



(Translation)

Minutes of the 2022 Annual General Meeting of shareholders
Carabao Group Public Company Limited

Time and venue of the meeting

Date of Meeting	April 21, 2022
Time	02.00 pm.
Type of meeting	Conducted via Electronic (E-AGM)

Directors attending the Meeting at in person:

1. Mr. Sathien Setthasit	Chairman of the Board of Director / Chief Executive Officer
2. Mr. Yuenyong Opakul	Director / Senior Deputy Managing Director
3. Mrs. Saowanee Kamolbutr	Independent Director / Chairman of the Audit Committee

Directors attending the Meeting through Webex program:

1. Miss Nutchamai Thanombooncharoen	Director / Managing Director
2. Mrs. Wongdao Thanombooncharoen	Director / Senior Deputy Managing Director
3. Mr. Kamoldist Smuthkochorn	Director / Deputy Managing Director
4. Mr. Romtham Setthasit	Director / Deputy Managing Director
5. Mr. Kanit Patsaman	Independent Director / Member of the Audit Committee
6. Mr. Nha-kran Laohawilai	Independent Director / Member of the Audit Committee
7. Mr. Predee Daochai	Independent Director / Chairman of the Risk Committee
8. GEN. Siripong Wongskhunti	Independent Director / Director
9. Mr. Sanchai Jullamon	Independent Director / Director
10. Miss Nutchanok Vongswat	Director

The company has 13 directors, all 13 directors attended the Meeting accounted for 100 percent.

Director that did not attend the Meeting.

- None -

Person presents at the meeting

Mr. Pongsam Klongwathanakith	Chief Financial Officer
Mr. Waranchai Jensiriwanich	Company Secretary as Secretary of the Meeting

Auditors attend through Webex program

Miss Kamontip Lertwitworatep	EY Office Limited
Miss Kornkanok Ruengphinyophon	EY Office Limited

The Commencement of the Meeting

Mr. Waranchai Jensiriwanich, the Secretary of the company, informed the Meeting that the total of shareholders was 29,431 person, there were 17 shareholders attended the Meeting in person, as a percentage at 0.06 percent and the proxies from shareholders was 1,539, as a percentage at 5.23 percent, thus there were the total at 1,556, as a percentage at 5.29 percent of which were accounting for 771,536,628 shares, or 77.15% of the total shares of Carabao Group Public Company Limited. The number of shares constituted a completed quorum as stated in the Articles of Association No.40

Mr. Sathien Setthasit, the Chairman of the Board of Director acted as the Chairman of the Meeting gave a speech to welcome and express the gratitude to the shareholders for attending the Meeting. The Chairman then declared the meeting open and requested Mr. Waranchai Jensiriwanich, the Secretary of the Meeting, to inform the Meeting of the details of the meeting and the meeting procedure to the Meeting.

Mr. Waranchai Jensiriwanich, the Secretary of the Meeting, informed to the meeting of the procedure for vote casting, the vote counting and the submission of questions on each agenda, for this electronic meeting, the company determined to conduct the meeting via electronic means (E-AGM) throughout the Meeting by selecting the Digital Access Platform Company Limited (the subsidiaries company of the Stock Exchange of Thailand) the electronic conference system provider. Before the Secretary of the Meeting described in the details of the meeting, the Company opened a video which demonstrated the method of system usage to the Shareholders.

The voting on each agenda

- The company shall open the Shareholders entitle to cast vote through the DAP system once completed on each agenda within 1 minute by each.
- The Shareholders shall vote as deems appropriate by clicking on bottom "voting" which included the voting menu of "Agree, Disagree and Abstain" within the specific time, in case there is not any voting, such of vote will be counted as "Agree"
- The resolution shall be announced once each agenda completed.

The procedure of Meeting and the submission of questions

- The company shall proceed to consider the agenda items specified in the invitation of the meeting in order of priority and would provide the shareholders an opportunity to ask questions (if any) before giving a resolution in each agenda item. The Shareholders shall click the bottom of "Submit Question" through the DAP system's chat box by typing the message or question, the Secretary of the Meeting will choose the question concerning of such the agenda however other questions will be considered and answered in the relevant agenda items or at the end of meeting. If there is any Shareholder would like to ask the question in person, the Shareholder may proceed as the method of submit question by

typing the message require to ask the question in person, then the Secretary of the Meeting will open the voice bottom and allow the rights of Shareholder to ask the question. Moreover, for submission the question, the Shareholder entitle to submit the question in every agenda item throughout the meeting, not necessarily await to such of agenda items.

- Each shareholder shall have the votes in the amount equal to the number of shares held by it being one vote per share.
- In the case of the votes of the shareholders were tied in each agenda item, the Chairman shall cast an additional vote as a decided vote.
- This meeting had 8 agendas (not counted the other issue)
- There are 5 agendas requires affirmative resolution with the majority votes of the shareholders such as agenda number 1, 3, 4, 5 and 7, however the agenda number 5 is the agenda of election the directors where requires the shareholders to vote by each individual of directors, then this agenda will be separated the voting into 5.1, 5.2, 5.3, 5.4, 5.5 respectively.
- The agenda number 6, to consider the remuneration of directors, the resolution shall approve two-third of votes of the shareholders.
- The agenda number 8, to consider the issuing and offering debentures, the resolution shall approve third-fourth of votes of the shareholders.
- The agenda 2 proposed to acknowledgement, there is not voting.

In order to comply with the practice of the Good Governance Guidelines, the Company has offered the shareholders the rights to propose matter to be included as an agenda in advance and encourage the shareholders to present the person whom fully qualified for being as the candidate of the company's directors who will be retired at this year.

Therefore, the Company then open the opportunity to the shareholders to purpose the agenda and the person to be a candidate of the company's director by announcing the criteria through its website from 1 October 2021 – 31 December 2021. However, there was no such proposed matter for this Meeting.

Afterward, Mr. Sathien Setthasit then proceeded to the meeting according to the agenda, the detail as follows;

Agenda 1 To approve the minutes of the 2021 Annual General Shareholders' Meeting held on April 22, 2021.

The Chairman assigned Mr. Waranchai Jensiriwanich, the Secretary of the Meeting, presented to the meeting regarding to examine the minutes of the 2021 Annual General Shareholders' Meeting held on April 22,2021, which were submitted to the shareholders together with the invitation of the meeting.

The Chairman offered the shareholders the opportunity to ask questions and express their opinions

There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda.

The Chairman then requested that meeting cast vote respective to the agenda afterwards.

Resolution The Meeting considered and passed its resolution, by a unanimous of total number of votes of the shareholders present at the meeting and eligible to vote, certified the minutes of the 2021 Annual General Shareholders' Meeting held on April 22, 2021, as proposed by the following votes;

Shareholder Voting	Number of votes	Percentage
Agree	771,564,328	100.00
Disagree	-	-
Abstain	-	-
Total	771,564,328	100.00
Voided Ballot	-	-

Agenda 2 To acknowledge the Company's operating results in 2021.

The Chairman assigned Mr. Pongsarn Klongwathanakith, the Chief Financial Officer, to present to the meeting regarding 2021 operating results with details summarized as follows.

1. Total revenue and net profit attributed to the owner's equity posted an average growth rate from 2019 to 2021 (CAGR - Compound Annual Growth Rate) of 7.8 percent and 7.2 percent respectively.

In the COVID-19 pandemic situation, the Company's revenue from sales was more diversified as a result of increasing variety of 3rd party products for distribution. The Company also started exports of energy drinks in bottle format to certain areas in China, forming part of the drivers to a 90 percent increase in export sales to China during the year. The proportion of revenue from sales in each category was summarized below.

Category	2020	2021
Branded Own - Domestic	35	33
Branded Own – Overseas	47	40
Distribution	14	21
Branded OEM	2	3
Others	2	3

Net profits attributed to the owner's equity in 2021 declined from 2020, mainly due to rising costs of production inputs i.e. aluminum, sugar, natural gas, and logistics related costs. However, net profits in 2021 were still higher as compared to the pre-COVID pandemic situation in 2019.

2. Branded own sales derived from overseas versus domestic markets were at the ratio of 55:45 in 2021.
3. The Company ranked the 2nd largest market share, both in energy drinks and healthy shots markets, with a market share of 21 percent and 9 percent respectively.
4. In 2021, the Company continued to implement cost management in the major areas as follows.
 - The Company improved production processes and minimized loss in the process, coupled with lightweight glass bottles and aluminum cans in progress.

- Asia Packaging Manufacturing Co., Ltd. (“APM”) started the commercial run in 2021, producing premium packaging i.e. carton, label, and film in order to support the vision “World class product, World class brand”.
- Solar rooftop with a capacity of 5 MW was effected in 2021. The Company planned to install an additional capacity of 5 MW in 2022, in anticipation of using more clean energy and preserving the environment.
- The Company purchased 26% shares of Asia Can Manufacturing Co., Ltd. (“ACM”) from the SHOWA DENKO Group. The transaction was completed on 1 March 2021 and the Company’s shareholding in ACM increased to 100 percent of registered and paid-up capital.
- The Company managed to reduce sugar content in the bolted format energy drinks available for sales in the country so as to reinforce the government policy regarding health consciousness.

5. Strategy to enhance sales in 2022.

- New Product Development: Planning to launch 2-3 new products in 2022.
- “Carabao dang 10 Baht”: Maintaining the retail price point at THB10 to help consumer lower costs of living by and large.
- Revenue distribution: Distributing more variety of 3rd party products, especially those with potential growth.
- Big campaign for the year namely “Bao Dang to give 500 motorcycles”: Beginning from April 2022 to February 2023 to enhance sales of energy drinks in Thailand.
- 3 major points of focus: Namely 1) creating brand recognition at point of sales such as TD stores, CJ stores and mom and pop stores, 2) creating brand recognition via “Bao Dang girls” who were prompted to communicate directly to the consumer base and 3) deploying key messages through social network.
- the English Football League sponsorship contract (EFL) was extended for 2 seasons: Starting from season 2022/2023 to season 2023/2024.

6. In 2021, the Company won in a number of distinct awards, taking for example the following.

- Best CEO Awards, Best Company Performance Awards, and Outstanding Innovative Company Awards from the Stock Exchange of Thailand.
- Thailand’s Best Managed Companies from Deloitte. Such an award is held regularly for 25 years in 37 countries worldwide.
- Championship Award for CSR Campaign, and Excellence in Corporate Governance and Reporting Award from Cambridge IFA.

7. In 2021, the Company made both monetary and non-monetary donations to support medical and related teams in fighting with COVID-19 situation such as Bangpakong Hospital, Phimpha tambon health promoting hospital, and others.

8. Dividend per share was THB 1.90 (THB One and Ninety Satang) per share, 66% of earnings per share should the meeting have approved.

9. Interest-Bearing Debt to Equity Ratio was 0.7 times which was lower than the prevailing covenant of 2.5 times.

Afterwards, Mr. Waranchai Jensiriwanich, the Secretary of the Meeting purposed to the Meeting regarding the Sustainable Business Development of Carabao Group Public Company Limited and its subsidiaries as follows;

Throughout the past time, the company has been conducting business parallel with the concept of sustainable business development under consideration of the three major responsibilities such as environment, social, and governance to ensure all ESG dimension would be part of the business process.

The previous ESG accomplishment are as follows.

Governance dimension

Continuing to Improve and review all practices in accordance with the different criteria changed to comply the current situation.

Social dimension

Emphasize human rights, racial justice, diversity, equality, and coverage to the workplace for example.

- The employment of the disabled, which currently amount at total of 31 persons.
- Establish the Labor standards and management systems such as employment, welfare and safety occupational health and working environmental where certified and recognized 2 of the honorary awards as Thai Labor Standards Awards (TLS 8001-2563) and the award for the establishment of good labor practices (Good Labor Practices: GLP).

Environmental dimension

Continuous improvement and developing of the production system regarding to ensure the usage natural resources effectiveness and reusable such as:

- Bring the remaining water from the water filtration system for washing all equipment.
- Install a wastewater treatment system before releasing it to the outside of the factory comply as prescribed standard of ISO14001:2015.
- Established the Solar Rooftop panels on the factory roof to generate the electric power in the factory where we expected that by 2023 it will be able to generate 10 mw of electricity.

Moreover, in 2022, the group and subsidiaries are launching a corporate carbon footprint project to determine the amount of greenhouse gas emissions from various activities of the organization in order to manage and plan to reduce greenhouse gas emissions.

The Chairman offered the shareholders the opportunity to ask questions and express their opinions

There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda.

Resolution It is for acknowledgement and thus the resolution is not required. The meeting acknowledged the Company's operating results in 2021 as presented accordingly.

Agenda 3 To approve the financial statements and auditor's report for the fiscal year ending 31 December 2021, which is audited by the auditor.

The Chairman assigned Mr. Pongsarn Klongwathanakith, Chief Financial Officer, presented to the meeting to clarify that according to Section 112 of the Public Company Act B.E. 1992, the Board of Director must propose to the Annual General Meeting of shareholder to consider the financial statements of the Company. The year ended December 31, 2021 together with the report of the auditor which was audited by the auditor from EY Office Limited in accordance with accepted Financial Reporting Standard are proposed to get approval. The financial statement details are shown in annual report which were submitted to the shareholders together with the invitation of the meeting. The summary of financial highlight is as follows.

	<u>Consolidated Financial Statement</u>	<u>Company Financial Statement</u>
		Unit : THB
Total Assets	17,569 Million	2,159 Million
Net Profit	2,881 Million	1,965 Million
Net Profit per share	THB 2.88	THB 1.97
Total Assets	19,186 Million	12,255 Million
Total Liabilities	9,075 Million	5,702 Million
Total Equities	10,111 Million	6,553 Million

The Chairman offered the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

Resolution The Meeting considered and passed its resolution, by a unanimous of total number of votes of the shareholders present at the meeting and eligible to vote, approved the financial statements for the year ended December 31, 2021, as proposed by the following votes;

Shareholder Voting	Number of votes	Percentage
Agree	771,566,928	100.0000
Disagree	-	-
Abstain	-	-
Total	771,566,928	100.0000
Voided Ballot	-	-

Agenda 4 To consider and approve the dividend payment for the Company's operating results in 2021.

The Chairman assigned Mr. Pongsarn Klongwathanakith, Chief Financial Officer, presented to the Meeting that The Company has a policy to pay dividends at the rate of not less than 40 percent of net profit after income tax under the consolidated financial statements and the allotment of a legal reserve. The rate of dividend payment is subject to the investment plan, the conditions and restrictions as specified in the loan agreements, or other relevant agreements (if any), the financial condition and operating results as well as other relevant factors of the Company and its subsidiaries. The Board of Directors may reconsider and amend the dividend policy from time to time to be consistent with the Company's and its subsidiaries' future business growth plans, investment capital and working capital requirements, and other factors as considered appropriate. However, the dividend payment will not exceed the retained earnings shown in the separate financial statements of the Company and in accordance with the relevant laws. Thus, the approval of dividend payment depends on the resolution of the shareholders' meeting and pursuant to the Public Company Act B.E. 2535 and the Company's Articles of Association, the Company shall make a reserve at a rate of no less than 5 percent of net profits less retained loss (if any) so long as such a legal has yet to equate to 10 percent of registered capital.

Presently, the Company has a total legal reserve of THB100,000,000 million (THB One Hundred Thousand million), which equals 10 percent of the registered capital

In 2021, net profit of the Company in amount of THB2,881 million (THB Two Thousand Eight Hundred and Eighty-one million). The Board of Directors Meeting no. 4/2021 held on August 13, 2021, has approved an interim dividend payment at a rate of THB0.90 (THB Ninety satang) per share (1,000 million shares) for the amount of THB900 million (THB Nine hundred million).

The resolution of the Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting for approval the dividend payment at a rate of THB1.00 (THB One) per share for the amount of THB1,000 million (THB One Thousand million). Total dividend from the 2021 operating results is TH1,900 million (THB One Thousand and Nine Hundred million) or 65.9 percent of net profit. The dividend is in accordance with dividend policy.

Comparison of dividend payment in the year 2021 to the preceding year is as follows.

	2021 (propose)	2020	2019	2018	2017	2016
Dividend per share (Baht)	1.90	2.40	1.70	0.80	0.85	1.00
Total amount of dividend (million baht)	1,900	2,400	1,700	800	850	1,000
Payout Ratio (%)	65.9	68.1	67.8	69.1	68.2	67.1

The Chairman offered the shareholders the opportunity to ask questions and express their opinions

There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

Resolution The Meeting passed resolution, by a unanimous of total number of votes of the shareholders present at the meeting and eligible to vote, to ratify the interim dividend payments of THB0.90 (THB Ninety Satang)

per share and approve the proposed dividend payments of THB1.00 (THB One) per share for the Company's operating results in 2021 as proposed by the following votes

Shareholder Voting	Number of votes	Percentage
Agree	771,567,928	100.0000
Disagree	-	-
Abstain	-	-
Total	771,567,928	100.0000
Voided Ballot	-	-

Agenda 5 To consider the appointment of Directors to replace the Directors who retire by rotation.

The Chairman assigned Mr. Waranchai Jensiriwanich, the Company Secretary, presented to the meeting regarding the appointment of Directors to replace the Directors who retire by rotation, to clarify that according to the Public Company Act and No.20 of the Articles of Association of the Company, one-third of directors shall leave the position. The directors with the longest term shall leave the position and may be re-appointed to serve the new term.

The directors of the company are 13 persons. The Directors who retire by rotation are 5 persons are as follows:

1. Mr. Sathien Setthasit Director, Chairman of the nomination and remuneration committee, has appointed and served as Director for 7 years from March 18, 2014, to present then including of this appointment would be 10 years.
2. Mr. Yuenyong Opakul Director, has appointed and served as Director for 7 years from March 18, 2014, to present then including of this appointment would be 10 years.
3. Gen. Siripongs Vongskunti Director, Independent Director has appointed and served as Director for 5 years from November 11, 2016, to present then including of this appointment would be 8 years.
4. Mr. Sanchai Jullamon Director, Independent Director has appointed and served as Director for 6 months from November 12, 2021, to present then including of this appointment would be 3 years.
5. Mr. Kanit Patsaman Director, Independent Director, member of the nomination and remuneration committee, member of Audit Committee , member of Risk Committee has appointed and served as Director for 7 years from October 1, 2014, to present then including of this appointment would be 10 years.

The opinion of the Board of Directors excludes the directors who were stakeholder as the resolution as following;

The Board of Directors purposed to consider the names of the nominated persons, including the appropriate qualifications and experiences, deemed it appropriately. Beside of this the Company opened opportunity for the shareholders to propose the person for being a candidate of the Company's Directors on the previous period of October 1, 2021 – December 31, 2021, which there was no any proposed of this matter.

Thus, the Company purposed to the Annual General Meeting of shareholders to re-appoint 5 directors who are due to retire by rotation to serve for another term in the position namely: Mr. Sathien Setthasit, Mr.Yuenyong Opakul, Gen.Siripongs Vongskunti, Mr. Sanchai Jullamon and Mr. Kanit Patsaman. The opinion of the Board is in accordance with the considerations and recommendations of the Nomination and Remuneration Committee where consideration without the director who are stakeholders such of agenda item.

The detail of 5 Directors about educational background and the expertise of the nominated person. Information on attendance of the board of directors / sub-committees in the past year, shareholding in the company information on directors or executives in the company listed companies and other companies and related information of the nominated persons appear in the invitation of the meeting. To comply with the good corporate governance, this agenda will be separate voting.

This consideration is considered individually, and any person is involved with this agenda have left the meeting both attending in person and via the Webex system.

The Chairman offered opportunity, welcoming all questions and opinions from the shareholders.

There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

Resolution The Meeting considered and passed its resolution, by a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, approved the appointment of the 5 directors subject to be retired as directors for another term, as proposed by the following votes.

5.1 The election results of Mr. Sathien Setthasit

Shareholder Voting	Number of votes	Percentage
Agree	770,185,651	99.8208
Disagree	1,382,277	0.1792
Abstain	-	-
Total	771,567,928	100.0000
Voided Ballot	-	-

5.2 The election results of Mr.Yuenyong Opakul

Shareholder Voting	Number of votes	Percentage
Agree	771,484,728	99.9892

Disagree	83,200	0.0108
Abstain	-	-
Total	771,567,928	100.0000
Voided Ballot	-	-

5.3 The election results of Gen.Siripongs Vongskunti

Shareholder Voting	Number of votes	Percentage
Agree	771,567,928	100.00
Disagree	-	-
Abstain	-	-
Total	771,567,928	100.00
Voided Ballot	-	-

5.4 The election results of Mr. Sanchai Jullamon

Shareholder Voting	Number of votes	Percentage
Agree	771,567,928	100.00
Disagree	-	-
Abstain	-	-
Total	771,567,928	100.00
Voided Ballot	-	-

5.5 The election results of Mr. Kanit Patsaman

Shareholder Voting	Number of votes	Percentage
Agree	764,005,228	99.0198
Disagree	7,562,700	0.9802
Abstain	-	-
Total	771,567,928	100.0000
Voided Ballot	-	-

Agenda 6 To consider and approve the directors' remuneration for year 2022.

The Chairman assigned Mr. Waranchai Jensiriwanich, the Secretary of the Meeting, presented to the meeting to consider regarding the directors' remuneration year 2021, the company determined the policy of Directors' Remuneration at a reasonable rate and in accordance with various factors as follows.

- 1) Duties and responsibilities of each director.
- 2) Remuneration of other companies in the same industry.
- 3) Remuneration of companies listed on the Stock Exchange of Thailand.

4) Business expansion and profitable growth of the company.

5) Other factors

Regarding to the Meeting to consider the directors' remuneration year 2021 with the Public Limited Companies Act B.E. 2535 and No.33 of the Articles of Association of the Company prescribed for the Annual General Meeting of Shareholders to consider the remuneration of directors.

The Board of Directors has carefully considered the remuneration of directors and compare with the performance of the previous year and deemed it appropriate to propose the remuneration of directors not more than THB8,000,000 million (THB Eight Thousand million) increases from the year 2021 at amount THB1,000,000 million (THB One Thousand million) due to the increasing of the number of the board of director, the details as follows.

Position	Monthly Remuneration*	Attendance Fee**
Chairman	45,000	30,000
Director	30,000	30,000

Remark: 1) This Remuneration have payment to non-executive directors only.

2) Attendance Fee have paid for director, who have attended the meeting only.

the Remuneration assign the Chairman of the Board of Directors to allocate.

Other remuneration – None

The opinion of the Board is in accordance with the considerations and recommendations of the Nomination and Remuneration Committee.

The Chairman offered opportunity, welcoming all questions and opinions from the shareholders.

There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

The resolution to approve for this agenda was two-three of votes of the shareholders attending the meeting and were entitled to vote.

Resolution The meeting considered and passed its resolution by a simple majority of total number two-three of votes of the shareholders present at the meeting and eligible to vote, approved the directors' remuneration Year 2022 in amount of THB8,000,000 million (THB Eight Thousand million) as proposed by the following votes.

Shareholder Voting	Number of votes	Percentage
Agree	752,786,528	97.5681
Disagree	18,763,000	2.4319
Abstain	100	0.0000
Total	771,549,628	100.0000
Voided Ballot	-	-

Agenda 7 To consider and approve the appointment of the auditor and determine auditor's fees for year 2022.

The Chairman assigned Mrs. Saowanee Kamolbutr, Chairman of the audit committee, to clarify that according to Section 120 of the Public Company Act B.E.1992 and the Articles of Association, the Annual General Shareholders' Meeting to consider the appointment of the auditor and determine auditor's fees of the Company year 2022 which the EY Office Limited as the auditor of the company since year 2014 and each one of auditor has independent and no any conflict of interest with the Company, Management, the majority shareholder or any related person on this matter.

The audit committee and the board of director considered and deemed it appropriate to propose to the Annual General Shareholders' Meeting appoint the auditor from EY Office Limited as the auditor of the company year 2022, by prescribed the one of the following auditors shall examine and provide opinion toward the Company's financial statements.

- 1) Miss Kamontip Lertwitworatep C.P.A. Registration No. 4377 or
- 2) Miss Siriwan Suratepin C.P.A. Registration No. 4604 or
- 3) Mr. Samran Taengcham C.P.A. Registration No. 8021

Regarding, Miss Kamontip signed to certify the Company's financial statements since 2020 to present, then this year will be the third year of her service.

The audit's fee of the year 2022 at amount of THB1,000,000 million (THB One Thousand million) as the details of previous audit's fees following;

Company	Increase/(Decrease)	2022 (propose)	2021	2020	2019	2018	2017	2016
CBG	-	1,000,000	1,000,000	1,165,000	965,000	865,000	865,000	540,000

The Chairman offered opportunity, welcoming all questions and opinions from the shareholders.

There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

Resolution The Meeting considered and passed its resolution, by a unanimous of total number of votes of the shareholders present at the meeting and eligible to vote, approved the appointment of the auditor and determine auditor's fees for year 2022, as proposed by the following votes.

Shareholder Voting	Number of votes	Percentage
Agree	771,567,928	100.0000
Disagree	-	-

Shareholder Voting	Number of votes	Percentage
Abstain	-	-
Total	771,567,928	100.0000
Voided Ballot	-	-

Agenda 8 To approve the issue of debenture

The Chairman assigned Mr. Pongsarn Klongwathanakith, Chief Financial Officer, presented to the Meeting that the company for consideration and approval the issue of debenture, the principal amount of the debenture will not exceed THB5,000 million (THB Five Thousand million) that offered single or multiple. This is to restructure the company's financial cost. Expansion of business in the future and / or working capital of the Company. The detail as follows;

Type: Any and all types of debentures or bonds, including without limitation, name registered debentures, bearer debentures, secured or unsecured debentures, with or without debentureholders' representative, and subordinated or Senior debentures, depending on the market condition when issuing each trench of bond.

Currency: Baht and/or foreign currency by using the exchange rate on the day of issuance of each trench of bond.

Total Value: The principal amount proposed for approval shall not exceed THB 5,000 million (THB Five Thousand million), or Thai baht equivalent for the foreign currency bond. When calculated with the aggregated amount of all outstanding debentures issued by the Company at any time, the total offering amount will not exceed THB 6,500 million (THB Six Thousand Five Hundred million) (or equivalent in any other currency).

The principal amount of the debentures redeemed or purchased by the Company shall be counted towards the remaining principal amount of debentures that can be issued by the Company (Revolving Principal Basis). In the event that the Company issues debentures to refinance existing debentures (issuance of new debentures to repay and/or replace existing debentures), the principal amount of existing debentures to be redeemed 30 business days after the new debentures issued to refinance such existing debentures shall not be counted as part of the existing debentures which have not been redeemed in the

calculation of the remaining principal amount of the debentures that can be issued by the Company.

Maturity: Depending on market situation when issuing each trench of bond.

Offering: To offer and issue debentures for any purposes except refinancing within 2 years, in one time or multiple times and/or in a project or revolving issuance to general public and/or private placement and/or local institutional investor and/or foreign investor at one time or multiple time according to the announcement of the Security Exchange Commission and/or the Office of the Security Exchange Commission and/or other relevant regulations that is currently practiced in the time of issuance.

Pre-mature redemption: The bondholder may or may not have the right to pre-maturely redeem bond, this will depend on the terms and conditions of each bond issuance.

Interest rate: Depending on the prevailing market condition when the bond is issued or depending on the terms and conditions of each bond issuance. In all, the rate shall be regulated by the announcement of the Security Exchange Commission and/or the Office of the Security Exchange Commission and/or other relevant regulations that is currently practiced in the time of issuance.

Authority to determine other specifics: To appoint the board of directors and/or delegated person to have following authority

1. Determine various specifics about the debenture, such as debenture's type, name, interest rate, maturity, redemption, bondholder representative, as well as the details about offering, which include, but not limited to, price, offering method and offering or distributing duration.
2. Appoint financial advisor and/or underwriter and/or any other person according to any relevant legal requirement or any case as appropriate.
3. Negotiate, engage and amend contract and/or related documents, as well as filing information, documents, and evidence for the Office of the Security Exchange Commission and/or relevant authority related to the bond issuance. Conduct any necessary actions that required to issue bond as appropriate.

Objective: Restructure financial cost of the company, and/or repay any debts/debentures, and/or expanding business in the future, and/or preparing for working capital.

Repayment of principal of debenture, the company expect to use cash flow from operations. In addition, the company had loan from finance institute around THB5,900 million (THB Five Thousand and Nine Hundred million).

Voting required to pass the resolution

The Chairman offered opportunity, welcoming all questions and opinions from the shareholders.

There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

The resolution to approve for this agenda was not less than third-fourth of the shareholders who attend the Meeting and have the rights to vote.

Resolution The Meeting considered and passed its resolution, by a simple majority of total number of votes not less than third-fourth of the shareholders who attend the Meeting and have the rights to vote to approve issue of debenture, the principal amount of the debenture will not exceed THB5,000 million (THB Five Thousand million) as the following votes;

Shareholder Voting	Number of votes	Percentage
Agree	765,989,428	99.2770
Disagree	3,794,000	0.4917
Abstain	1,784,500	0.2313
Total	771,567,928	100.0000
Voided Ballot	-	-

Agenda 9 To consider other issues (if any)

There is no any agenda matter purposed by the Shareholders.

The Chairman made statement to the meeting that there were no persons proposing and raising other matters for consideration. Hence, the agenda has all been considered.

Afterwards, the Chairman gave an opportunity for the shareholders to ask questions. The Chairman and the Management responded to the questions and talk about normal business situation. No one asked any more.

There were neither questions nor opinions raised for consideration in the Meeting thus far. The Chairman expressed gratitude and thanked to all shareholders and directors participating in the Meeting. The Meeting was finished at 04.00 pm.

Signed

(Mr. Sathien Setthasit)

Chairman of the Board of Directors

Signed

(Mr. Waranchai Jensiriwanich)

Legal Director / Company Secretary