to attend the meeting,

- (1) Please use the Proxy Form B in a printed form attached with the Notice of the meeting or download Form A, Form B or Form C and duly execute only one of three Proxy Forms from the company's website (www.spi.co.th) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are as follows:
 - (1.1) The power of attorney from shareholder assigned to custodian to sign in the Proxy Form.
 - (1.2) The Confirm Letter to confirm that the person who signs in the Proxy Form get the consent to do the custodian business.
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.
- 2. <u>The regulations for the meeting</u>
 - 2.1 In the General Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda.
 - 2.2 Casting vote in every agenda is opened.
 - 2.3 Casting vote is 1 share for 1 vote.

The process of attending the Annual General Meeting of Shareholders in the form of Hybrid Meeting

 \blacktriangleright Incase shareholders and proxies to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at https://serv.inventech.co.th/SPI155984R/#/homepage or scan QR Code

in the picture



and follow the steps as shown



** Merge user accounts, please using the same email and phone number **

Click link URL or scan QR Code in the letter notice Annual General Meeting Choose type request for request form to 4 step Step 1 Fill in the information shown on the registration Step 2 Fill in the information for verify Step 3 Verify via OTP Step 4 Successful transaction, The system will display information again to verify the exactitude of the information Please wait for an email information detail of meeting and Password

- 2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 11 April 2024 at 8:30 a.m. and shall be closed on 22 April 2024 Until the end of the meeting.
- 3. The electronic conference system will be available on 22 April 2024 at 9:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 12 April 2024 at 5.00 p.m.

Mr. Supradit Sa-id (Company's Secretary) Saha Pathana Inter-Holding Public Company Limited 530 Sathupradit 58, Bangpongpang Sub-district, Yannawa District Bangkok 10120

If you have any problems with the software, please contact Inventech Call Center



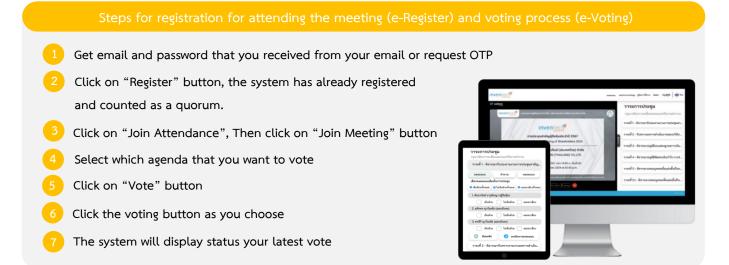
02-931-9142

@inventechconnect

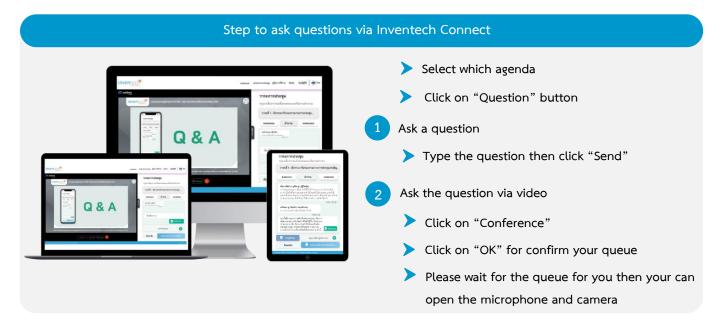
The system available during 11 – 22 April 2024 at 8.30 a.m. – 5.30 p.m. (Specifically excludes holidays and public holidays)



Report a problem ainventechconnect



To cancel the last vote, please press the button "Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.



How to use Inventech Connect



User Manual e-Request

User Manual e-Voting

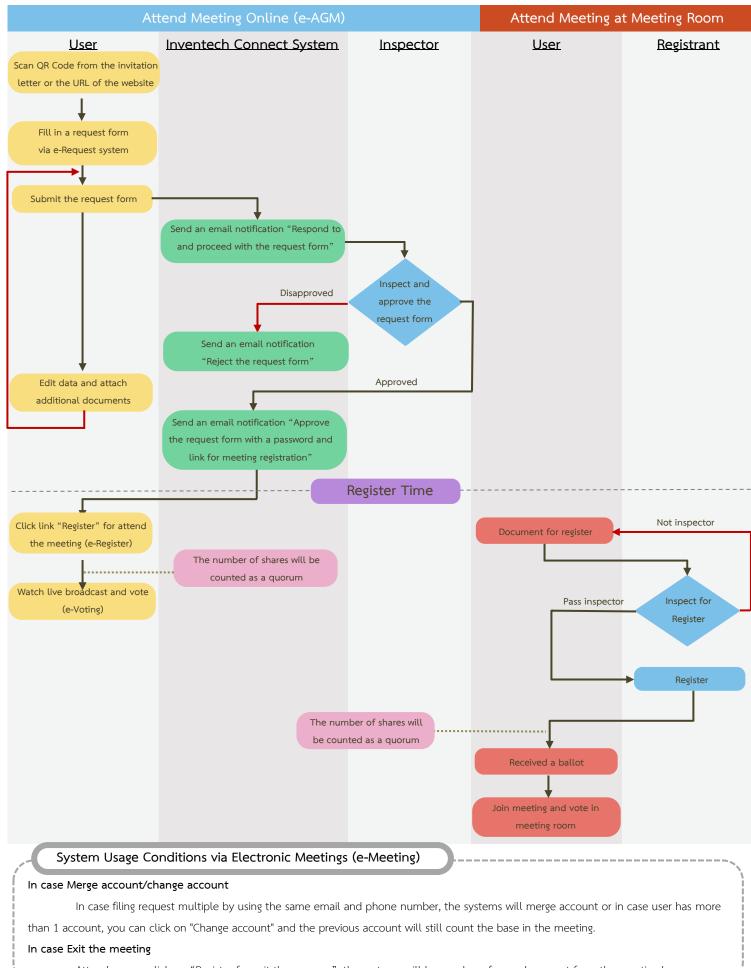
Video of using Inventech Connect

* <u>Note</u> Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use quipment and/or program as the follows to use systems.

- 1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
- 2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
- 3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge ** The system does not supported internet explorer.

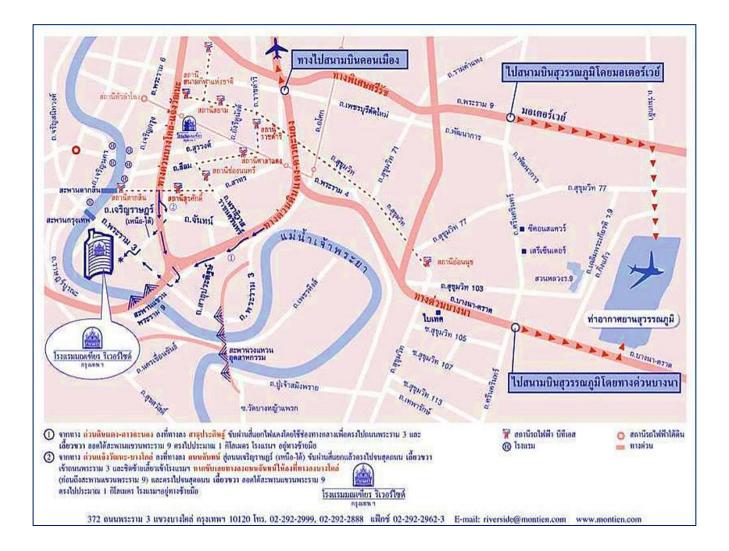
Incase shareholders and proxies to attend the meeting via meeting room as follows :





Guidelines for Attending the Meeting via Electronic Meeting or Attending the Physical Meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.



Map of the meeting place of the Annual General Meeting of Shareholders

Montien Riverside Hotel

Address : No. 372, Rama 3 Road, Bangklo Sub-district, Bangkorleam District, Bangkok 10120

Tel : 02-292-2999, 02-292-2888

Bus No. : No. 205, 89, 35

Air Conditioned Bus No. 205,

Bus Rapid Transit (BRT)

Requirement Form for the

2023 Annual Registration Statement / Annual Report (Form 56-1 One Report)

To Shareholders

Saha Pathana Inter-Holding Public Company Limited would like to inform that shareholders who intend to receive the 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) in printed form, please fill the details below and send back to Company at Mr. Supradit Sa-id or Ms. Tippawan Panchon, 530, Soi Sathupradit 58, Bangpongpang, Yannawa, Bangkok 10120, Tel. 02-293-0030. The company will send the 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) to you later.

I (elaborate handwriting)	
Address	
Name of Contact Person	
Telephone No	
Fax No	
E-Mail Address	

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

			เขียนที่				
			Written at				
			วันที่	เดือน		.พ.ศ	
			Date	Month		Year	
(1)	ข้าพเจ้า				สัญชาต์	ก้	
	I/We				Nationa		
อยู่บ้านเลข	ที่ถนน			ตำบล/	แขวง		
with address	at Road			Sub-Dis	trict		
อำเภอ/เขต.		จังหวัด			รหัสไปรษณี	ย์	
District		Province			Postal Code		
(2)	เป็นผู้ถือหุ้นของ บริษัท สหพ ้	<i>์</i> ฒนาอินเตอร์	โฮลดิ้ง จำกั	<i>ั</i> ด (มหาชน)			
	being a shareholder of SA		A INTER-H	olding pue	BLIC COMPAN	Y LIMITED	
โดยถือห้นจํ	านวนทั้งสิ้นรวม						ดังนี้
•	otal amount of	,	with the votir				as follows;
-	หุ้นสามัญ				1		
	ordinary share	,	with the votir			votes	
	หุ้นบุริมสิทธิ						
		,					
	preferred share	shares	with the votir	ng rights of		votes	6
(3)	ขอมอบฉันทะให้						
	Hereby appoint						-1
	□ (1)					1	
	а И			°	Age		Years
២ឡូប ដេនោះ with address		เเนน Road			าบพ/แขาง ub-District		
	, al			-		ſ	หรือ
	_						-1
	(2) <u>นายนิพ</u> า	<u>เธ๋ พัวพงศกร</u>			อายุ	Į76	ปี
		n Poapongsako			Age		Years
อยู่บ้านเลข	ที่44 กัลปพฤกษ์ 6 แยก 2	ถนน	กัลปพฤก	ษ์ต้าบ	เล/แขวง	.บางหว้า	
with address	at44 Kalapapruek 6 Yak 2.	Road	Kalapapru	iek Sub-	District	Bang Wa	
อำเภอ/เขต.	ภาษีเจริญ	จังหวัด	กรุงเทพฯ		รหัสไปรษณีเ	10160 گ	หรือ
District	Phasi Charoen	Province	Bangkok		Postal Code	10160	or
	(3)นางพรร	กไ วรวฒิจงสถิ	ต		คาะ	1 72	ส์
		inee Worawuthi				; 72	Years
อยู่บ้านเลข'	ที่135 ซอยจันทน์ 16 แยก 12		-	ต่ำ	0		
2	at 135 Soi Chan 16, Yaek 12					ng Watdon	
อำเภอ/เขต.	สาทร	จังหวัด	กรุงเทพฯ		รหัสไปรษณีย์	10120	หรือ
District	Sathon	Province	Bangkok		Postal Code	10120	or

🗖 (4) <u>นางอรรชกา สีบุญเรือง</u>				อายุ	69	ปี	
Mrs. Atchaka Sibunruang					Age	69	Years
อยู่บ้านเลข <i>พ</i> ิ	191 ซอยสุขุมวิท 4ถน	เน		ตำบล/แขวง	คลองเตย	J	
with address at191 Soi Sukhumvit 4 Road					Khlong To	oei	
อำเภอ/เขต	คลองเตย	จังหวัด	กรุงเทพฯ	รหัสไประ	ษณีย์1(0110	.หรือ
District	Khlong Toei	Province	Bangkok	Postal C	ode 10	0110 or	

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้จองหุ้น / การประชุมผู้ถือหุ้นสามัญ / วิสามัญ ครั้งที่ 53 ในวันจันทร์ที่ 22 เมษายน 2567 เวลา 11.00 น. ณ ห้องเจ้าพระยา 1 โรงแรม มณเฑียร ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

as only one of my / our proxy to attend and vote on my / our behalf at the <u>Share Subscription Meeting</u> / the Annual General / the Extraordinary Meeting of Shareholders No.53rd to be held on Monday, April 22nd, 2024 at 11.00 a.m. at Chao Praya Room 1, Montien Riverside Hotel, No. 372 Rama 3 Road, Bangklo Sub-district, Bangkorleam District, Bangkok 10120 or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

🔲 <u>วาระที่ 1</u> พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 52 เมื่อวันที่ 24 เมษายน 2566						
Agenda 1 Consideration for the approval on the Minutes of the Annual General Meeting of Shareholders No.52 nd						
on April 24 th , 2023.						
🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร						
(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.						
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้						
(B) The Proxy must cast the votes in accordance with my / our following instruction:						
🖂 เห็นด้วย 🔛 ไม่เห็นด้วย 🦳 งดออกเสียง						
Approve Disapprove Abstain						
 <u>วาระที่ 2</u> รับทราบรายงานของคณะกรรมการบริษัทในรอบปีที่ผ่านมา Agenda 2 Acknowledgement of the Report of the Board of Directors for the past year. 						
<u>วาระที่ 3</u> พิจารณาอนุมัติงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2566						
Agenda 3 Consideration for the approval on the Financial Statements for the year ended December 31 st , 2023.						
🖂 (n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร						
(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.						
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้						
 (B) The Proxy must cast the votes in accordance with my / our following instruction: 						
🖂 เห็นด้วย 🔛 ไม่เห็นด้วย 🦳 งดออกเสียง						
Approve Disapprove Abstain						

🔲 <u>วาระที่ 4</u>		<u>พิจารณาอนุมัติการจัดสรรกำไรและการจ่ายเงินปันผล</u>					
Agenda 4 Consideration for the approval on the appropriation of Profit and Dividend Payment.							
🔲 (ก)	ให้ผู้รั	ห้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร					
(A)	The P	The Proxy is entitled to cast the votes on my / our behalf at its own discretion.					
□ (1)	ให้ผู้รั	ห้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้					
(B)	(B) The Proxy must cast the votes in accordance with my / our following instruction:						
		🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🥅 งดออกเสียง			
		Approve	Disapprove	Abstain			
<u>) วาร</u>	<u>ะที่ 5</u>	<u>พิจารณาเลือกตั้งกรร</u> ม	<u>งการบริษัทแทนกรรมการ</u>	<u>บริษัทที่ต้องออกตามวาระ</u>			
Age	<u>nda 5</u>	Consideration for the election of company directors in replacement of those who are retired by rotation.					
(ก)	ให้ผู้รั	บมอบฉันทะมีสิทธิพิจาะ	เาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร				
(A)			votes on my / our behalf a				
(1)	ให้ผู้รั	บมอบฉันทะออกเสียงล	งคะแนนตามความประสง	งค์ของข้าพเจ้าดังนี้			
(B)	The P	roxy must cast the votes	in accordance with my / ou	r following instruction:			
		การเลือกตั้งกรรมการ	ทั้งชุด				
		To elect directors as a	whole				
		🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🔲 งดออกเสียง			
		Approve	Disapprove	Abstain			
		การเลือกตั้งกรรมการเ	เป็นรายบุคคล				
		To elect each director i	ndividually				
		ชื่อกรรมการ	นายสมคิด	จาตุศรีพิทักษ์			
		ชื่อกรรมการ Name of Director	นายสมคิด Mr. Somkid	Jatusripitak			
		ชื่อกรรมการ Name of Director — เห็นด้วย	นวยสมคิด Mr. Somkid ── ไม่เห็นด้วย				
		ชื่อกรรมการ Name of Director โ เห็นด้วย Approve	นายสมคิด Mr. Somkid	Jatusripitak			
		ชื่อกรรมการ Name of Director — เห็นด้วย	นวยสมคิด Mr. Somkid ── ไม่เห็นด้วย	Jatusripitak			
		ชื่อกรรมการ Name of Director เห็นด้วย Approve ชื่อกรรมการ Name of Director	นวยสมคิด Mr. Somkid Disapprove นายวิชัย Mr. Vichai	Jatusripitak งดออกเสียง Abstain กุลสมภพ .Kulsomphob			
		ชื่อกรรมการ Name of Director โ เห็นด้วย Approve ชื่อกรรมการ	นวยสมคิด Mr. Somkid ไม่เห็นด้วย Disapprove นายวิชัย	Jatusripitak งดออกเสียง Abstain กุลสมภพ			
		ชื่อกรรมการ Name of Director โ เห็นด้วย Approve ชื่อกรรมการ Name of Director L เห็นด้วย Approve	นวยสมคิด Mr. Somkid Disapprove นายวิชัย Mr. Vichai Disapprove Disapprove	Jatusripitak			
		ชื่อกรรมการ Name of Director โ เห็นด้วย Approve ชื่อกรรมการ Name of Director L เห็นด้วย Approve	นวยสมคิด Mr. Somkid Disapprove นายวิชัย Mr. Vichai Disapprove Disapprove	Jatusripitak งดออกเสียง Abstain กุลสมภพ Kulsomphob งดออกเสียง			
		ชื่อกรรมการ Name of Director เห็นด้วย Approve ชื่อกรรมการ Name of Director เห็นด้วย Approve ชื่อกรรมการ Name of Director	นวยสมคิด Mr. Somkid Disapprove บisapprove นายวิชัย Mr. Vichai Disapprove Disapprove นวยสูจริต Mr. Sujarit	Jatusripitak งดออกเสียง Abstain กุลสมภพ Kulsomphob งดออกเสียง Abstain ปัจฉิมนันท์ Patchimnan			
		ชื่อกรรมการ Name of Director Diffunction Approve ชื่อกรรมการ Name of Director Diffunction Approve ชื่อกรรมการ ชื่อกรรมการ	นวยสมคิด Mr. Somkid Disapprove นายวิชัย Mr. Vichai Disapprove Disapprove	Jatusripitak			
		ชื่อกรรมการ Name of Director เห็นด้วย Approve ชื่อกรรมการ Name of Director เห็นด้วย Approve ชื่อกรรมการ Name of Director	นวยสมคิด Mr. Somkid Disapprove บisapprove นายวิชัย Mr. Vichai Disapprove Disapprove นวยสูจริต Mr. Sujarit	Jatusripitak งดออกเสียง Abstain กุลสมภพ Kulsomphob งดออกเสียง Abstain ปัจฉิมนันท์ Patchimnan			
		ชื่อกรรมการ Name of Director D เห็นด้วย Approve ชื่อกรรมการ Name of Director Approve ชื่อกรรมการ Name of Director Name of Director Approve	นวยสมคิด Mr. Somkid □ ไม่เห็นด้วย Disapprove นายวิชัย Mr. Vichai □ ไม่เห็นด้วย Disapprove นวยสุจริต Mr. Sujarit □ ไม่เห็นด้วย Disapprove	Jatusripitak งดออกเสียง Abstain กุลสมภพ Kulsomphob งดออกเสียง Abstain บัจฉิมนันท์ Patchimnan งดออกเสียง			
		ชื่อกรรมการ Name of Director Director Approve ชื่อกรรมการ Name of Director Approve ชื่อกรรมการ Name of Director Director Approve ชื่อกรรมการ Name of Director Name of Director	นายสมคิด Mr. Somkid Disapprove บisapprove นายวิชัย Mr. Vichai. Disapprove บisapprove นายสูจริต Mr. Sujarit Disapprove บisapprove นายพิภพ Mr. Pipope	Jatusripitak			
		ชื่อกรรมการ Name of Director Director Approve ชื่อกรรมการ Name of Director Approve ชื่อกรรมการ Name of Director Name of Director Director Approve ชื่อกรรมการ	นวยสมคิด Mr. Somkid Disapprove บisapprove นายวิชัย Mr. Vichai Disapprove บisapprove นวยสุจริด Mr. Sujarit Disapprove บisapprove นวยสุจริด	Jatusripitak			
		ชื่อกรรมการ Name of Director Director Approve ชื่อกรรมการ Name of Director Approve ชื่อกรรมการ Name of Director Director Approve ชื่อกรรมการ Name of Director Name of Director	นายสมคิด Mr. Somkid Disapprove บisapprove นายวิชัย Mr. Vichai. Disapprove บisapprove นายสูจริต Mr. Sujarit Disapprove บisapprove นายพิภพ Mr. Pipope	Jatusripitak			
		ชื่อกรรมการ Name of Director Approve ชื่อกรรมการ Name of Director Mame of Director Approve ชื่อกรรมการ Name of Director Approve ชื่อกรรมการ Name of Director Mame of Director Name of Director	นายสมคิด Mr. Somkid □ ไม่เห็นด้วย Disapprove นายวิชัย Mr. Vichai □ ไม่เห็นด้วย Disapprove นายสุจริต Mr. Sujarit □ ไม่เห็นด้วย Disapprove นายพิภพ Mr. Pipope □ ไม่เห็นด้วย Disapprove	Jatusripitak			
		ชื่อกรรมการ Name of Director เห็นด้วย สื่อกรรมการ Name of Director เห็นด้วย Approve ชื่อกรรมการ Name of Director เห็นด้วย Approve ชื่อกรรมการ Name of Director อาเห็นด้วย Approve ชื่อกรรมการ Name of Director อาเห็นด้วย Approve ชื่อกรรมการ Name of Director มอมาระบาร มอมาร มอมาร มอมาร มอมาร มอมาร มอมาร มอมาร มอมาร มอมาร	นายสมคิด Mr. Somkid Disapprove บisapprove นายวิชัย Mr. Vichai. ปม่เห็นด้วย Disapprove นายสูจริต Mr. Sujarit Disapprove นายพิภพ Mr. Pipope Disapprove นายพิภพ Mr. Pipope Disapprove นายวรยศ Mr. Vorayos	Jatusripitak			
		ชื่อกรรมการ Name of Director เห็นด้วย สื่อกรรมการ Name of Director เห็นด้วย Approve ชื่อกรรมการ Name of Director เห็นด้วย Approve ชื่อกรรมการ Name of Director อาเห็นด้วย Approve ชื่อกรรมการ Name of Director อาเห็นด้วย Approve ชื่อกรรมการ Name of Director มอมาระบาร มอมาร มอมาร มอมาร มอมาร มอมาร มอมาร มอมาร มอมาร มอมาร	นายสมคิด Mr. Somkid Disapprove นายวิชัย Mr. Vichai ปล่เห็นด้วย Disapprove นวยสุจริด Mr. Sujarit Disapprove นวยพิภพ Mr. Pipope ปล่เห็นด้วย Disapprove นายพิภพ	Jatusripitak			

<u>าาระท</u> ั	<u>16 พิจารณากำหนดค่า</u>	<u>ตอบแทนกรรมการบริษัท</u>					
Agenda 6 Consideration for the determination the remuneration of company directors.							
🔲 (ก) ใ	🥅 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร						
	🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้						
(B) T	(B) The Proxy must cast the votes in accordance with my / our following instruction:						
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🔲 งดออกเสียง				
	Approve	Disapprove	Abstain				
<u>วาระท</u> ี	<u>1่ 7</u> พิจารณาแต่งตั้งผู้สอ	บบัญชีและกำหนดจำนวน	เงินค่าสอบบัญชี				
Agenc			and determination the remuneration				
	2		จ้าได้ทุกประการตามที่เห็นสมควร				
	•	he votes on my / our behalf	0 /				
		ลงคะแนนตามความประส					
(B) T	he Proxy must cast the vote	s in accordance with my / or	ur following instruction:				
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🥅 งดออกเสียง				
	Approve	Disapprove	Abstain				
<u></u>	<u>18 พิจารณาอนุมัติการแ</u>	.ก้ไขเพิ่มเติมข้อบังคับของบ	<u>เริษัท</u>				
Agenc		ndment of the Company's A	1				
🔲 (ก) ใ	ห้ผู้รับมอบฉันทะมีสิทธิพิจ 	ารณาและลงมติแทนข้าพเ	จ้าได้ทุกประการตามที่เห็นสมควร				
		he votes on my / our behalf	97				
	-	ลงคะแนนตามความประส					
(B) T	he Proxy must cast the vote	s in accordance with my / or	ur following instruction:				
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🥅 งดออกเสียง				
	Approve	Disapprove	Abstain				
<u>าาระท</u> ี่	<u>19 พิจารณาอนุมัติการแ</u>	<u>ก้ไขเพิ่มเติมหนังสือบริคณ</u>	<u>ห์สนธิ ข้อ 3 วัตถุประสงค์ของบริษั</u>	ัท			
-			n of Association section 3 the Comp				
	-		จ้าได้ทุกประการตามที่เห็นสมควร				
		he votes on my / our behalf	0.				
		ลงคะแนนตามความประส					
(B) T		s in accordance with my / or					
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🥅 งดออกเสียง				
	Approve	Disapprove	Abstain				
<u> </u>	<u>1่ 10</u> <u>พิจารณาเรื่องอื่น ๆ</u>	<u>(ถ้ามี)</u>					
	la 10 Other matters (If any)						
🔲 (ก) ใ	ให้ผู้รับมอบฉันทะมีสิทธิพิจ	ารณาและลงมติแทนข้าพเ	จ้าได้ทุกประการตามที่เห็นสมควร				
		he votes on my / our behalf	97				
		ลงคะแนนตามความประส					
(B) T		s in accordance with my / o					
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🔲 งดออกเสียง				
	Approve	Disapprove	Abstain				

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนน เสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติม ้ข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

้กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ ข้าพเจ้าระบุใน หนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

	ลงซื้อ/Signed)	-
	อากรแสตมป์ ลงชื่อ/Signed Duty Stamp 20 บาท () 20 Baht	-
	ลงชื่อ/Signedนายนิพนธ์ พัวพงศกร) (นายนิพนธ์ พัวพงศกร) Mr. Nipon Poapongsakorn	. ผู้รับมอบฉันทะ/Proxy
	ลงชื่อ/Signedนางพรรณี วรวุฒิจงสถิต (นางพรรณี วรวุฒิจงสถิต Mrs. Punnee Worawuthichongsathit	-
	ลงชื่อ/Signedนางอรรชกา สีบุญเรือง) (นางอรรชกา สีบุญเรือง) Mrs. Atchaka Sibunruang	-
<u>หม</u>	มายเหตุ/Remark	
1.	ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน หลายคนเพื่อแยกการลงคะแนนเสียงได้	ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะ
	The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the m	neeting and shall not allocate the number of
	shares to several proxies to vote separately.	

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.

 ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

REGULAR CONTINUED PROXY FORM B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ**บริษัท สหพัฒนาอินเตอร์โฮลดิ้ง จำกัด (มหาชน**)

Authorization on behalf of the Shareholder of SAHA PATHANA INTER-HOLDING PUBLIC COMPANY LIMITED.

ในการประชุมผู้จองหุ้น / การประชุมผู้ถือหุ้นสามัญ / วิสามัญ ครั้งที่ <u>53 ในวันจันทร์ที่ 22 เมษายน 2567 เวลา 11.00 น.</u> ณ ห้องเจ้าพระยา 1 โรงแรมมณเฑียร ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Share Subscription Meeting/ the Annual General / the Extraordinary Meeting of Shareholders No.53rd to be held on Monday, April 22nd, 2024 at 11.00 a.m. at Chao Praya Room 1, Montien Riverside Hotel, No. 372 Rama 3 Road, Bangklo Sub-district, Bangkorleam District, Bangkok 10120, or at any adjournment thereof.

🔲 วาระที่ เรื่อง								
Agenda No. Subject								
🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร								
(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.								
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้								
(B) The Proxy must cast the votes in accordance with my / our following instruction:								
🖂 เห็นด้วย 🔛 ไม่เห็นด้วย 🗌 งดออกเสียง								
Approve Disapprove Abstain								
🔲 วาระที่เรื่อง								
Agenda No. Subject								
📩 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร								
(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.								
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้								
(B) The Proxy must cast the votes in accordance with my / our following instruction:								
🖂 เห็นด้วย 🔛 ไม่เห็นด้วย 🦳 งดออกเสียง								
Approve Disapprove Abstain								
🗂 วาระที่ เรื่อง								
Agenda No. Subject								
Agenda No. Subject (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion. 								
Agenda No. Subject (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร								
Agenda No. Subject (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion. 								
Agenda No. Subject (n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion. (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้ 								
Agenda No. Subject (n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion. (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้ (B) The Proxy must cast the votes in accordance with my / our following instruction:								
Agenda No. Subject (n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion. (1) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้ (B) The Proxy must cast the votes in accordance with my / our following instruction: เห็นด้วย ไม่เห็นด้วย								
Agenda No. Subject (n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion. (1) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้ (B) The Proxy must cast the votes in accordance with my / our following instruction: เห็นด้วย ไม่เห็นด้วย								
Agenda No. Subject (n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion. (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้ (B) The Proxy must cast the votes in accordance with my / our following instruction: เห็นด้วย ไม่เห็นด้วย Approve Disapprove Abstain								
Agenda No. Subject (n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion. (u) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้ (B) The Proxy must cast the votes in accordance with my / our following instruction: (B) เห็นด้วย (ห็นด้วย ไม่เห็นด้วย Approve Disapprove Agenda No. Subject								
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QR Code Downloading Procedures for

The 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) and documents for the Annual General Meeting of Shareholders for the year 2024.

The 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) and full version of the Notice of the Annual General Meeting of Shareholders, including attached documents, are in QR Code format presented on the Notice of Meeting (Registration Form).

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders and the Annual Registration Statement / Annual Report (Form 56-1 One Report) in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code by following the steps below.

For iOS System

- 1. Turn on the mobile camera.
- 2. Focus the mobile camera to QR Code to scan it.
- The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.
- <u>Remark</u> : In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

- Open Line application and click on "Add friend"
- Choose "QR Code"
- Scan the QR Code
- 2. Focus the mobile camera to QR Code to scan it.

Privacy Notice for the No. 53rd Annual General Meeting of Shareholders of Saha Pathana Inter-Holding Public Company Limited On Monday, April 22rd, 2024

Saha Pathana Inter-Holding Public Company Limited ("the Company") values a personal information of the shareholders and/or proxy. In order to comply with the Privacy Data Protection Act B.E. 2562, the Company would like to inform you as follows;

1. Collected, used or disclosed personal data

For the purposes of convening and attending the shareholders meeting, the company shall collect your personal data, which includes the personal data of proxy givers and/or proxies, namely name-surname, age, nationality, national identification number, passport number, securities holder registration number, address, phone number, email, signature, voice recording, still picture, moving picture, and other information deemed as personal data under law on personal data protection. Note that the company may collect your data from other sources, namely Thailand Securities Depository Co., Ltd., only as necessary with a means authorized by law.

In the event of identity verification and/or proxy, the company may receive sensitive personal information, such as religious information from an ID card. However, the company has no intention to collect such data. Therefore, the company asks the owner of the information to cover such data before submitting it to the company.

2. Objective for the collection, use, and disclosure of Personal Data

The Company collects, uses, and discloses your personal data for the objective of the No. 53rd Annual General Meeting of Shareholders or for its legitimate interest of the company or other persons or juristic persons.

3. Duration of personal data retention

The Company will retain your personal data only for the necessary as defined in this Privacy Notice. If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

4. Your rights as a data subject

As the owner of personal data, you have the rights as stipulated in the Privacy Data Protection Act B.E. 2562, namely the rights to withdraw your consent, request access to the data, request data changes, request data deletion, request suspension of data use, request data transmission or transfer, file a petition, and object to data collection, use, or disclosure.

The exercise of aforementioned rights may be restricted under relevant laws and it may be necessary for the company to deny or not be able to carry out your requests, e.g. to comply with the laws or court orders, public tasks, your request in breach of rights or freedom of other persons, etc. The company will inform you of the reason for the refusal.

5. Disclosure of personal data to a third party

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company for the compliance of the purposes as mentioned in this notice such as technology's service provider, regulators or government agencies or by the order of regulatory officials.

Additionally, the company may find it necessary to publicize your personal data when required by law or the corporate governance code, including the minutes of general meeting of shareholders.

6. Contact channels

Enquires or questions on the Personal Data Protection can be addressed to the following channels: Saha Pathana Inter-Holding Public Company Limited, 530 Soi Sathupradit 58, Bangpongpang, Yannawa, Bangkok 10120, Email address: ir@spi.co.th or Data Protection Officer (DPO), Email address: pdpa@spi.co.th

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Good People, Good Products, Good Society

SAHA PATHANA INTER-HOLDING PUBLIC COMPANY LIMITED

530 Soi Sathupradit 58, Bangpongpang Sub-district, Yannawa District, Bangkok 10120 Tel +66 2293 0030 Fax +66 2293 0040 www.spi.co.th