

The Minutes of the Annual General Meeting of Shareholders Year 2023 via Electronic Meeting
AIRA Factoring Public Company Limited
Monday April 24th , 2023
At Conference Room 20th Flr, Chamchuri Square Building , Phayathai Road, Pathumwan, Bangkok

Before the meeting

Before proceeding with the meeting, Ms. Pornsiri Kusolputchong (MC) informed that today the company held the meeting in the form of e- AGM via electronic media using the AGM service provided by Digital Access Platform. Ltd. (DAP), a company in the group of the Stock Exchange of Thailand. The Company allows shareholders to register to attend the meeting in advance from April 3, 2023.

The Company has given the opportunity to shareholders to propose the meeting agenda in advance from October 1, 2022 to December 31, 2022, it appears that no shareholders proposed any agenda items.

MC also introduced directors, executives, auditors and legal advisors who attended the Annual General Meeting of Shareholders as follows:

Directors attending the meeting : All 10 directors attended the meeting, representing 100% of the total number of directors. details as follows

Directors who attended the meeting in person :

1. Mr. Sorasit Soontornkes Independent Director / Chairman of the Board
(The Chairman of the meeting)
2. Mr. Kunakorn Makchaidee Independent Director / Chairman of the Audit Committee
3. Mrs. Yajai Pattanasukwasun Independent Director /Chairman of the Nomination and Remuneration and Corporate Governance Committee for Sustainability /
Member of Audit Committee
4. Mr. Akrawit Sooksai Director / Chief Executive Officer /Member of Executive Committee /
Member of Credit Committee

Directors who attended the meeting via electronic meeting :

1. Mrs. Ladavan Tanatanit Director / Member of Executive Committee
2. Mr. Visit Wongruamlap Director / Member of Credit Committee
3. Mr. Poonsak Thiapaira Independent Director / Member of Audit Committee /
Member of the Nomination and Remuneration Committee and Corporate Governance for Sustainability
4. Mrs. Naline Ngamsetthamas Director / Member of Executive Committee / Member of the Nomination and Remuneration Committee and Corporate Governance for Sustainability

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5. Mrs. Nongluk Chantarasombat Director / Chairman of Credit Committee
6. Admiral Navapol Damrongpong Independent Director

Management who attended the meeting via electronic meeting :

1. Mr. Pongsakorn Sangvijit Managing Director
2. Mr. Pattawut Veerapradit Assistant Managing Director, Finance & Administration Division
3. Mr. Pipob Jirawongsakorn Assistant Managing Director, Operation and Information Technology Division

Auditor : Representative from EY Office Company Limited : Mrs. Poonnard Paocharoen, who is the auditor for the year 2022, attended the meeting via electronic media.

Legal Advisor : Representative from the law firm : TPC Khun Jom Chanthama who attended the meeting in person. He will act as a validator of the proxies, counting the quorum and voting

The MC informed the meeting that the Company has publicized the arrangement of the Annual General Meeting of Shareholders through various channels by sending the invitation letter to the meeting via registered mail, publishing advertisements in daily newspapers. messages regarding the meeting to the electronic mail system of the Stock Exchange of Thailand and announced on the Company's website"

After that, the MC was informed about the voting method and vote counting in each agenda to let the meeting know that in the voting, it is deemed that each shareholder have the right to vote equal to the number of shares held, where 1 share is equal to 1 vote, the shareholder has the right vote for each agenda whether you agree, disagree or abstain. only one way or another. Otherwise, it will be considered as invalid card.

In the case of appointing a proxy; proxies must vote in the same way, except in the case of a proxy that have been granted by using Proxy Form B. The Company will record the voting according to the Proxy Form in the system in advance.

When the meeting proposed to consider and vote, the Company will open a voting system for 1 minute. Shareholder can vote disagree or abstain by select the box" disagree" or "abstain" and press "confirm". Your vote will be deducted from the votes of the total number of shares of the shareholders and proxies attending the meeting and having the right to vote. The shareholders who do not vote will be considered agree. If any agenda has equal votes, the chairman of the meeting will vote one more vote to be the decisive voice.

For expressing opinions or asking questions: Since the meeting is a form of electronic conferencing which has a limited amount of time in the meeting; therefore, in order to be able to manage the meeting time, the Company would like to ask the shareholders, who wish to ask questions or express opinions on each agenda, submit questions or comments by clicking on the Send Questions icon in the DAP Meeting system. The system will open

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for submitting questions from the beginning of each agenda until the end of each agenda report (approximately within 3 minutes). However, if any questions are not related to the agenda being presented, the Company will ask for permission to answer questions during the Q&A period in other agendas. For questions that were not answered at the meeting, the company will answer questions and disclose on the company website.

Subsequently, MC informed about the meeting agenda that the chairman of the meeting would proceed the meeting according to the agenda informed in the invitation letter, respectively, as follows:

Agenda 1 Acknowledgment of the Company's operating results for the year 2022

Agenda 2 To consider and approve the balance sheet and profit and loss account and auditor's report ending December 31, 2022

Agenda 3 To consider and approve the allocation of net profit for the year 2022 as legal reserve

Agenda 4 To consider and approve the omission of dividend payment for the year 2022

Agenda 5 To consider and approve the election of directors to replace those who are due to retire by rotation

Agenda 6 To consider and approve the directors' remuneration for the year 2023

Agenda 7 To consider and approve the appointment of the auditor and determine the audit fee for the year 2023

Agenda 8 Consider other matters (if any)

As for the conditions for approval in each agenda: Vote counting in every agenda will be based on a majority vote, except for matters required by law. It will show the result of the vote counting on the monitor screen.

Voting will be divided into

- Part 1 is Agenda 1 is for acknowledgment therefore no voting

- Part 2 includes Agenda 2-8 details as follows:

Agenda 2-5 and Agenda 7	Voting: Majority of votes of the shareholders attending the meeting and having the right to vote
Agenda 6	Voting: Not less than two-thirds of the total number of votes of the shareholders who attended the meeting.
Agenda 8	No vote, but shareholders can ask questions or offer useful opinions to the Board of Directors and management to acknowledge and put into practice

The MC informed the meeting that currently there was 1 shareholder attending the meeting in person, holding 18,650,000 shares, representing 1.16 percent, attending the meeting by proxy, 32 people attending the meeting, holding 1,467,851,439 shares, representing 91.74 percent. The number of shareholders attending the meeting in person and by proxy was 33 people, counting 1,486,501,439 shares. share percentage 92.90 of the total number of shares sold of the Company

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Start the meeting

MC invited the chairman of the meeting to open the meeting. The Chairman thanked the shareholders, proxies from shareholders, institutional investors, representatives from the Thai Investors Association and all honorable persons who attended this general meeting of shareholders. The Chairman informed that there were shareholders and proxies attending the meeting as informed by the MC that constituted a quorum according to the Company's Articles of Association and would like to open the 2023 Annual General Meeting of Shareholders.

Before starting the meeting, the chairman informed that the minutes of the 2022 annual general meeting of shareholders were prepared within 14 days after the meeting date and published on the company's website.

In this regard, the shareholders were given an opportunity to express their opinions and make amendments to the minutes of the meeting for a period of one month. It appeared that no shareholders proposed any amendments. Therefore, the minutes of the said meeting were already approved by the shareholders.

The Chairman informed the meeting that in Agenda 1, he would assign Mr. Akrawit Suksai, Chief Executive Officer, to as a presenter to the meeting. Agenda 2 and Agenda 7 will assign Mr. Kunakorn Mekchaidee, Chairman of the Audit Committee, to as a presenter to the meeting. Agenda 5 and Agenda 6, which are agendas to approve the election of directors who retired by rotation and determination of directors' remuneration for the year 2023 due to Khun Yajai Patanasukwasan Chairman of the Nomination and Remuneration Committee Directors who retired by rotation at this shareholders' meeting. The chairman of the meeting will conduct the meeting.

The chairman then proceeded to the meeting according to the agenda as follows:

Agenda 1: To acknowledge the Company's operating result for the year 2022

In order to comply with the Public Company Limited Act B.E. 2535 (including any amendments) and the Company's Articles of Association, The Board of Directors must report the Company's operating results for the past year to shareholders at the Annual General Meeting of Shareholders every year.

The Company has summarized the past operating results and significant changes that occurred in the year 2022 as shown in Form 56-1 One report for the year 2022 (details as per Attachment No. 2 under the heading "Description"). and analysis of financial position and operating results). The shareholders can download the meeting documents from the Company's website under the topic of investor relations.

The Board of Directors deems it appropriate to let the shareholders' meeting acknowledge the operating results for the year 2022. 

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Mr. Akarawit SookSai, Chief Executive Officer is the person who reports a summary of the operating results to the shareholders' meeting as follows:

Regarding the economic conditions of the year 2022 has grown more compared to 2021, resulting in an increase in trade volume, which has a positive effect on the company's operations. The company has factoring volume of 18,436 million baht and a total income of 226 million baht (increase about 13% from the previous year). The company's expenses excluding finance costs were 127 million baht, accounting for 56.2% of total revenue. The cost of finance last year increased due to higher inflation causing financial institutions to raise interest rates, resulting in an increase in the company's cost of finance. In 2022, the company had finance costs of 42.57 million baht, representing 18.7% of total revenue. From the aforementioned factors resulting in the company's net profit equal to 45.26 million baht.

Highlight of operations in 2022:

- Exclusive PN : The company has launched a new product, "Exclusive PN", which is a short-term loan service for customers to use as working capital. Currently, the company provides this service to old customers with good track records. In the past year Customers have given good feedback and are very interested in this product. from customers as well. This year, the company continues to provide this product.

- AF Green Project : The company has launched the AF Green Project, a project that promotes the implementation of the Stock Exchange of Thailand's ESG guidelines that focus on the environment, society and governance. The project is set up to support entrepreneurs who do business about Eco System, clean energy and renewable energy, wasteful energy, including businesses that improve energy efficiency to be more efficient. The company will consider a special interest rate. (lower than the normal rate) to customers in the project This is a concrete way for the company to focus on ESG practices.

- Digital Marketing : In 2022, the company conducted marketing through digital marketing channel which was able to create 670 prospect customers and 40 new customers who had approved credit lines, resulting in an increase in factoring loan transactions. From the said project, the company is able to expand its market base to cover more regional areas and reach customers in many industries. Customers can receive news directly and efficiently through digital marketing channels.

- Strategic Partnership : The company has been strategically cooperating with a variety of companies, both specialized and non-technological companies, which play an important role in developing the company's service system to be more efficient. The company has a strategic cooperation in doing business with companies in the AIRA group, which have a large Eco System and have a large customer base of almost 1,000,000, which will affect the expansion of the company's customer base in the future.

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Business plan in 2023 The company focuses on digital projects as the company needs to continuously improve its services so that the company is ready to reach consumer behavior in the era of technology transfer.

Projects that the Company will implement in 2023 are as follows:

- Online Factoring : Factoring credit approval online system is currently under development. When the system is completed, it will be able to serve customers which will know the results of credit approval within 24 hours.

- Digital Marketing : In 2023, the company will use technology to do more digital marketing. AI is applied to provide services in the form of AT ChatBot to maintain relationships with existing customers and help in acquiring new customers. For example, using AI to analyze consumer behavior, answer questions and close sales. The use of AT technology will enable sales and service to be carried out more compactly, faster and more efficiently.


The Company continuously places importance on anti-corruption. In the past, the company has joined the Thai private sector as a coalition against corruption and corruption. The company was certified by CAC on September 30, 2020. Currently, the company is in the process of submitting documents for certification renewal. As the company has focused on anti-fraud and corruption and has taken it as part of the company's guidelines and policies. The Company believes that it will strengthen the Company for sustainable operations in the long run. The meeting was then given an opportunity to ask questions and offer opinions. It appears that there were no attendees to ask questions or make comments.

This agenda is for acknowledgment therefore no vote, It is deemed to acknowledge the Company's performance report in the year 2022 as proposed.

Meeting's resolution: The meeting acknowledged the Company's operating results for the year 2022.

Agenda 2 To consider and approve the balance sheet and profit and loss account and auditor's report ending December 31, 2022

The Chairman of the Audit Committee reported that in order to comply with the Public Limited Companies Act B.E. 2535 (including any amendments) and the Company's Articles of Association, the board of directors must prepare the financial statements at the end of the accounting year and present them to the shareholders' meeting for approval. The board must arrange for an auditor to complete the audit of the financial statements before presenting them to the shareholders' meeting.

The Board of Directors Meeting No. 1/2023 has considered and resolved to approve the balance sheet and profit and loss account for the year 2022, which have been audited by the auditor and considered by the Audit Committee, and then proposed to the shareholders. Approve. 

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The summary of important matters of the financial statements are as follows: (Unit: Baht)

Items	Year 2022	Year 2021	Changes	
			increase (decrease)	percentage
total assets	2,384,298,248	2,311,539,476	72,758,772	3%
total liabilities	1,858,674,459	1,780,784,017	77,890,442	4%
Equity	525,623,789	530,755,459	(5,131,670)	-1%
total income	226,489,380	197,832,279	28,657,101	14%
profit for the year	45,260,716	49,516,429	(4,255,713)	-9%
comprehensive income	46,068,330	49,516,429	(3,448,099)	-7%
Earnings per share (Baht/Share)	0.0283	0.0309	(0.0026)	-8%

In this regard, shareholders can see more details in the report 56-1 One Report under the topic of financial statements that the Company has sent to the shareholders together with the invitation to this general meeting of shareholders or can be downloaded from the company's website.

The meeting was then given an opportunity to ask questions and offer opinions. It appears that there were no attendees to ask questions or make comments.

Therefore, proposed to the meeting to approve the balance sheet and profit and loss account ending on December 31, 2022 as proposed by the Board of Directors.

In this agenda, a resolution must be passed by a majority vote of the shareholders who attend the meeting and have the right to vote.

Meeting's resolution: The meeting considered voted unanimously approve annual financial statements Ending on December 31, 2022 as proposed by the Board of Directors with the following votes

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,486,501,439	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	0.00

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Agenda 3: To consider and approve the appropriation of net profit as statutory reserve

The Chairman reported that in order to comply with the Public Limited Companies Act B.E. 2535 (including those amended) and the Company's Articles of Association requiring a portion of the annual net profit to be allocated as a reserve of not less than 5% of the annual net profit less the accumulated loss brought forward (if any) until this reserve is not less than 10% of the registered capital, which must be presented to the general meeting of shareholders for approval.

Due to the Company's operating results for the fiscal year 2022 ending December 31, 2022, the Company has a net profit equal to 45.26 million baht. The company allocated net profit as legal reserve at the rate of 5% of net profit, totaling 2.27 million baht.

Therefore, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the allocation of net profits as legal reserves.

The meeting was then given an opportunity to ask questions and offer opinions. It appears that there were no attendees to ask questions or make comments.

Therefore, it was proposed to the meeting to approve the allocation of profits as legal reserves as proposed by the Board.

In this agenda, a resolution must be passed by a majority vote of the shareholders who attend the meeting and have the right to vote.

Meeting's resolution: The meeting considered and unanimously passed a resolution approving the allocation of profits as legal reserves amounting to 2.27 million baht as proposed by the Board of Directors with the following votes.

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,486,501,439	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	0.00

Agenda 4 To approve the omission of dividend payment for the year 2022

The Chairman reported that in order to comply with the Public Limited Companies Act B.E. 2535 (including those amended) and the Company's Articles of Association, The Board of Directors considers the appropriateness of paying or omission from paying dividends from the operating results by having to present it to the general meeting of shareholders for approval.

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The Company has a policy to pay dividends at the rate of not less than 50 percent of net profit after deducting various reserves. The dividend payment depends on cash flow, investment plans, as well as other necessities and appropriateness in the future of the Company. The dividend payment amount must not exceed retained earnings and has no significant impact on the normal operations of the Company.

In 2022, the company paid interim dividends at the rate of 0.032 baht per share, totaling 51.2 million baht, paid from the net profit for the 9-month period (January 1 - September 30, 2022) at the rate of 0.02375 baht per share. The total amount is 38.00 million baht, representing 98.15% of the accumulated net profit for the past 9 months and paid from retained earnings at the rate of 0.00825 baht per share, totaling 13.20 million baht, representing 87.49% of retained earnings at the end of September 2022, in accordance with the Company's dividend payment policy. The company has already paid interim dividends to shareholders on January 13, 2023.

Therefore, The Board of Directors agreed to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the omission of dividend payment for the year 2022.

The meeting was then given an opportunity to ask questions and offer opinions. It appears that there were no attendees to ask questions or make comments.


Therefore, it was proposed to the meeting to pass a resolution approving the refrain from paying dividends for the year 2022 as proposed by the Board of Directors.

In this agenda, a resolution must be passed by a majority vote of the shareholders who attend the meeting and have the right to vote.

Resolution of the meeting: The meeting considered and resolved with unanimous vote approve the omission of dividend payment of the year 2022 as proposed by the Board with the following votes

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,486,501,439	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	0.00

Agenda 5 To consider and approve the election of directors to replace those who are due to retire by rotation

Prior to the commencement of this agenda, the Chairman invited 3 directors with conflicts of interest in this agenda, who are retiring by rotation for the year 2023, temporarily leaving the meeting room to allow shareholders to conveniently ask questions. 

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The Chairman reported that in order to comply with the Public Limited Companies Act B.E. 2535 (including any amendments) and the Company's Articles of Association, It is stipulated that at every annual general meeting of shareholders, one-third (1/3) of the total number of directors retired, and those retired by rotation may be re-elected. Another agenda.

According to the company provided the opportunity for shareholders to propose a list of suitable persons to be selected as the Company's directors for the Board of Directors to consider in advance from October 1, 2022 to December 31, 2022. It appears that no shareholder nominated a person become a director

In 2023, there are 3 directors who will retire by rotation, consisting of:

List of Director Names	Position
1. Mr. Kunakorn Makchaidee	Independent Director
2 Mrs. Yajai Pattanasukwasun	Independent Director
3. Admiral Navapol Damrongpong	Independent Director

Board of Directors excluding interested directors have considered screening carefully with caution has approved the recommendation of the Nomination and Remuneration Committee and Corporate Governance for Sustainability which has been carefully considered according to the process set by the Company, taking into account the suitability and benefits that the Company will receive and the composition of the Board of Directors according to the Board Skill Matrix.

The Board of Directors is of the opinion that all 3 directors who are due to retire by rotation are fully qualified in accordance with relevant laws, without any prohibited characteristics under the Public Limited Company Act B.E. 2535 and the relevant notifications of the Capital Market Supervisory Board.

All 3 directors are knowledgeable, capable, and experienced in businesses related to the Company's operations, which are suitable for the Company's business operations and helpful in determining the Company's direction, strategies and operational plans as well as the results of the performance of duties of directors while holding office with responsibility, they have always performed their duties with caution and honesty.

The Board of Directors is of the opinion that all 3 directors are independent directors who are qualified according to the law, the requirements related to the qualifications of independent directors of the Company and in accordance with the requirements of the Capital Market Supervisory Board and can still perform their duties independently.

However, there is one director who retired by rotation who is an independent director with a term of more than 9 years. The Board of Directors has considered that such independent director, although holding the position for

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more than 9 years, does not cause the lack of independence, can still give opinions and perform duties independently in accordance with the rules related correctly. In addition, such person has knowledge, expertise that is most beneficial to the company. The Board of Directors agrees to propose to the Annual General Meeting of Shareholders for the year 2023 for approval.

The Chairman gave the meeting an opportunity to ask questions and make comments.

Mr. Chanawat Chunhaviksit, a proxy of the Thai Investors Association, asked questions about the position of independent directors who have held office for more than 9 years, and would like to know reasons, necessity and qualifications of such directors.

The Chairman clarified that the Company places importance on the holding of office of independent directors for more than 9 years. However, the Board of Directors considered that The aforementioned director is knowledgeable, capable, and has devoted his time to work fully for the Company. In addition, the Company has greatly benefited from your suggestions and experiences. Therefore, it was proposed to the meeting to consider allowing the aforementioned director to return to be a director for another term.

The Chairman clarified that the Company places importance on the holding of office of independent directors for more than 9 years. However, the Board of Directors has considered that the aforementioned director is knowledgeable, capable, and fully devotes his time to work for the Company. In addition, the company has benefited greatly from his suggestions and experiences.

Therefore; proposed the meeting to consider re-electing the aforementioned director to be the Company's director for another term.

Voting in this agenda will be considered for approval on an individual basis and must be approved by a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

Meeting's resolution : The meeting considered and resolved to approve the re-election of all 3 directors who retired by rotation to be directors of the Company for another term as proposed by the Board of Directors with the following votes:

1. Mr. Kunakorn Makchaidee	Independent Director	
	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,486,091,839	99.9724
Disapproved	409,600	0.0276
Abstained	0	-
Voided Ballot	0	0.00

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2. Mrs. Yajai Pattanasukwasun Independent Director

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,486,093,839	99.9726
Disapproved	407,600	0.0274
Abstained	0	-
Voided Ballot	0	0.00

3. Admiral Navapol Damrongpong Independent Director

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,486,501,439	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	0.00

Agenda 6 To consider and approve the directors' remuneration for the year 2023

The Chairman reported that in order to comply with the Public Limited Companies Act B.E. 2535 (including any amendments) and the Company's Articles of Association stipulated that the Company's directors have the right to receive directors' remuneration according to the shareholders' meeting to consider and vote

The remuneration of the Company's directors is only monetary remuneration consisting of meeting allowances and gratuities without any other benefits.

The Board of Directors has proposed to review the remuneration of the Company's directors as the Nomination and Remuneration Committee has considered and proposed which is in accordance with the criteria for determining good directors' remuneration by taking into account the appropriateness in accordance with the Company's performance, the duties responsibilities and performance of each director. It also compares reference data from industry groups of the same size and income level, taking into account other factors such as business outlook inflation and remuneration for directors that reflects the value of knowledge and competence of directors that are sufficient and motivates to retain quality directors with the Company.

Details of meeting allowances for directors proposed to the Annual General Meeting of Shareholders for approval are as follows:

- Approval to increase the meeting allowance for the Company's directors and the Audit Committee in the amount of 2,000 baht per meeting since the fixed meeting allowance has not been increased since 2011. Compared with

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the meeting allowance based on industry groups that have the same size and income as the company according to the survey data of the Thai Institute of Directors Association (IOD), it was found that the current board meeting allowance is lower than the average of the industry group. Therefore, proposed to review the said meeting allowance.

- Proposal for approval to increase the meeting allowance of the Nomination and Remuneration Committee (new name is Nomination and Remuneration Committee and Corporate Governance for Sustainability) due to being assigned more duties from the Board of Directors, taking care of the work Corporate Governance for Sustainability. The meeting allowance of the Nomination and Remuneration Committee has not increased since 2012.

The determination of the meeting allowance rate of the Nomination and Remuneration and Corporate Governance Committee for Sustainability has been determined by comparing and referring to the meeting allowance payment rate of the Nomination and Corporate Governance Committee of companies in the industry group that have same size and income as the company Which is taken from the results of the survey of directors' remuneration of the Thai Institute of Directors Association (IOD).

Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the remuneration of directors for the year 2023 in the form of meeting allowances for the Board of Directors and sub-committees of the Company as follows:

The Board of Directors

- | | | |
|--------------------------------------|--------|--|
| - Chairman of the Board of Directors | 27,000 | The remuneration of Executive Director |
| - Member of the Board of Directors | 17,000 | shall be reduced by half. |

The Audit Committee

- | | | |
|-----------------------------------|--------|---|
| - Chairman of the Audit Committee | 25,000 | - |
| - Member of the Audit Committee | 17,000 | |

Nomination and Remuneration Committee and Corporate Governance for Sustainability

- | | | |
|---|--------|--|
| - Chairman of the Nomination and Remuneration Committee and Corporate Governance for Sustainability Committee | 20,000 | The remuneration of Executive Director shall be reduced by half. |
| - Member of the Nomination and Remuneration Committee and Corporate Governance for Sustainability Committee | 17,000 | |

The Executive Committee

- | | | |
|---------------------------------------|--------|--|
| - Chairman of the Executive Committee | 15,000 | Executive Director shall be not received |
| - Member of the Executive Committee | 10,000 | remuneration. |

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The Credit Committee

- Chairman of the Credit Committee 15,000 Executive Director shall be not received remuneration.

Note: There are no other benefits.

The Board of Directors agreed to propose to the Annual General Meeting of Shareholders for the year 2023 Consider approving the payment of directors' bonus to the Company's directors in the amount not exceeding 1,131,518 baht, equivalent to 2.5% of the net profit for the year 2022, which is the normal rate that the company uses as a base for calculating the directors' bonus.

The Chairman gave the meeting an opportunity to ask questions and make comments. It appears that there were no attendees to ask questions or make comments.

Therefore, it was proposed to the meeting to approve the remuneration of directors and sub-committees for the year 2023 and to pay the directors' bonuses as proposed by the board of directors.

In this agenda, a resolution must be passed by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Meeting's resolution : The meeting considered and the resolution was passed by more than two-thirds of the total votes of the shareholders attending the meeting. Approve the remuneration of directors and sub-committees for the year 2023 and pay the directors' bonuses as proposed by the board of directors. with the following votes.

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,486,101,439	99.9731
Disapproved	400,000	0.0269
Abstained	0	-
Voided Ballot	0	0.00

Agenda 7 To consider and approve the appointment of the auditor and determine the audit fee for the year 2023

The Chairman of the Audit Committee reported that in order to comply with the Public Limited Companies Act B.E. 2535 (including those amended) and the Company's Articles of Association which requires that the general meeting of shareholders consider appointing the auditor and fixing the audit fee of the company every year. In appointing the auditor, the same auditor may be appointed for no more than 7 consecutive fiscal years.

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The Board of Directors agreed with the proposal of the Audit Committee. Names of the Company's auditors for the year 2023 are as follows:

- Mrs. Poonnart Phaocharoen, CPA No. 5238 and / or
- Ms. Sumana Phanpongsanon Certified Public Accountant No. 5872 and / or
- Ms. Orawan Techawatanasirikul Certified Public Accountant No. 4807 and / or
- Miss Kerdsiri Kanchana Prakanit Certified Public Accountant No. 6014

is an auditor from EY Office Limited, and in the event that the aforementioned auditors are unable to perform their duties, the Office shall assign other certified auditors of EY Office Limited to be its auditors. Company for the year 2023 instead and determine the audit fee for the year 2023 in the amount not exceeding 1,210,000 baht.

The Board of Directors agrees with the Audit Committee's opinion that the aforementioned auditors have no relationship or interest with the Company / executives / major shareholders or persons related to such persons in any way. They are able to perform their duties independently and have skills , knowledge in auditing according to international standards and have experience and expertise in auditing factoring businesses, and have satisfactory performance in the past year. Therefore, it is deemed appropriate to be nominated as the Company's auditor for the year 2023.

The Chairman gave the meeting an opportunity to ask questions and make comments. It appears that there were no attendees to ask questions or make comments.

Therefore, proposed to the meeting to vote to approve the appointment of the auditor and determine the auditor's remuneration for the year 2023 as proposed by the Board.

It was a resolution with a majority vote of the shareholders who attended the meeting and had the right to vote.

Meeting's resolution : The meeting considered and resolved with unanimous votes. Approved the appointment of an auditor from EY Office Limited and fixed the audit fee for the year 2023 in the amount not exceeding 1,210,000 baht as proposed by the Board of Directors. with the following votes:

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,486,501,439	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	0.00

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Agenda 9 Other matters (if any)

-None-

The MC informed the shareholders that the Company had conducted the meeting in accordance with the agenda as specified in the notice of the meeting. After that, shareholders were given an opportunity to ask more information or express their opinions via the DAP e-Shareholder Meeting question system.

No shareholder inquires

Before closing the meeting, the chairman has informed the shareholders that the minutes of the 2022 Annual General Meeting of Shareholders will be disclosed via the Company's website within 14 days from the date of the meeting.

If the shareholders wish to express their opinions or make additional amendments Able to contact the Company Secretary Department within 1 month after the meeting minutes are published.

Then the chairman thanked the shareholders for taking the time to attend the meeting and said the closing of the 2023 Annual General Meeting of Shareholders

The Meeting closed at 11.10 hrs.

Certified correct information



(Mr. Akrawit Sooksai)
Director



(Mr. Sorasit Soontornkes)
Chairman



(Mrs. Nongluk Chantarasombat)
Director



(Ms. Pornsiri Kusolputchong)
Minutes Recorder