RS Public Company Limited
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(Translation)

Minutes of the 2024 Annual General Meeting of Shareholders of RS Public Company Limited On Tuesday, 30 April 2024 at 10.00 hrs. Through electronic means (e-Meeting)

Date, Time and Venue

The 2024 Annual General Meeting of Shareholders was held on 30 April 2024 at 10.00 hrs. through electronic means (e-Meeting) in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and announcement of the Ministry of Digital Economy and Society regarding security standards for meetings via electronic media B.E. 2563 (2020) and other related laws and regulations. The e-Meeting system is from Inventech System Company Limited (Thailand) who is service provider that has already assessed itself with the Electronic Transactions Development Agency (ETDA), it is responsible for broadcasting images of the meeting via a teleconferencing system from Rose Hall meeting room at No. 27 RS Group Building, Tower C, 5th floor, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, and Headquarter of RS Public Company Limited.

Directors and Executives present;

1. Mr. Surachai Chetchotisak	Chairman of the Board of Directors, Chairman of the Executive Committee and Chief Executive Officer
2. Mr. Wittawat Wetchabutsakorn	Director, Member of the Executive Committee, Chairman of the Corporate Governance, and Sustainable Development Committee, Member of the Risk Management Committee and Chief Financial Officer
3. Mr. Phisit Dachanabhirom	Independent Director, Director, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee
4. Mrs. Wansuda Thanasaranart	Independent Director, Director, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee
5. Mr. Supakit Assavachai	Independent Director, Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee
6. Mr. Sorat Vanichvarakit	Director

Directors and Executives absent;

1. Mrs. Pornpan Techarungchaikul	Director, Member of the Executive Committee and Chairman of the Risk Management Committee

There were 6 directors attending the Meeting of the total number of 7 directors, representing 85.71 percent of the total number of directors.

Attendees

- The Senior Executives, Management Department, Finance and Accounting Department, Internal Audit Department and Legal team of the Company.
- Representatives from Auditor, PricewaterhouseCoopers ABAS Co., Ltd. and Grant Thornton Co., Ltd
- Representative of Shareholder's Right Protection Volunteer Ms. Ramida Sanitaksorn

Representative of Inspector

As the meeting via electronic and voting are done through the system, the company did not arrange for the shareholders' representative to act as an independent intermediary (Inspector) to check the vote counting at this meeting.

The secretary of the Meeting and minute taker of the Meeting

Ms. Rattapawee Lapnan Assistant Director of Corporate Government and Sustainable Development

To propose meeting agendas in advance

The Company would like to invite shareholders to propose meeting agendas and nominate qualified persons to be elected as directors and submission questions in advances for to the 2024 Annual General Meeting of Shareholders via the Stock Exchange of Thailand website and the Company's website from 15 September 2023 to 14 December 2023. However, it appeared that "no one proposed additional agenda items and names of suitable director candidate for consideration at the 2024 Annual General Meeting of Shareholders".

There were 7 agenda in this meeting, the Company has disclosed the Invitation Letter for the 2024 Annual General Meeting of Shareholders and supporting documents on the Company's website both Thai and English version since 9 April 2024 onward , in order to enhance the distribution of information to shareholders and provide sufficient time for shareholders to consider the agenda items. The details are in the meeting invitation letter that has been sent to shareholders for consideration in advance.

The Company determined the Record Date for the right to attend the 2024 Annual General Meeting of Shareholders (Record Date) in accordance with the Securities and Exchange Act B.E. 2535 (1992), (Section 89/26) on 29 March 2024. In this Meeting, the Company had 9,323 shareholders, totaling 1,069,745,493 shares.

Quorum requirements according to law and company regulations

This Meeting comply with the Public Limited Company Act, B.E. 2535 (1992) Section 103, the shareholder's Meeting that there were shareholders attending the Meeting in person and by proxy (if any) of not less than 25 shareholders or not less than half of the total number of shareholders with the aggregate number of shares of not less than one-third of the total issued shares, thereby constituting a quorum.

To be comply according to the Company's Articles of Association the shareholder's Meeting that there were shareholders attending the Meeting in person and by proxy of not less than 25 shareholders or not less than half of the total number of shareholders with the aggregate number of shares of not less than one-third of the total issued shares.

Shareholders and proxies attended the opening of the meeting

Shareholders attending in person	11	persons	holding an aggregate of	22,519	shares
Shareholders attending by proxy	35	persons	holding an aggregate of	566,719,562	shares
Total	46	persons	holding an aggregate of	566,742,081	shares

Representing 52.9791 percent of the total issued shares of the Company amounting 1,069,745,493 shares, thereby constituting a quorum according to the Company's Articles of Association.

there were shareholders attending the Meeting in person and by proxy of not less than 25 shareholders with the aggregate number of shares of not less than one-third of the total issued shares, thereby constituting a quorum according to the Company's Articles of Association.

Mr. Surachai Chetchotisak, the Chairman of the Board of Directors, acted as the Chairman of the Meeting (the "Chairman"). Ms. Rattapawee Lapnan, Assistant Director of Corporate Government and Sustainable Development acted as the Secretary of Meeting and act as a Moderator at the Meeting as assigned by the Chairman. The details are as follows:

Meeting recording

At this meeting, the company has processed, collected, used, and disclosed personal information including recording still images, sound and animation in the form of video media of all meeting participants, recording, preparation of meeting minutes and management of meetings in accordance with the principles of good corporate governance.

Methods and criteria for the shareholders' meeting via electronic method (e-Meeting)

- In casting a vote in the Meeting, shareholders have votes equal to the number of shares held and proxies, one share equals one vote.
- A shareholder have right to vote in the Meeting "approval", "disapproval" or "abstention" in any way, except for shareholders who are custodians who can split their votes.
- Agenda of appoint directors to replace those who retired by rotation the Company has to elect directors individually in order to comply with the principles of good corporate governance.

Rule, Vote Casting, Vote Counting and Q&A or comment procedures.

1. The Meeting will consider matters in the order of the agenda specified in the invitation letter by information will be presented in each agenda. Before voting on each agenda, the shareholders have the opportunity to ask questions on issues related to that agenda and will inform the result of the vote to the meeting when the votes were counted in that agenda finished.
2. To cast a vote, a shareholder may select and desired agenda then the system will show 3 buttons for votes; "approval", "disapproval" and "abstention".
   - For shareholders or many proxies, the system will display all names of proxies by voting separately for each user account.
   - If a shareholder would like to cancel one's vote, please select "Cancel the latest vote". A selected vote can be cancelled until the vote has been closing. In the case that a shareholder has selected "Cancel the latest vote" or take no action, the Company would count it as an approval vote for that agenda. However, a shareholder may change one's decision until an agenda voting process ends. The Company allows time for vote casting one minute for each agenda when the voting is closed, the secretary of the Meeting will announce the voting result for that agenda.

3. In case of Proxies holder, accepting proxies from many shareholders by using the same email and phone number to confirm identify in the proxy. The system will combine the names of all proxies in the same user account except using different email addresses and phone numbers to verify your identity. The system will not include the names of the proxies but it will be used as a separate user account. To access other accounts press to select the menu "User Account" and press the "Change Account" button to access the accounts of other proxies by changing the accounts. The system will not remove votes from the meeting base.
4. In the event that shareholders left the meeting room before closing the meeting vote on any agenda Shareholders' votes will not be counted as a quorum for such agenda and the votes will not be counted in that agenda. However, left the meeting of any agenda will not deprive the shareholders' rights or proxies to return to the meeting and vote on the next agenda in the system.

5. Asking questions (Q&A) or expressing opinions in the meeting room. Before voting on each agenda The Company will give the meeting attendees the opportunity to ask questions or express their opinions on issues related to that agenda as appropriate. The shareholders must choose the agenda that they want to ask questions or, then press the "Question" button. There are 2 channels for inquire as follows;

    - Ask question via message, type your question or comment press "send question". The company will answer questions in the meeting room on the agenda related to that question. However, the company reserves the right to consider selecting questions as appropriate or
    - Ask question via Video, press "Conference" and then press "Ok" for confirm queue. After receiving permission from the staff, turn on the camera and microphone. The shareholders' attendees must inform their name-surname and status as a shareholder or proxy before asking questions every time for the Company to be able to record in the minutes of the meeting accurately and completely.

    The company reserves the right to cut off images and audio of shareholders who ask questions or express impolite comments or defame others or violate any law, including violating the rights of other people or disrupting the meeting or cause distress to other meeting participants.
6. In the event that a large number of shareholders wish to ask questions with video conference in the system, in order to maintain the duration of the meeting, the shareholders kindly to ask questions via message for the staff to answer questions or bring your questions to answer at the end of the meeting or to answer on the Company's website.
7. In case of any difficulties on the meeting system or voting system, please see meeting instruction which was attached with the meeting notice or choose menu "Help" in the system by contact "Inventech Call Center" 02 931 9137 and Line Official.
8. If the meeting system has been interrupted during the meeting, shareholders will receive an e-mail to access to back up system.

Vote casting

Openly voted

Vote counting of shareholders attending in person

Voting in each agenda shall be openly voted by a shareholder who attend the meeting via electronic media. The shareholders may vote in each agenda by press buttons for votes; approval, disapproval or abstention in the system before the voting for that agenda is closed. Once the voting has been submitted, if any shareholders did not press any voting button, the system will assume that shareholders vote in agreement and cannot change the vote.

Vote counting of shareholders attending by proxies

A shareholder who grants a proxy to another person to attend a meeting via electronic media and vote on his/her behalf that has specified the voting in each agenda in the proxy form, the company will count the votes according to the wishes of the proxy grantor.

Number of shareholders or proxies

Each agenda may not be the same since there may be some shareholders or proxies attending the meeting additionally

Procedure of inspection of Vote counting

As the meeting via electronic and voting are done through the system, the company did not arrange for the shareholders' representative to act as an independent intermediary (Inspector) to check the vote counting at this meeting.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

The shareholder acknowledged and has no other opinion on the voting method, vote counting, announcement of results and practices related to the meeting as proposed above.

The Chairman assigned Ms. Rattapawee Lapnan, the secretary of the Meeting, to conduct the meeting according to the following agenda items.

Agenda 1 To acknowledgment of the Company's operating results for the year 2023 in Form 56-1 One Report

Objective and Rationale: The Company's operating results and other information for the year 2023 are disclosed in the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) details show in "Section 1 category 4 topic Management Discussion and Analysis"

The Chairman assigned Mr. Wittawat Wetchabutsakorn, Director and Chief Financial Officer Report on the Company's operating results for the year 2023 for the meeting's acknowledgment with the following details:

RS Group operates business under Entertainmerce Model through a new structure in 4 main business groups:

1) RS music returning to the music business by launching BRIQ Entertainment labels and FASH labels and generating various incomes.
2) RS Multimedia & Entertainment restructuring to crosses the limits of unlimited digital TV domestic content and platforms and created cooperation from partners for various formats.
3) RS LiveWell is a product company that stands out by having its own platform that is complete at every touchpoint, with House Brands products that stand out with innovations from various brands such as well u, Vitanature+, Daring & Co., Aviance, Beyonde, iFresh, Happie Homie.
4) RS Pet all, a complete pet business that covers from upstream to downstream by creating an ecosystem of products and services, which is divided into 3 sub-businesses:

- Business producing products under the brands Lifemate, Hato Veterinary Select and Jungle Monster Thailand.
- Service business under the brands Hato Pet Wellness Center and Hato Animal Hospital.
- Retail store business under the brand Pet All My Love

Important developments for year 2023 for each business

1) Commerce business
    - RS Livewell (Consumer Products) investment in Erb Asia Co., Ltd. at a 60%. Erb is a famous health and beauty brand with customer base both domestically and internationally.
    - RS Pet All (Product and service for pet) Investment in Hato with operate pet wellness and pet hospital at a 51% and launch a new pet retail store "Pet All My Love".

2) Entertainment business

- Enhance all types of content and expand it to online platforms. In line with consumer behavior music business and others recovered higher after organizing activities for a full year. There is also cooperation with global partners like Universal Music Group to expand music business opportunities to the international market.
- enhancement of all types of content especially news content which is managed under the leadership of Mr. Phuttha Apiwan as a news director and a news anchor who has a unique style. This helped promote the news programs of Channel 8 as well as other programs to have more viewers and followers. And also produces and distributes content to leading online platforms both domestically and internationally to be in line with current consumer behavior such as WeTV, IQiyi, Viu, AIS Play, TRUE ID
- Music business and other, establish RS UMG by The Company holds 30% to jointly manage music copyright assets. Including expanding music business opportunities to the international market and JV Across the universe, a collaboration between RS and GRAMMY, successfully organizing 7 large-scale concerts in 2023.

Sustainability operations

The company has operated continuously since 2021 until last year. Its main goal to "improve every aspect of people's lives to be as perfect as possible. Add value by creating experiences, happiness, entertainment, and quality of life. and create well-being for both people and pets through all businesses in the group" by operating in various dimensions including environment, society and corporate governance on the basis of balance in the economic dimension along with which has operating results in the past year as follows:

1) Economic Dimension: The Company places importance on developing innovations in products, services, and business processes. Including focusing on creating opportunities to access careers. and distribution of income to society as well.
2) Environmental Dimension: The Company places importance on using resources with appreciation. Systematic waste disposal reduces greenhouse gas emissions and create good consciousness among employees in the organization. In the past year, the company has carried out many projects such as "RS Net Zero" promote separation of paper and plastic waste. From the cooperation of employees within the office and attendees of various music festivals. More than 20,160 kilograms of separated waste were able to be properly recycled into the recycling process. Helps reduce greenhouse gas emissions by up to 58,857 kilograms of carbon dioxide equivalent. Including using income from upcycling products to fund the establishment of a unit to save rare marine animals. of Kasetsart University and the company has improved various packaging formats to reduce the amount of plastic and paper used.
3) Social Dimension : The company support to respect for human rights within the organization through the "RS Diversity policy" by raising the level of various welfare Including promoting acceptance of the diversity of people and deliver knowledge through many activities such as giving more than 1,200 youths the opportunity to join the Young Blood project to gain direct work experience before graduating from university, Also created RS Community on social media space to promote small businesses in the Chatuchak community through the RSNearBy project, donate company products such as delivering more than 10,000 boxes of nutritional supplements for good health from Ulife, worth 14 million baht, to medical personnel and the public including donate 400 kilograms of Lifemate pet food to help stray dogs and cats through the foundation.
4) Corporate Governance Dimension: The company has already certified as a member of of Thai Private Collective Action Against Corruption (CAC) and also continue to provide knowledge and measure the level of understanding of employees throughout the organization. Including following the No Gift Policy guidelines and opening channels for reporting clues for everyone to be a part of good corporate governance.

From operations in every dimension mentioned above, 2023 will be another year of pride with awards that show success in sustainability, such as received ESG rating "AA", continuous listing in Thailand Sustainability Investment, The quality of organizing meetings or taking care of shareholders' rights received a full score of 100, etc. However, the company is still committed to continuously raising the level of business development along with participation and responsibility to all stakeholders in the best interests of all stakeholders to attain stability and sustainability.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to report the operating results of the Company for the year 2023 to the Shareholders' Meeting for acknowledgement.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Resolutions: This agenda item was for acknowledgment; therefore, the vote is not required.

Agenda 2 To consider and approve the statements of financial position and statements of comprehensive income for the fiscal year ended 31 December 2023 and acknowledge the auditor's report.

Objective and Rationale: Pursuant to the Public Limited Companies Act B.E. 2535, Section 112, the Board of Directors shall arrange for the balance sheet and profit and loss statements at the end of the Company's fiscal year to be presented to the annual general meeting of shareholders for approval. Additional, the auditor have examined the statement of financial position and the statement of comprehensive income completed before presenting to the shareholders' meeting.

The Chairman assigned Mr. Wittawat Wetchabutsakorn, Director and Chief Financial Officer report the statements of financial position and statements of comprehensive income for the fiscal year ended 31 December 2023 and acknowledge the auditor's report and is endorsed by the Audit Committee, are disclosed in the Annual Registration Statement/Annual Report 2023 (Form 56-1One Report) details show in "Financial Statement". The details are as follows;

Overview of the company's financial performance in 2023Profit

- Revenue

For 2023, it is equal to 3,650.4 million baht, an increase of 3.3 % from the previous year, resulting from the growth of the entertainment business which has recovered from every sub-business Including advertising media, songs, activities, including concerts.

- Commercial business revenue for 2023 was 1,431.8 million baht, a decrease of 16.5 % from the previous year, resulting from a slowdown in the RS Mall channel, which was affected by the declining popularity of Home shopping. The Company has accelerated Adjust your business to Influencer Commerce, including foreign export markets. to create growth in 2024
- Entertainment business, Media business revenue of 1,647.7 million baht, an increase of 15.9 % from the previous year as a result of advertising spending recovering after the COVID-19 situation, upgrading content Music business and others Revenue was 570.9 million baht, an increase of 44.0 percent from the previous year, resulting from income from full-scale activities and concerts, including 7 big concerts, both under RS and under JV Across the universe.

- Net profit

High growth from extra income from the RS UMG transaction, with a net profit of 1,395 million baht, an increase of 918.0 % from the previous year.

- Cost of sales and services

For 2023, it is equal to 1,855.0 million baht, an increase of 3.7 % from the previous year, resulting from increased activity costs based on the number of activities and concerts. Meanwhile, media business costs decreased slightly due to more efficient management of drama and content costs. Commercial costs decreased in line with weaker income.

- Selling and administrative expense

For 2023, it is equal to 1,707.9 million baht, an increase of 11.2 % as a result of sales expenses of the media business increasing in line with sales, Sales expenses for activities which increase in the same direction as sales, not excluding special items, Sales and administrative expenses increase of 7.6 % from the previous year, increasing from continuous business expansion. This is the result of the merger of RS Connect for the first full year, consolidation of RS Pet All's financial statements since the third quarter and marketing expenses.

- Financial Cost

For 2023, it is equal to 178.5 million baht, an increase of 79.5 % from the previous year as a result of higher interest rates on loans and financial costs related to the RS UMG transaction.

Balance sheet

- Total assets increased from the previous year by 538.5 million baht or 7.2 % as a result of intangible assets, increased from the production and purchase of content for broadcast on Channel 8 television station, including net assets used from building lease renewals.
- Total liabilities decreased from the previous year by 456.9 million baht or 8.3 % as a result of repayment of short-term and long-term loans.

Important financial ratios

- ROA & ROE increased as a result of extra profits through RS UMG transactions.
- D/E ratio and Debt to EBITDA decreased significantly. This is a result of repaying financial institutions together with improved profitability.

Cash Flow Statement

For an overview of cash flow of the company for the year 2023, the company has increased liquidity from the previous year. Because during the year the company. There has been an increase in business acquisitions and investments in subsidiaries to support expanding business opportunities. Benefiting from using resources and developing knowledge together to help support and expand the company's existing business. This is in line with the strategy to expand the business both vertically and horizontally. It creates good returns and distributes risk in business operations, create opportunities for growth and increase the value of the company. Stably. This year, the company has a 3-day cash cycle, which reflects the company's working capital management more efficient.

Opinion of the Audit Committee: The Audit Committee considered the statements of financial position and statements of comprehensive income for the fiscal year ended 31 December 2023 and acknowledge the auditor's report are disclosed in the Annual Registration Statement/ Annual Report 2023 (Form 56-1One Report) details show in "Section 3 category Financial Statement" and propose this matter to the Board of Directors for consideration and then propose to the Shareholders' Meeting for consideration and approval as proposed.

Opinion of the Board of Directors: The Board of Directors agreed to propose the statements of financial position and statements of comprehensive income for the fiscal year ended 31 December 2023 and acknowledge the auditor's report and is endorsed by the Audit Committee as proposed.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider approval the statements of financial position and statements of comprehensive income for the fiscal year ended 31 December 2023 and acknowledge the auditor's report.

Resolutions The Shareholder's Meeting resolved to approve the statements of financial position and statements of comprehensive income for the fiscal year ended 31 December 2023 and acknowledge the auditor's report as proposed.

The Shareholders' meeting has approved this agenda by the majority votes of shareholders attending the meeting and casting their votes, with the following votes:

Voting	Approved	Disapproved	Abstained	Void	Total
Vote	567,345,141	0	187,000	0	567,532,141
%	99.9670	0.0000	0.0329	0.0000	100.0000

Agenda 3 To consider and approve the dividend payment and acknowledge the interim dividend payment for the year 2023.

Objective and Rationale: According to Section 116 of the Public Limited Companies Act B.E. 2535 Section 116 and the Company's Articles of Association, Article 39, the Company is required to allocate part of its annual net profits to a reserve fund in an amount of not less than 5% of the annual net profits with the deduction of the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than 10% of the registered capital and as the Company has allocated the legal reserve to reach the minimum amount required by law (10 percent of the registered capital). Therefore, at the end of the year 2022, the Company is not required to allocate additional legal reserve. At present, the Company's legal reserve is 120,327,052 baht, full amount required by law. Therefore, there is no need to allocate net profits as a legal reserve again.

The Company has Dividend Payment Policy whereby the Company shall pay dividend at the rate of not less than 50% of net profit after tax and legal reserve. However, The Company may consider to pay dividends different than the stated policy. The Board of Directors may consider to pay the annual dividend of the Company and approved by the shareholder meeting, except it is an interim dividend payment. The Board of Directors has the authority to approve the interim payment from time to time when it deems that the Company has reasonable profits, report it to the shareholders' meeting for acknowledgment at the next meeting. In this regard, the said dividend payment must not affect the investment plan, financial status and normal business operations of the company significantly and depends on cash flow including the necessary, the future suitability of the company and according to the conditions of the company towards financial institutions.

For 2023, The previous Board of Director's meeting No. 6/2023 has resolved to approve the interim dividend payment for the Company's shareholders at rate 0.60 bath per share or the amount of total dividend of 641,847,296 baht with a dividend payout to net profit ratio of 82.77 percent (This is in accordance with the company's dividend payment policy that states "the Company shall pay dividend at the rate of not less than 50% of net profit after tax and legal reserve") and paid all this interim payment to shareholders on 12 October

2023 already and the Board of Directors' meeting has resolution to not to pay additional dividend at the end of the year. Due to the Company wishes to utilize the capital for investments to expand the business and for working capital to increase liquidity of the Company.

Opinion of the Board of Directors: The Board of Directors considered and deem it appropriate to propose to the shareholders' meeting to consider and approve the dividend payment and acknowledge the interim dividend payment for the year 2023 and shall not pay additional dividend at the end of the year 2023 as proposed.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider approval the dividend payment and acknowledge the interim dividend payment for the year 2023.

Resolutions: The Shareholder's Meeting resolved to approve the dividend payment and acknowledge the interim dividend payment at rate 0.60 bath per share or the amount of total dividend of 641,847,296 baht and shall not pay additional dividend at the end of the year 2023 as proposed.

The Shareholders' Meeting has approved this agenda by the majority votes of shareholders attending the meeting and casting their votes, with the following votes:

Voting	Approved	Disapproved	Abstained	Void	Total
Vote	567,532,141	0	0	0	567,532,141
%	100.0000	0.0000	0.0000	0.0000	100.0000

Agenda 4 To consider and approve the election of directors to replace those who retired by rotation in 2024

Objective and Rationale: According to the Public Limited Companies Act B.E. 2535 and the Articles 13 of Association of the Company, at every Annual General Meeting of Shareholders, one-third of the directors shall be retired by rotation. If the number of directors cannot be divided into three parts, the number closest to 1 in 3 will be retired. Directors who must retire from office in the first and second years after registering the company shall use the method of drawing lots to determine who will retire. As for the following years, the remaining directors will be retired. Those who have been in office the longest are those who have resigned from their positions. Directors who retire by rotation may be re-elected.

Opinion of the Nomination and Remuneration Committee: The Nomination and Remuneration Committee considered the suitable and in compliance with the Good Corporate Governance Principles, "This year, there were no shareholders nominating persons to be considered for election as directors to the company." Therefore, it was considered appropriate to propose the appointment of directors to replace those who retired by rotation and return to the position for another term. For 2024 the details are as follows:

Name-Surname	Type	Proposed Position
1) Mr. Sorat Vanichvarakij	Non-Executive Director	Director
2) Mr. Wittawat Wetchabutsakorn	Executive Director and Authorized Director	Director Chairman of Corporate Governance and Sustainable Development and Executive
3) Mrs. Pornpan Techarungchaikul	Executive Director and Authorized Director	Director Chairman of Risk Management and Executive

All 3 people were nominated this time has been considered according to the company's process, have qualifications according to relevant regulations and suitable for the Company's business operations, has deliberately and carefully considered by the Company's Board of Directors and the Nomination and Remuneration Committee. This does not include directors and executives who have stakeholders has opinion "1) Mr. Sorat Vanichvarakij 2) Mr. Wittawat Wetchabutsakorn 3) Mrs. Pornpan Techarungchaikul" who have highly knowledge, competency, experienced in a specific profession and does not have prohibited characteristics according to relevant regulations or laws and will

increase efficiency and diversity of the Board of Directors' structure and expertise beneficial to the Company's business and propose this matter to the Board of Directors for consideration and then propose to the Shareholders' Meeting for consideration and approval.

Opinion of the Board of Directors: The Board of Directors considered and deem it appropriate to propose to the shareholders' meeting to consider and approve the election of directors to replace those who retired by rotation in 2024, which has been considered by the Nomination and Remuneration Committee as proposed.

The chairman granted the shareholders an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider approval the election of directors to replace those who retired by rotation in 2024 by elect each director individually. All shareholders were requested to indicate their votes, whether approval, disapproval or abstention.

Resolutions: The Shareholder's Meeting resolved to approve the election of three new directors as proposed by elect each director individually with the following votes:

1) Mr. Sorat Vanichvarakij

The Shareholders' Meeting has approved this agenda by the majority votes of shareholders attending the meeting and casting their votes, with the following votes:

Voting	Approved	Disapproved	Abstained	Void	Total
Vote	566,136,879	1,395,259	3	0	567,532,141
%	99.7541	0.2458	0.0000	0.0000	100.0000

2) Mr. Wittawat Wetchabutsakorn

The Shareholders' Meeting has approved this agenda by the majority votes of shareholders attending the meeting and casting their votes, with the following votes:

Voting	Approved	Disapproved	Abstained	Void	Total
Vote	566,136,879	1,395,259	3	0	567,532,141
%	99.7541	0.2458	0.0000	0.0000	100.0000

3) Mrs. Pornpan Techarungchaikul

The Shareholders' Meeting has approved this agenda by the majority votes of shareholders attending the meeting and casting their votes, with the following votes:

Voting	Approved	Disapproved	Abstained	Void	Total
Vote	566,136,879	1,395,259	3	0	567,532,141
%	99.7541	0.2458	0.0000	0.0000	100.0000

Agenda 5 To consider and approve the determination of the directors' remuneration for the year 2024.

Objective and Rationale: Article 14 of the Company's Articles of Association stipulated that "directors are eligible to receive remuneration in the form of salary, rewards, meeting allowance, per diem, bonus, or other types of benefits according to the Company's Articles of Association or as approved by the Shareholders' Meeting. The Shareholders' Meeting may fix the amount of remuneration or set up the criteria and fix the remuneration from time to time or affect the remuneration perpetually until it is changed. In addition to receiving allowances and various welfare according to the company's regulations. The contents of the first

paragraph do not affect the rights of employees or employees of the company who are elected as directors and will receive remuneration and benefits as employees or employees of the company"

Criteria and procedure for proposal of the directors' remuneration: The Nomination and Remuneration Committee shall consider the directors' remuneration by considering the rate in comparison with other companies within the same industry, appropriateness of duties and responsibilities of directors and the Company's operating results and propose the matter to the Board of Directors for consideration and then propose to the Shareholders' Meeting for consideration and approval.

Nomination and Remuneration Committee' s opinion: The Nomination and Remuneration Committee considered appropriateness of the duties and responsibilities of directors, the expansion of the business, the Company's operating results and comparison with other companies within the same industry and deemed appropriate to propose to the Board of Directors to propose this matter to the Shareholders' Meeting for consideration and approval of adjustment of the directors' remuneration for the year 2024 which is the same rate as 2023 as follows:

1) Monetary compensation

1. Regular compensation and Meeting allowance	2024 (propose year)		2023 (past year)		Changing	
	Regular compensation (baht/month)	Meeting allowance (baht/time)	Regular compensation (baht/month)	Regular compensation (baht/month)	Meeting allowance (baht/time)	Regular compensation (baht/month)
the Board of Directors						
- Chairman of Director	-	30,000	-	30,000	-	-
- Director	-	25,000	-	25,000	-	-
Audit Committee						
- Chairman of Audit Committee	50,000	30,000	50,000	30,000	-	-
- Member of Audit Committee	45,000	25,000	45,000	25,000	-	-

Note:
Directors who are executives or employees of the Company will not receive remuneration as a director of the Company or a member of a sub-committee except for meeting allowances.

2. Gratuity compensation/ Annual director bonus	2024 (propose year) (baht/year)	2023 (past year) (baht/year)	Changing
	1,000,000	1,000,000	-

Note: By authorizing the Board of Directors to allocate to each director as appropriate.

2) Non-monetary compensation

Other compensation or other benefits	2024 (propose year) (baht/year)	2023 (past year) (baht/year)	Changing
	None	None	-

Opinion of the Board of Directors: The Board of Directors considered and deem it appropriate to propose to the shareholders' meeting to consider and approve the determination of the directors' remuneration for the year 2024, which has been considered by the Nomination and Remuneration Committee as proposed.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider approval the determination of the directors' remuneration for the year 2024.

Resolutions: The Shareholder's Meeting resolved to approve the determination of the directors' remuneration for the year 2024 as proposed.

The Shareholders' Meeting has approved this agenda requires votes of not less than two - thirds (2/3) of the total number of votes of shareholders attending the meeting and casting their votes, with the following votes:

Voting	Approved	Disapproved	Abstained	Void	Total
Vote	567,532,141	0	0	0	567,532,141
%	100.0000	0.0000	0.0000	0.0000	100.0000

Agenda 6 To consider and approve the appointment of auditor and determination of the auditor's fee for the year 2024.

Objective and Rationale: Section 120 of the Public Limited Companies Act B.E. 2535 "requires that the Annual General Meeting of Shareholder must appoint the Company's auditor and determine the audit fee every year. The former auditor may be re-appointed". Article 31 of the Company's Articles of Association "Determine the business that the Annual General Meeting should act, Section 5: Appoint auditors and determine their remuneration."

The Audit Committee's opinion: The Audit Committee had considered suitability of the auditor's work quantity and performance comparing to the proposed auditor fee, as well as considered the auditor's independence, auditing professional expertise and experience, sufficient personnel, auditing services provided to the Company. Proposed to change the auditor's office from the original company PricewaterhouseCoopers ABAS Company Limited who is the company's auditor and its subsidiaries from 2015 until 2023 (9 years in total) changed to Grant Thornton Company Limited (which will be the first year of serving as the Company's auditor) for reasons of specific expertise side and in line with the company's new business plan and subsidiaries.

In 2024 the Company and its subsidiaries use the same auditing firm. The details are as follows:

Name of the proposed auditing firm	Grant Thornton Company Limited	
Name and surname of the proposed auditor	Auditor License number	Period of time of Auditor authorized in the financial statements
1. Ms. Luxsamee Deetrakulwattanapol	9056	Never authorized
2. Ms. Kesanee Srathongphool	9262	
3. Ms. Saranya Akharamahaphanit	9919	
4. Mr. Paisan Boonsirisukapong	5216	

The Audit fees for the Company for the year 2024 would be fixed at 1,500,000 baht per year and 6,990,000 baht per year for the Company's subsidiaries. Non-audit 250,000 baht total the amount 8,740,000 baht per year.

Comparative information on the compensation of the company's auditors with the past year

Audit fees and other service fees	2024 (propose year) (baht/year)	2024 (past year) (baht/year)	changing (+/-) (baht/year)
• RS Public Company Limited	1,500,000	1,385,000	+115,000
• Subsidiaries	6,990,000	8,961,500	-1,971,500
Summary company's audit fees and subsidiaries	8,490,000	10,346,500	-1,856,500
• Non-audit fee	250,000	250,000	-
Total	8,740,000	10,596,500	-1,856,500

In addition, Grand Thorntan Co., Ltd. and the proposed auditors have no relationship or interests with the Company / Subsidiaries / Executives / Major shareholders including their related persons, which would affect the independence of their performing.

Opinion of the Board of Directors: The Board of Directors considered and deem it appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditor and determination of the auditor's fee for the year 2024, which has been considered by the Audit Committee as proposed. The Board of Directors will take care of the Company and subsidiaries to ensure that financial statements can be prepared in a timely manner.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider approval the appointment of auditor and determination of the auditor's fee for the year 2024 as proposed.

Resolutions: The Shareholder's Meeting resolved to approve the appointment of auditor and determination of the auditor's fee for the year 2024 as proposed.

The Shareholders' Meeting has approved this agenda by the majority votes of shareholders attending the meeting and casting their votes, with the following votes:

Voting	Approved	Disapproved	Abstained	Void	Total
Vote	567,532,141	0	0	0	567,532,141
%	100.0000	0.0000	0.0000	0.0000	100.0000

Agenda 7 To consider and approve the amendment to the Articles of Association of the Company.

Objective and Rationale: To comply with the Public Limited Companies Act (No. 4) B.E. 2565, proposed to amend Article 9 of the Company's Articles of Association, the company's share repurchase to be more clear and able to be used as a framework for practice correctly.

Opinion of the Board of Directors: The Board of Directors considered and resolved to approve the proposal to the shareholders' meeting to consider approving the amendment of Article 9 of the Company's Articles of Association, the Company's share repurchase, including submitting the registration of amendment to the Articles of Association of the Company as proposed by authorizing the authorized director of the Company and/or the person authorized by the director to have the power to revise and/or change the wordings in the Articles of Association as appropriate to comply with the registrar's order in registering the Company's Articles of Association with the Ministry of Commerce. The details are presented for consideration as follows.

Current : Company's Articles of Association	Proposed amendment : Company's Articles of Association
No. 9. The Company shall neither hold nor accept its own shares for pledge, except for the following cases:	No. 9. The Company shall neither hold nor accept its own shares for pledge, except for the following cases:
(1) The Company may repurchase shares from the shareholders who vote against the resolution of shareholders meeting to amend the Company's Articles of Association in the matters related to voting rights to receive dividends, which is unfair in the view of such shareholders.	(1) The Company may repurchase shares from the shareholders who vote against the resolution of shareholders meeting to amend the Company's Articles of Association in the matters related to voting rights to receive dividends, which is unfair in the view of such shareholders.
(2) The Company may repurchase shares from for the purpose of financial management when the Company has accumulated profit and excess liquidity, provided that such of repurchase of shares shall not affect to any financial difficulty to the Company.	(2) The Company may repurchase shares from for the purpose of financial management when the Company has accumulated profit and excess liquidity, provided that such of repurchase of shares shall not affect to any financial difficulty to the Company.
The treasury shares held by the Company shall neither be counted to a quorum of the shareholders meeting nor be entitled to vote or dividends.	The treasury shares held by the Company shall neither be counted to a quorum of the shareholders meeting nor be entitled to vote or dividends.
The repurchase of shares must be obtained approval from the shareholders' meeting except if the repurchase of shares not exceeding 10% of the paid-up capital, the board of directors may be granted the power to determine the repurchase of shares.	The repurchase of shares must be obtained approval from the shareholders' meeting except if the repurchase of shares not exceeding 10% of the issued shares, the board of directors may be granted the power to determine the repurchase of shares.
The repurchase of shares, the distribution of repurchased shares and the deduction of repurchased share shall be in accordance with the rules and procedures prescribed by the ministerial regulations.	The repurchase of shares, the distribution of repurchased shares and the deduction of repurchased share shall be in accordance with the rules and procedures prescribed by the ministerial regulations.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider approval the amendment to the Articles of Association of the Company as above proposed.

Resolutions: The Shareholder's Meeting resolved to approve the amendment to the Articles of Association of the Company as proposed.

The Shareholders' Meeting has approved this agenda by the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the rights to vote, with the following votes:

Voting	Approved	Disapproved	Abstained	Void	Total
Vote	567,532,141	0	0	0	567,532,141
%	100.0000	0.0000	0.0000	0.0000	100.0000

To consider other matters (if any)

There was no additional agenda item to be proposed by the shareholders.

The Meeting had completely considered and resolved the matters in the sequential agenda items as specified in the Invitation Letter. The Chairman gave the shareholders an opportunity to raise questions and express opinions. The shareholders asked the questions which could be summarized as follows:

1) Thai Investors Association assigned to Mr.Ramida Sanitaksorn (Proxy)

Question: Thai Investors Association have policy to recommend the listed company in the stock exchange of Thailand organize a general/extraordinary meeting of shareholders using On-site meeting and Online meeting simultaneously or called Hybrid. In order to conveniently meet, communicate and ask questions between shareholders, executives and the Board of Directors, which is in line with circular letter of The Securities and Exchange Commission (SEC) at SEC Nor. (W) 2/2024, subject: Requesting cooperation regarding holding a general meeting of shareholders, dated 10 January 2024, is hereby presented. Please consider the proposal for organizing a hybrid meeting according to the policy of the Thai Investors Association above.

Mr. Surachai Chetchotisak (Chief Executive Officer)

Answer: The Company will take into consideration. Today the meeting via online or using a meeting in conjunction with a Hybrid meeting get the same results. In fact, online meetings are convenient for all parties. But the company I will accept this approach and consider it.

There was no shareholder raising any further questions. The Chairman then thanked all shareholders for attending the Meeting and declared the Meeting closed.

The Meeting closed at 11.25 hrs.

-Signature-

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(Mr. Surachai Chetchotisak)
Chairman of the meeting

-Signature-

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(Ms. Rattapawee Lapnan)
Secretary of the Meeting/Minutes Taker