



(Translation)

Minutes of the 2021 Annual General Meeting of Shareholders

of PrukSA Holding Public Company Limited

held on April 29, 2021 at 2:00 p.m.

at Meeting Room, 4th Floor, Pearl Bangkok Building

1177 Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400

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The Meeting started at 2:00 p.m.

The Company, by Mr. Paisarl Rumphan, Company Secretary, welcomed all the shareholders, proxies, and distinguished attendees to the 2021 Annual General Meeting of Shareholders of PrukSA Holding Public Company Limited (the “Company”) and informed the Meeting that there were 7 agenda items, five of which required the Meeting’s approval, one was for information, and the other was other businesses. As the Company had always pursued a good corporate governance policy and treated every shareholder fairly and equitably, the Board of Directors had provided an opportunity for shareholders to propose agenda items and submit any question in advance and nominate persons with suitable qualifications, knowledge and competence to represent them as company directors, as per the Company’s notification to the Stock Exchange of Thailand (the “SET”) and its disclosure of such information with conditions on the Company’s website. For this Meeting, no shareholders proposed any additional agenda item for consideration, submitted any question in advance, or nominated any person for election as company director.

In addition, in order for shareholders non-attendees to receive information equally, The Company has broadcast the Annual General Meeting of Shareholders for the year 2021 through an online system.

Mr. Paisarl explained further that the consideration of each agenda item would be made according to the order of agenda items (no swap of the order of agenda items), as specified in the meeting notice that had been delivered to the shareholders for information in advance. Supporting information was provided to each agenda item and opportunities provided for the shareholders to ask questions in related agenda items before voting in each agenda item; no question would be postponed to other agenda items. To reduce the risk from the spread of COVID-19, in case the shareholders or their proxies wanted to ask questions or give comments, the shareholders were advised to write their questions or comments in the

prepared paper, instead of asking questions through the microphone, with the name of the shareholder or the proxy written on the paper too, and hand over the question or comment paper to the Company staff for reading to the meeting.

As for the voting method for each of the agenda items requiring approval from the Meeting, each shareholder or their proxies was requested to vote in the ballot paper. The Company's staff would then collect the ballots for vote counting and announce the voting result of the relevant agenda item to the Meeting. In vote casting for each agenda item, one share was entitled to one vote. The cumulative voting system would not be applied. The shareholders present in person at the Meeting could either vote for, or vote against, or abstain from voting on any agenda item by marking in the voting ballots provided, which contained the agenda item number on its top left. For the shareholders assigning their proxies to be present at the Meeting and vote according to their intentions, the Company would record in its computer system the votes for, votes against, or abstentions according the intention of those shareholders. If no shareholder voted against or abstained from voting on any matter, it would be deemed that all the shareholders voted for the matter as proposed by the Chairman of the Meeting. In counting votes, the staff would deduct the number of votes against or abstentions from voting on the respective agenda item, as marked by the shareholders in the voting ballots, and the number of invalid ballots (if any) against the total votes held by the shareholders present thereat. Votes other than the votes against, or abstentions, or invalid ballots, would be counted as votes for the agenda item.

Vote counting for the agenda items of the Annual General Meeting of Shareholders was divided into two categories as required by the Public Limited Companies Act B.E 2535, which were as follows:

1. Requiring a resolution with a simple majority of the total number of votes cast by shareholders who attended the meeting and cast their votes for agenda items 2, 3, 4, and 6, where only the numbers of votes for and votes against cast by the shareholders were to be counted for calculation of the vote base. Abstentions were not included.

For Agenda Item 4, the votes would be in accordance with the Item 17 (3) of Company's Articles of Association, which specifies that the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled.

2. Requiring a resolution with no less than two-thirds of the total number of votes of the shareholders attending the meeting for agenda item 5, where the votes of the total number of shareholders attending the Meeting were to be counted for calculation of the vote base.

Besides, for convenience of the shareholders, a barcode system would be used in compiling the votes at this Meeting.

For the purpose of transparency in accordance with the good corporate governance policy, the Company had invited an independent person, Mr.Theppachol.Kosol, Partner, from Baker & Mckenzie Ltd., to serve as vote counting inspector. Shareholders and proxies had also been invited to inspect the vote counting, but no shareholders or proxies took part in the inspection.

Mr. Paisarl informed the Meeting further that, as of the record date for the 2021 Annual General Meeting of Shareholders on 12 April 2021, the Company's registered capital was at Baht 2,188,504,922 (two billion one hundred eighty eight million five hundred four thousand nine hundred twenty two Baht) with the paid-up capital being Baht 2,188,504,922 (two billion one hundred eighty eight million five hundred four thousand nine hundred twenty two Baht) and the number of shareholders being 13,120 persons. For this Meeting as at its opening time, a total of 78 shareholders and proxies were present, representing a total of 1,633,439,718 shares or 74.6372 percent of all the Company's issued and paid-up shares. The number of the shareholders and proxies was no less than 25 and represented no less than one-third of the Company's issued and paid-up shares, constituting a quorum in accordance with Clause 34 of the Company's Articles of Association. Mr. Paisarl then invited Dr. Prasarn Trairatvorakul, Chairman of the Board of Directors and Independent Director, to open the 2021 Annual General Meeting of Shareholders of the Company.

The Chairman thanked all the shareholders and proxies for attending the 2021 Annual General Meeting of Shareholders of the Company, and then introduced the Company's directors who were present at the Meeting as follows:

1. Mr. Thongma Vijiitpongpun Executive Vice Chairman of the Board of Directors, Chairman of the Executive Committee, Member of the Nomination and Remuneration Committee and Group Chief Executive Officer
2. Dr. Piyasvasti Amranand Chairman of the Audit Committee and Independent Director
3. Dr. Anusorn Sangnimnuan Chairman of the Corporate Governance Committee, Member of the Nomination and Remuneration Committee and Independent Director
4. Mr. Weerachai Ngamdeevilaiak Chairman of the Nomination and Remuneration Committee, Chairman of the Enterprise Risk Management Committee,

## Member of the Audit Committee and Independent Director

In addition, due to the limitation of the person who will attend the meeting from the situation of the spread of coronavirus 2019 (COVID-19), there were also 5 company directors who attended the online meeting, namely

1. Prof. Piyamitr Sritara Independent Director
2. Mr. Anuwat Jongyindee Member of the Audit Committee, Member of the Corporate Governance Committee and Independent Director
3. Prof. Kitipong Urapeepatanapong Member of the Enterprise Risk Management Committee and Independent Director
4. Mr. Wichian Mektrakarn Director, Member of the Nomination and Remuneration Committee and Executive Director
5. Mrs. Rattana Promsawad Director and Member of the Corporate Governance Committee

At this meeting, there were 5 directors attending the meeting in person and 5 people attended the meeting online from a total of 10 directors.

The Chairman then introduced the Company's top executives, namely, Mr. Piya Prayong, Executive Director and Chief Executive Officer, Pruksa Real Estate, M.D. Kritavith Lertutsahakul, Executive Director and Chief Executive Officer, Vimut Hospital Holding Ltd., Ms. Suporn Treewichayapong, Executive Director and Acting Group Chief Financial Officer and the Company's auditor from KPMG Phoomchai Audit Ltd. Ms. Vannaporn Jongperadechanon, attend in this Meeting.

The Chairman then asked the Meeting to consider the agenda items in sequence as follows:

Agenda Item 1 To consider and acknowledge the Annual Report and the Board of Directors' Report on the Operating Results of 2020

The Chairman asked Mr. Piya Prayong, Executive Director and Chief Executive Officer, Pruksa Real Estate, to present this agenda item. Mr. Piya reported to the Meeting on the Company's operating results of 2020, with details in brief as follows:

The external factors with direct effects on the real estate business, especially the spread of COVID-19, caused the Company to caution in business operation by cutting down the number of new

projects. In 2020, the Company launched only 13 new projects with a total value of Baht 15,750 million, decreasing by 61.70 percent from 2019 (in 2019, the value of new projects was Baht 41,170 million).

For the operating results in 2020, the Company's sales amounted to Baht 21,968 million, decreasing by 38.30 percent from 2019 (in 2019, the Company's sales amounted to Baht 35,601 million). The revenue from real estate sale was at Baht 29,244 million, decreasing by 26.70 percent from 2019 (in 2019, the revenue from real estate sale was at Baht 39,885 million).

On the net profit, the Company's net profit amounted to Baht 2,771 million, decreasing from 2019 by 48.30 percent (in 2019, the Company's net profit amounted to Baht 5,359 million), and the Company's revenue backlog at the end of 2020 was at Baht 21,900 million, decreasing from 2019 by 24.50 percent (in 2019, the Company's revenue backlog was at Baht 29,000 million).

#### Management discussion and analysis for 2020

As of the end of 2020, the Company's sales decreased by 38.30 percent from Baht 35,601 million in 2019 to Baht 21,968 million in 2020, due to the Company's policy to decrease the number of new projects to reduce the impact of the spread of COVID-19 and the overall economic slowdown of the country, resulting in the Company launching only 13 new projects, decreasing from 36 new projects in 2019. In addition, there were effects from the LTV measures, which were effective from April 2019, and partly from the cancellation of Charan-Bang Plat condominium project.

On the revenue from real estate sale in 2020, the Company's revenue decreased by 26.70 percent from Baht 39,885 million in 2019 to Baht 29,244 million in 2020, resulting from the decrease of revenue in the business groups. with the revenue from townhouse projects being at Baht 12,426 million, decreasing by 30.50 percent; detached-house projects at Baht 5,869 million, decreasing by 24.60 percent; and condominium projects at Baht 10,768 million, decreasing by 23.80 percent.

The Company's revenue backlog as of the end of 2020 totaled Baht 21,900 million. Of this amount, Baht 10,500 million would be recognized in 2021, Baht 10,300 million in 2022, Baht 800 million in 2023, and Baht 300 in 2024. Considering the revenue backlog by category of business, the Company's townhouse revenue backlog amounted to Baht 1,300 million; detached-house, Baht 500 million; and condominium, Baht 20,100 million.

The total number of new projects launched in 2020 was 13 projects with a total value of Baht 15,750 million, comprising seven townhouse projects with a total value of Baht 7,080 million; three detached-house projects, Baht 4,160 million; and three condominium projects, Baht 4,510 million.

For 2021, the Company planned to launch 29 new projects with a total value of Baht 26,600 million, divided into 17 townhouse projects with a total value of Baht 14,700 million; eight detached-house projects, Baht 7,500 million; and four condominium projects, Baht 4,400 million.

For sales and revenue targets in 2021, the Company fixed the sales target at Baht 32,000 million, increasing from the previous year by 45.70 percent, divided into sales from townhouse projects at Baht 15,000 million, detached-house projects at Baht 7,500 million, and condominium projects at Baht 9,500 million. For revenue, the Company fixed the revenue target at Baht 32,000 million, increasing from the previous year by 10.10 percent, divided into revenue from townhouse projects at Baht 14,500 million, detached-house projects at Baht 7,500 million, and condominium projects at Baht 10,000 million.

Among the factors positive to the Company's business were the progress of the use of COVID-19 vaccines and that Thailand and the real estate business were more attractive to foreign investors after the easing of COVID-19 crisis. Besides, there were positive effects from the government's macro-economic stimulus measures and the reduction of ownership transfer and mortgage fees to only 0.01 percent. Meanwhile, the factors negative to the Company included the prolonged global COVID-19 spread that caused the country's economy to be fragile, low GDP growth rates (about 2-3 percent), and high non-performing loans (NPL) and household debts, while the employment rate after the impact of COVID-19 was low.

For 2021, the Company planned to open 17 new projects in the townhouse business group with a total value of Baht 14,700 million (in Q1, three projects with a value of Baht 2,000 million; in Q2, four projects with a value of Baht 3,200 million; in Q3, two projects with a value of Baht 2,300 million; and in Q4, eight projects with a value of Baht 7,200 million). The new townhouse projects would comprise eight Baan Pruksa projects, four The Connect projects, two Patio projects, and three Pruksa Ville projects.

For detached-house projects in 2021, the Company planned to open eight new projects with a value of Baht 7,500 million (in Q1, two projects with a value of Baht 1,200 million; in Q2, one project with a value of Baht 600 million; in Q3, four projects with a value of Baht 4,600 million; and in Q4, one project with a value of Baht 1,100 million). The new detached-house projects would comprise two The Palm projects, one Passorn project, and five The Plant projects.

For condominium projects in 2021, the Company planned to open four new projects with a value of Baht 4,400 million (in Q2, two projects with a value of Baht 1,100 million; in Q3, one project with a value of Baht 2,600 million; and in Q4, one project with a value of Baht 700 million). The new condominium projects would comprise two Plum Condo projects, one The Tree project, and one The Privacy project.

For the progress of Vimut Hospital, located in Saphan Khwai area, it would be ready for the commencement of service in May 2021. The area outside the hospital building would be a green area to accommodate over 360 cars, while the area inside the building and the examination rooms were designed in accordance with the Joint Commission International standard (JCI), which was a standard for international-level hospitals, with the convenience and safety of service users being taken into consideration.

Vimut Hospital had a total of 236 beds for in-patients or IPD. Besides, the hospital had rooms for specialized services, such as ICU rooms, CCU rooms, and negative pressure rooms.

For medical equipment, the hospital placed high importance on this matter; all the equipment had been installed with high technology and modernity under the international standards, ready for service as planned.

In all, the hospital would be a tertiary care general hospital providing services on general disease treatment, especially the treatment of bone, heart, and brain diseases. These services would be offered under the excellence center of service concept. Besides, Vimut Hospital had departments that provide services different from those of other general hospitals, namely,

- NCDs (Non-Communicable Disease) for non-communicable diseases such as diabetes, blood cholesterol, etc.
- Geriatric Center for services primarily to elderly persons.
- Transitional Care Ward for comprehensive treatment of patients in transit for rehabilitation at home.
- Nursing Home for services to elderly persons, in and outside the hospital.

It was expected that Vimut Hospital would be a step forward of the new business to generate revenue and profits for the Company in the future.

By the way, on 8 June 2020, TRIS Co. Ltd., continued to assign the Company's credit rating at Level A (Stable), indicating that the Company's financial position was strong; the Company would be able to operate the business with growth and repay the debenture holders according to the repayment schedule.

The Chairman asked if the Meeting had any suggestion or comment. With no question or comment, the Chairman concluded that the Meeting acknowledged the Annual Report and the Board of Directors' Report on the Operating Results of 2020.

Agenda Item 2 To consider and approve the Company's Financial Statements for the accounting period ending December 31, 2020

The Chairman proposed that the Meeting consider and approve the Company's Financial Statements for the accounting period ending December 31, 2020, which had been audited by a certified public accountant and reviewed by the Audit Committee and the Board of Directors, as per details in the Annual Report for 2020 (pp.201 – 296) which can be accessed via the QR Code provided in the Meeting Notice. He then asked Mr. Piya Prayong, Executive Director and Chief Executive Officer, Pruksa Real Estate, to present the agenda item.

Mr. Piya summarized important points of the Financial Statements to the Meeting that at the end of 2020, the Company's total assets amounted to Baht 78,273 million, decreasing by 9.80 percent from the previous year due to the decrease in the value of real estate under development (in 2019, the Company's total assets totaled Baht 86,782 million).

Active projects as at 31 December 2020 comprised in total of 153 projects with the remaining value sold totaling Baht 87,526 million, divided into 128 low rise projects with a value of Baht 69,437 million representing 79.30 percent of total value of the active projects and 25 high rise projects with a value of Baht 18,089 million representing 20.70 percent of total value of the active projects.

On liabilities and shareholders' equity, at the end of 2020, the liabilities totaled Baht 34,487 million, and shareholders' equity totaled Baht 43,786 million. The shareholders' equity decreased slightly as a result of the Company's performance, and the total debts decreased, due to efficient debt management.

The Company's debt/equity ratio (D/E ratio) and interest-bearing debt to equity ratio (IBD/E ratio) remained favorable as a result of the Company's efficient debt management. As at the end of 2020, the D/E ratio was at 0.80 time and the IBD/E ratio at 0.58 times.

Approval of the Company's Financial Statements for the accounting period ending December 31, 2020, which had been audited by a certified public accountant and considered by the Audit Committee and the Board of Directors, requires a resolution passed by a majority of the total number of votes of the shareholders attending the meeting and casting votes.

The Chairman asked if the Meeting had any suggestion or comment. With no question or comment, the Chairman then asked the Meeting to cast votes in the ballot paper.

After vote counting, the Chairman asked Mr. Paisarl Rumphan, Company Secretary, to announce the voting results, which were as follows: 1,632,437,918 votes for or 100.0000 percent, no votes against, and 1,005,900 abstentions; with no invalid ballots in voting for this agenda item. Mr. Paisarl then summarized the voting results as the resolution as follows:

Meeting's Resolution: The Meeting passed its resolution unanimously, approving the Company's Financial Statements for the accounting period ending December 31, 2020, as proposed.



Agenda Item 3 To consider and approve the allocation of net profit as legal reserve and dividend payment of the Company for year 2020

The Chairman asked Mr. Piya Prayong, Executive Director and Chief Executive Officer, Pruksa Real Estate, to present this agenda item. Mr. Piya reported that the Board of Directors' Meeting No. 2/2021, held on February 19, 2021, had resolved to approve the allocation of net profit from the Company's performance and dividend payment for year 2020 as follows:

- Legal reserve at Baht 0.00 (as the Company had already allocated legal reserve in full as required by law and the Company's Articles of Association)
- Ordinary shares' dividends at Baht 2,100,964,725.12 (two billion one hundred million nine hundred sixty-four thousand seven hundred twenty-five Baht twelve Satang)

(Baht 0.96 per share, representing 75.83 percent of the net profit from the 2020 consolidated financial statements, compared to Baht 1.55 per share, 63.30 percent of the 2019 consolidated financial statements).

The Company had already paid the dividend at the rate of Baht 0.31 per share as interim dividend, on Tuesday 8 September 2020. Thus, the remaining dividend of 2020 for payment was at this time at the rate of Baht 0.65 per share. The dividend payment was made from the net profit from the Company's consolidated financial statements, in line with the Company's policy on dividend payment. The record date was fixed on Friday 12 March 2021 and the date of the dividend payment to the shareholders was on Friday 21 May 2021.

The Company had a policy to pay dividends to the shareholders two times per year at a rate no less than 50 percent of the net profit of the operating results of the group (consolidated financial statements), net of legal reserve. However, the dividend payment must not exceed the retained earnings appearing in the Company's separate financial statements and comply with relevant laws.

Approval of the suspension of the allocation of net profit as legal reserve as the Company had already allocated legal reserve in full as required by law and approval of the payment of the above dividend for 2020 requires a resolution passed by a majority of the total number of votes of the shareholders attending the meeting and casting votes.

The Chairman asked if the Meeting had any suggestion or comment. With no question or comment, the Chairman then asked the Meeting to cast votes in the ballot paper.

After vote counting, the Chairman asked Mr. Paisarl Rumphan, Company Secretary, to announce the voting results, which were as follows: 1,633,444,018 votes for or 100.0000 percent, no votes

against, and abstentions; with no invalid ballots in voting for this agenda item. Mr. Paisarl then summarized the voting results as the resolution as follows:

Meeting's Resolution: The Meeting passed its resolution unanimously, approving the suspension of the allocation of net profit as legal reserve because the legal reserve had already reached the sum required, and approving dividend payment for 2020 at the rate of Baht 0.96 (ninety six Satang) per share, from which the Company had already paid interim dividend at the rate of Baht 0.31 (thirty one Satang) per share as interim dividend, on Tuesday 8 September 2020 ; leaving the dividend of 2020 for payment at this time at the rate of Baht 0.65 (sixty five Satang) per share, which would be paid from the net profit from the Company's consolidated financial statements to the shareholders whose name appeared in the share register on the record date of Friday 12 March 2021, and the date of dividend payment to the shareholders was on Friday 21 May 2021, as proposed.

Agenda Item 4 To consider and approve the appointment of directors to replace the directors who retire by rotation

The Chairman informed the Meeting that, to comply with the principle of good governance, he assigned Dr. Piyasvasti Amranand, Chairman of the Audit Committee, to conduct this agenda item because the Chairman himself, Mr. Thongma Vijitpongpun, Mr. Wichian Mektrakarn and Mr. Anuwat Jongyindee were directors who would retire by rotation and were nominated for re-appointment as director for another term. There were no protests or objections from the shareholders.

The two nominated directors – Dr. Prasarn Trairatvorakul and Mr. Thongma Vijitpongpun, left the meeting room.

Dr. Piyasvasti asked Mr. Weerachai Ngamdeevilaiak, Chairman of the Nomination and Remuneration Committee, to present this agenda item. Mr. Weerachai reported to the Meeting that, according to Clause 18 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the current directors shall retire by rotation. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The retiring directors may be re-elected. The directors retiring in the first and second years after the incorporation of the Company shall be selected by drawing lots. In subsequent years, the longest serving directors shall retire. This year, the four retiring directors were as follows:

1. Dr. Prasarn Trairatvorakul Chairman of the Board of Directors and Independent Director
2. Mr. Thongma Vijitpongpun Executive Vice Chairman of the Board of Directors, Member of the Nomination and Remuneration Committee, Chairman of the Executive Committee and Group Chief Executive Officer
3. Mr. Wichian Mektrakarn Director, Member of the Nomination and Remuneration Committee and Member of the Executive Committee
4. Mr. Anuwat Jongyindee Member of the Audit Committee, Member of the Corporate Governance Committee and Independent Director

In appointing new directors to replace those who retire by rotation, the Board of Directors, excluding the nominated directors, had considered and resolved to approve, in accordance with the Nomination and Remuneration Committee's recommendation, that the 4 retiring directors, possess qualification, knowledge, capability, experience, and expertise, as well as devote their time to fully perform their duties, and also have no prohibited characteristics as stipulated by laws and the Principles of Corporate Governance. For utmost benefits of the Company's operations, it is advisable to propose to the Shareholders' Meeting for consideration and approval of re-appointment of 4 retiring directors, as directors for another term for driving the Company forward and supporting the Company's operations for further prosperity. (names of the 4 retiring directors and their biographies are as shown in Attachment 2 of the Meeting Notice)

With regard to Dr. Prasarn Trairatvorakul and Mr. Anuwat Jongyindee, the retiring directors who are nominated for re-appointment for another term holding the office of the Independent Directors, the Board of Directors, excluding the nominated directors, and the Nomination and Remuneration Committee considered and viewed that they are able to provide an independent opinion in accordance with the relevant rules regarding the qualifications of Independent Directors issued by the Office of the Securities and Exchange Commission. (the details are as shown in the end of Attachment 5 of the Meeting Notice)

To comply with the policy in promoting good governance and to demonstrate fair and equitable treatment to all shareholders, the Company had offered an opportunity for shareholders to nominate in advance persons with suitable qualifications, knowledge, competency and suitable to represent them as directors, as per the Company's notification to the Stock Exchange of Thailand and the information disclosed in the Company's website in advance from September 25, 2020 to December 31, 2020, but when the time was due it appeared that no shareholders had nominated any person for election as director.

Approval of the election of new directors to replace those who retire by rotation by the Shareholders' Meeting requires a resolution passed in accordance with Clause 17 (3) of the Company's Articles of Association (which prescribes that the candidates with the highest votes in order shall be elected as directors, the number of whom shall be as required at that time)

Dr. Piyasvasti asked if the Meeting had any suggestion or comment. With no question or comment, Dr. Piyasvasti then asked the Meeting to cast votes in electing directors, individually, in the ballot paper, in the order of Dr. Prasarn Trairatvorakul, Mr. Thongma Vijiitpongpun, Mr. Wichian Mektrakarn and Mr. Anuwat Jongyindee.

After vote counting, Dr. Piyasvasti asked Mr. Paisarl Rumphon, Company Secretary, to announce the voting results, which were as follows:

Name	Votes for	%	Votes against	%	Abstentions	Invalid ballots
1. Dr. Prasarn Trairatvorakul	1,630,264,289	99.8053	3,179,729	0.1946	0	0
2. Mr. Thongma Vijiitpongpun	1,611,680,485	98.6676	21,763,533	1.3323	0	0
3. Mr. Wichian Mektrakarn	1,613,558,843	98.7826	19,885,175	1.2173	0	0
4. Mr. Anuwat Jongyindee	1,633,299,518	99.9911	144,500	0.0088	0	0

Mr. Paisarl then announced the voting results as the resolution as follows:

Meeting's Resolution: The Meeting passed its resolution, re-electing the four directors who retire by rotation for appointment as directors for another term, with the order of votes as follows:

1. Mr. Anuwat Jongyindee
2. Dr. Prasarn Trairatvorakul
3. Mr. Wichian Mektrakarn
4. Mr. Thongma Vijiitpongpun

The directors who left the meeting room, namely, Dr. Prasarn Trairatvorakul and Mr. Thongma Vijiitpongpun, were back in the meeting room and Dr. Prasarn Trairatvorakul returned to conduct the Meeting again from agenda item 5.

Agenda Item 5 To consider and approve the determination of directors' remuneration for 2021

The Chairman asked Mr. Weerachai Ngamdeevilaiak, Chairman of the Nomination and Remuneration Committee, to present this agenda item. Mr. Weerachai reported to the Meeting that the Board of Directors' Meeting No.2/2021, held on February 19, 2021, had concurred with the Nomination and Remuneration Committee's proposal for the Annual General Meeting of Shareholders to approve the directors' remuneration for 2021 at an amount not exceeding Baht 31,000,000 (thirty one million Baht), and director bonuses based on 2021 operating results at a rate of 0.3-0.5 percent of the amount equivalent to the announced dividend payout, subject to the specified Key Performance Indicators, in line with the opinion of the Nomination and Remuneration Committee. The remuneration would be paid only to independent directors and non-executive directors who were members of the Board of Directors and Board-appointed committees, on the condition that non-executive directors entitled to the remuneration shall not be a representative of shareholders. Details of the remuneration were as shown in Attachment 3 sent to the shareholders together with the Meeting Notice.

Approval of the directors' remuneration for 2021 by the Shareholders' Meeting requires a resolution passed by no less than two-thirds of the total number of votes of the shareholders attending the meeting, as per Section 90 of the Public Limited Companies Act B.E. 2535 and Clause 23 of the Company's Articles of Association.

The Chairman asked if the Meeting had any suggestion or comment. With no question or comment, the Chairman then asked the Meeting to cast votes in the ballot paper.

After vote counting, the Chairman asked Mr. Paisarl Rumphan, Company Secretary, to announce the voting results, which were as follows: 1,631,619,118 votes for or 99.8882 percent, 1,764,000 votes against or 0.1079 percent, and 60,900 abstentions or 0.0037 percent, with no invalid ballots in voting for this agenda item. Mr. Paisarl then announced the voting results as the resolution as follows:

Meeting's Resolution: The Meeting passed its resolution with no less than two-thirds (2/3) of the votes held by the shareholders attending the Meeting, (in accordance with Section 90 of the Public Limited Companies Act B.E. 2535 and Clause 23 of the Company's Articles of Association), approving the determination of the directors' remuneration for 2021 at an amount not exceeding Baht 31,000,000 (thirty-one million Baht), with details as follows:

1. Monthly remuneration and meeting allowances

1.1 For Independent Directors and/or Non-executive Directors	Baht 20,040,000
1.2 For Audit Committee Members	Baht 3,240,000
1.3 For Enterprise Risk Management Committee Members	Baht 1,020,000
1.4 For Nomination and Remuneration Committee Members	Baht 2,040,000
1.5 For Corporate Governance Committee Members	Baht 540,000
1.6 For Executive Committee Members	Baht 1,920,000
1.7 Other special benefits, such as fees for resource persons in the Company's events, mentor's fees for the Company's executives and others	Baht 2,200,000
Total not exceeding	Baht 31,000,000

2. Bonuses for directors based on 2021 operating results: 0.3-0.5 percent of the amount equivalent to the announced dividend payout, subject to the specified Key Performance Indicators.

Agenda Item 6 To consider and approve the appointment of the Company's auditors for the 2021 accounting period and the determination of the audit fee for 2021

The Chairman asked Dr. Piyasvasti Amranand, Chairman of the Audit Committee, to present this agenda item. Dr. Piyasvasti reported to the Meeting that the Board of Directors' Meeting No.2/2021 on February 19, 2021 had concurred with the Audit Committee to recommend KPMG Phoomchai Audit Ltd., which had experiences and continuity in auditing for the Company, to the Meeting of Shareholders for approval as the Company's auditor for 2021, with the name list of auditors as follows:

1. Ms. Vannaporn Jongperadechanon Certified Public Accountant License No. 4098
2. Mr. Charoen Phoosamritlert Certified Public Accountant License No. 4068
3. Ms. Marisa Tharathornbunpakul Certified Public Accountant License No. 5752

Any one of the above-mentioned auditors would be authorized to examine, prepare and sign audit reports. In considering the appointment of the auditor, the Audit Committee had taken into consideration the auditor's readiness, scope of services, auditing fees, together with the auditor's experience and independence, with the auditor having no relationship and vested interests in the Company / subsidiaries / management / major shareholders or persons related to such persons, as well as the auditing process and audit continuity, and the past performance, which was at a satisfactory level.

The audit fee for 2021 was proposed at the amount of Baht 1,200,000 (one million two hundred thousand Baht), for the audit of the Company and at Baht 4,050,000 (four million fifty thousand Baht) for the audit of the nine domestic subsidiaries, totaling Baht 5,250,000 Baht (five million two hundred fifty thousand baht) for the Company and the subsidiaries. The amount excluded the auditor's fee for the overseas subsidiary which had hired a local audit firm for auditing, as its business volume was small, immaterial to the consolidated financial statements, while the fee for the local audit firm was low, being at Baht 158,500 (one hundred fifty-eight thousand five hundred baht). The total auditor's fee for 2021 was at Baht 5,408,500 (five million four hundred eight thousand five hundred baht), Baht 5,250,000 (five million two hundred fifty thousand baht) of which was for KPMG Phoomchai Audit Ltd. and Baht 158,500 (one hundred fifty-eight thousand five hundred baht) was for a local audit firm overseas, as proposed by the Audit Committee (details as per Attachment 4 of the Meeting Notice)

The Meeting was requested to consider and approve the appointment of the auditors and the determination of the audit fee for 2021 as per the above-mentioned details.

Approval of the appointment of the Company's auditors for the 2021 accounting period and the audit fee for 2021 by the Shareholders' Meeting requires a resolution passed by a majority of the total number of votes of the shareholders attending the meeting and casting votes.

The Chairman asked if the Meeting had any suggestion or comment. With no question or comment, the Chairman then asked the Meeting to cast votes in the ballot paper.

After vote counting, the Chairman asked Mr. Paisarl Rumphon, Company Secretary, to announce the voting results, which were as follows: 1,632,456,118 votes for or 99.9395 percent, 987,900 votes against or 0.0604 percent, and no abstentions; with no invalid ballots in voting for this agenda item. Mr. Paisarl then announced the voting results as the resolution as follows:

Meeting's Resolution: The Meeting passed its resolution by a majority of votes of the shareholders attending the Meeting and casting votes, approving the appointment of the auditor for the Company and its subsidiaries for the accounting period of 2021 and the determination of the audit fee for 2021 for KPMG Phoomchai Audit Ltd. at the amount of Baht 5,250,000 Baht (five million two hundred fifty thousand baht) and for a local audit firm overseas at the amount of Baht 158,500 (one hundred fifty-eight thousand five hundred baht), The total audit fee for 2021 was at Baht 5,408,500 (five million four hundred eight thousand five hundred baht), as proposed.

Agenda Item 7 Other businesses (if any)

The Chairman informed the Meeting that all the agenda items had been covered and cited the Company's rules for proposing other businesses to the Meeting for consideration. The Chairman then asked if the shareholders would like to propose other matters to the Meeting for consideration, but no shareholders proposed any other matters to the Meeting for consideration.

The Chairman thanked all the shareholders, proxies and distinguished attendees for their time in attending the Meeting and declared the Meeting adjourned at 2.55 p.m.

It was noted that after the Meeting started at 2.00 p.m., more shareholders arrived and were registered to attend the Meeting, bringing the total number of the shareholders and proxies attending the Meeting to 81 persons, representing 1,633,444,018 shares or 74.6374 percent of the Company's issued and paid-up shares.

Signed          Prasarn Trairatvorakul          Chairman of the Meeting  
(Dr. Prasarn Trairatvorakul)

Signed          Paisarl Rumphan          Minute Taker  
(Mr. Paisarl Rumphan)