



**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023**  
**of**  
**DHouse Pattana Public Company Limited**

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The meeting was held on November 24, 2023 at 1:30 p.m. at the meeting room of DHouse Pattana Public Company Limited, No. 99 Sarakham-Wapi Pathum Road, Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province 44000.

**Before the start of the meeting**

Ms.Patchara Arraksa , moderator, introduced the participants in the meeting to the meeting as follows:

Directors who attended the meeting

- |                                |  |
|--------------------------------|--|
| 1. Ms. Teerapan Ungphakorn     | Chairman of the Board / Audit Committee                |
| 2. Mr. Chaiyut Lerdrungporn    | Chairman of the Board of Directors                     |
| 3. Mr. Pongpot Lerdrungporn    | Director / Chief Executive Officer                     |
| 4. Ms. Pranee Leardrungporn    | Director   |
| 5. Mr. Pongnarin Lerdrungporn  | Director   |
| 6. Mr. Att Lerdrungporn        | Director   |
| 7. Mr. Chaichan Kaewwisit      | Director   |
| 8. Mr. Channarong Kaewwisit    | Director   |
| 9. Mr. Ong-art Chanprasitchai  | Independent Director / Chairman of the Audit Committee |
| 10. Mr. Utis Bhongchirawattana | Independent Director                                   |
| 11.Mr. Apishar Nithianantporn  | Independent Director                                   |

All 11 company directors attended the meeting.

**The Management who attended the meeting**

- |                            |                         |
|----------------------------|-------------------------|
| Ms. Kamolchanok Chantrakul | Company Secretary       |
| Ms. Wanna Sribunruaeng     | Chief Financial Officer |
| Ms. Patchara Arraksa       | Secretary               |

**The invitees to attend the meeting are as follows:**

1. Mr. Suschanai Puakiatsakul Legal advisor from Vudthisan Co., Ltd., who acted as the meeting supervisor to make it be in accordance with the laws and regulations of the Company, and was a member of the Audit Committee of the vote counting of the meeting today.

The moderator then informed the meeting of today's agenda and voting and counting methods for everyone to acknowledge as follows:

Agenda 1: Approve the minutes of the 2023 Annual General Meeting of Shareholders, held on 27th April 2023.



Agenda 2: Approve the reduction of the Company's registered capital, and the amendment to the Company's memorandum of association, section 4. to be consistent with the reduction of the company's registered capital.

Agenda 3: Approve the increase of the Company's registered capital as compensation for the acquisition of common shares of Asset Group Khon Kaen Company Limited and the amendment to the Company's memorandum of association, section 4 to be consistent with the increase in the registered capital of the Company.

Agenda 4: Approve the allocation of additional common shares of the Company to be offered for sale to a limited number of persons (Private Placement) as compensation for the acquisition of common shares of Asset Group Khon Kaen Company Limited.

Agenda 5: To consider any other business (if any).

The method of voting and counting of votes at the meeting will be as follows:

1. In voting at the meeting today, each shareholder was deemed as having the right to vote equal to the number of shares he/she held, with 1 share equaling 1 vote and shareholders had the right to vote in each agenda whether they agreed, disagreed or abstained, just one or the other. Otherwise, it would be treated as a void ballot for voting. In the case of proxy, proxies had to vote in the same manner, except in the case of foreign shareholders' proxies who appointed a custodian in Thailand as a share depository and keeper, in which the proxies had to vote in accordance with what the shareholders had stated in the proxy form.

2. For the counting of votes in every agenda, the Company used data input via the bar code with priority for majority votes, except for matters specified by law otherwise, and showed the vote count via monitor. The votes were divided into 2 parts:

- Part 1) Agenda 1 and 4 were normal agenda, requiring majority votes of the shareholders who attended the meeting and casted their votes.

- Part 2) Agenda no. 2 and 3 It is special agenda, which must be approved by a vote of not less than three-fourths of the number of votes, from all of the shareholders who attend the meeting and have the right to vote.

In addition, Agenda 3 and Agenda 4 were considered as related agendas and that there are mutual conditions. Therefore, if any agenda is not approved by the meeting from the general meeting of shareholders, the agenda approved by the meeting shall be deemed cancelled and there will not be a consideration of any other related agendas and the agendas that are conditional with the agenda that is not approved by the general meeting of shareholders.

3. In counting the votes at the meeting, for convenience and speed in counting the votes, the Company used the method to deduct disagree votes and abstained votes from the total number of votes of shareholders or proxies attending the meeting. In each agenda, if there were any shareholders or proxies disagreeing or abstaining from voting, they had to raise their hands. The company then asked



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the Company's staff to collect the ballot. In the event that no one had an opinion or objection or left a comment otherwise, it was deemed that the meeting agreed and approved unanimously.

4. To ensure the transparency of score collection, the Company had the staff collect the ballots at the same time after the meeting ended. In case any shareholders or proxies wished to return before the meeting was terminated, they were requested that ballot papers were sent to the Company's staff and shareholders will be informed of the minutes of the meeting including verifying their accuracy. The Company will publish the minutes of the meeting via the Company's website within 14 days from the meeting date.

5. In order for the vote counting at the meeting to be transparent, two shareholders attending the meeting were invited to participate in inspecting the voting and counting votes together with the legal advisors and representatives of the Board of Directors of the Company.

None of the shareholders volunteered to be an inspector in the vote counting.

6. To make the meeting run smoothly and use time appropriately in every agenda, the Company had arranged a time for inquiries. In the event that shareholders wished to inquire, they had to raise their hands. And when the chairman allowed him/her to inquire, he/she had to show him/herself by giving his/her name-last name and identified as a shareholder or a proxy for the Company to be able to record the meeting accurately and completely.

In addition, the Company kindly asked the shareholders to inquire about any questions that are relevant to the agenda. As for other questions, they were able to ask in Agenda 5.

After the meeting, the Company collected all voting ballots. The shareholders were asked to place their ballots at the table or send them to the Company's staff at the end of the meeting.

Subsequently, the meeting invited Ms.Teerapan Ungphakorn, the Chairman of the Board of Directors to open meeting.

Ms.Teerapan Ungphakorn, Chairman of the Board of Directors, acted as the chairman of the meeting.

"The Chairman" said hello and thanked the shareholders for attending the meeting and stated to the meeting that that day was the 2023 Extraordinary General Shareholder No.1/2566 of DHouse Pattana Public Company Limited and in order not to waste time, at 1:30 p.m., there were 28 shareholders attending the meeting in person, counted as the total number of shares equal to 503,790,900 shares, and by granting 13 proxies, counted as the total number of shares equal to 244,276,100 shares. Total shareholders attending the meeting in person and by proxy were of 41 people, totaling 748,067,000 shares, representing 89.0556 percent of the total number of 840,000,000 shares sold, thus constituting a quorum according to the law and the Company's Regulations, therefore, the Company requested to open the Annual Extraordinary General Shareholder No.1/2566



The meeting started.

**Agenda 1: Approve the minutes of the 2023 Annual General Meeting of Shareholders, held on 27th April 2023.**

The Chairman proposed the meeting to consider approving the minutes of the 2023 Annual General Meeting of Shareholders, held on April 27, 2023, in which the said meeting considered various matters in accordance with the agenda specified in the invitation letter. The details appeared in Attachment 1, which the Board considered that it has been recorded correctly. Therefore, it was appropriate to propose that the shareholders' meeting approved the Minutes of the 2023 Annual General Meeting of Shareholders of D House Public Company Limited.

The Chairman asked the meeting to inquire if there were any questions.

When no shareholder objected or requested further correction, the Chairman asked the meeting to vote. This agenda had to be approved by a majority vote of the shareholders who attended the meeting and casted their votes.

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company would ask the Company's staff to collect the ballots.

**Meeting's resolution:** The meeting has considered and passed a resolution certifying the minutes of the 2023 Annual General Meeting of Shareholders on April 27, 2023 according to what the Chairman has proposed in all respects with the following votes:

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	748,067,000	100
Disagree	-	-
<b>Total</b>	<b>748,067,000</b>	<b>100</b>
Abstain	-	-
Void ballot	-	-

**Agenda 2: Approve the reduction of the Company's registered capital, and the amendment to the Company's memorandum of association, section 4. to be consistent with the reduction of the company's registered capital.**

The Chairman asked Mr. Pongpot Lerdrungporn, Chief Executive Officer, to propose details to the meeting

Mr. Pongpot Lerdrungporn reported to comply with Section 136 of the Public Limited Companies Act, B.E. 2535 (as amended), which stipulates that a company can increase its capital by issuing new shares, provided that all existing shares have been fully issued and paid, or in the case where not all shares have



been fully issued, the additional shares must be issued to accommodate convertible preferred shares or rights to purchase shares. Therefore, when the company intends to increase capital as proposed in the next meeting, in conjunction with the company's decision not to seek a General Mandate for the sale to individuals in a Private Placement, the company must reduce its registered capital. The Board of Directors has considered and recommends presenting to the meeting for approval the reduction of the company's registered capital by 42,000,000 Baht from the registered capital of 462,000,000 Baht to a new registered capital of 420,000,000 Baht. This reduction will involve the cancellation of 84,000,000 unissued ordinary shares with a par value of 0.50 Baht per share. These shares were previously issued and allocated in anticipation of issuing and offering additional ordinary shares for capital increase under the General Mandate for sale to individuals in a Private Placement, as approved at the Annual General Meeting of Shareholders for the year 2023 on 27 April 2023. Furthermore, the Board of Directors of the Company approved the proposal to present at the Annual General Meeting of Shareholders No. 1/2023 for consideration the amendment of Article 4 of the Company's Articles of Association to conform to the reduction of the registered capital of the Company, as follows:

"Article 4. Registered Capital:	420,000,000 Baht	(Four Hundred Twenty Million Baht),
divided into	840,000,000 shares	(Eight Hundred Forty Million Shares)
with a par value of	0.50 Baht	(Fifty Satang) per share,
divided into Ordinary Shares:	840,000,000 shares	(Eight Hundred Forty Million Shares),
and Preferred Shares:	- shares	(No Preferred Shares)."

This also includes the authorization granted to the Company's Board of Directors and/or Managing Director and/or any person appointed by the Board of Directors and/or Managing Director to determine the conditions and details related to the capital reduction and to amend the wording or content in the meeting report, Articles of Association, and any applications or take any action to comply with the Registrar's orders for registering the capital reduction and further amending the Company's Articles of Association with the Department of Business Development, Ministry of Commerce.

The Chairman asked the meeting to inquire if there were any questions.

When no shareholders raised any inquiries, the Chairman asked the meeting to consider voting. This agenda had to be approved by a vote of not less than three-fourths of all the shareholders who attended the meeting.

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

**Meeting's resolution:** The meeting has considered and approved the resolution for the reduction of the company's registered capital by 42,000,000 Baht from the registered capital of 462,000,000 Baht to a new registered capital of 420,000,000 Baht. This reduction will involve the cancellation of 84,000,000



unissued ordinary shares with a par value of 0.50 Baht per share. These shares were previously issued and allocated in anticipation of issuing and offering additional ordinary shares for capital increase under the General Mandate for sale to individuals in a Private Placement, as approved at the Annual General Meeting of Shareholders for the year 2023 on April 27, 2023. Additionally, the meeting has approved amendments to Article 4 of the company's bylaws to align with the registered capital reduction and has granted authority as detailed in the proposal presented by Mr. Pongphat Lerungporn with unanimous votes.

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	748,067,000	100
Disagree	-	-
<b>Total</b>	<b>748,067,000</b>	<b>100</b>
Abstain	-	-
Void ballot	-	-

**Agenda 3** Approve the increase of the Company's registered capital as compensation for the acquisition of common shares of Asset Group Khon Kaen Company Limited and the amendment to the Company's memorandum of association, section 4 to be consistent with the increase in the registered capital of the Company.

The Chairman asked Mr. Pongpot Lerdrungporn, Chief Executive Officer, to propose details to the meeting

Mr. Pongpot Lerdrungporn reported in accordance with the resolution passed by the company's board of directors, the company has been authorized to engage in a transaction involving the acquisition of assets through the purchase of ordinary shares of Asset Group Khon Kaen Limited ("AGKK") not exceeding 54,000 shares with a par value of 1,000 Baht per share. The shares will be fully paid at the transaction price of 1,000 Baht per share (equivalent to par value), representing 100.00% of the registered and fully paid shares of AGKK, from each original shareholder of AGKK, as listed below:

No.	List of names	Number of shares	Relationship with the Company
1	Mr. Songphon Thanakittipoom	2,700	No relationship with the company
2	Mr. Chukiat Homwichian	2,700	No relationship with the company
3	Mr. Chatchai Homwichian	2,700	No relationship with the company
4	Mr. Anon Charataroonchai	2,700	No relationship with the company
5	Mr. Phonthep Charataroonchai	5,400	No relationship with the company
6	Mr. Panu Thongmetheerat	2,700	No relationship with the company



7	Miss Suphon Thongmetheerat	2,700	No relationship with the company
8	Mrs. Wichaya Thongmetheerat	2,700	No relationship with the company
9	Mrs. Srisakul Upkarnkul	2,700	No relationship with the company
10	Mr. Burin Awatchanakarn	2,700	No relationship with the company
11	Miss Teeraya Awatchanakarn	2,700	No relationship with the company
12	Mr. Thammanoon Aramphongphan	1,620	No relationship with the company
13	Lt. Thanakrit Ekayokya	1,080	No relationship with the company
14	Mr. Phongsakorn Latthirasuwan	5,400	No relationship with the company
15	Mr. Phanupong Latthirasuwan	5,400	No relationship with the company
16	Mr. Suraphong Lathithirasuwan	4,320	No relationship with the company
17	Mr. Chonchai Thipayopas	1,080	No relationship with the company
18	Mr. Sawat Thammakornkul	2,700	No relationship with the company
<b>Total</b>		<b>54,000</b>	

This transaction amounts to a total value of 54,000,000 Baht. As of the date when the board of directors approved the transaction, AGKK had a registered capital of 54,000,000 Baht, divided into 54,000 ordinary shares with a par value of 1,000 Baht per share, all fully paid.

The company will compensate the shareholders of AGKK for the ordinary share transaction by issuing new ordinary shares of the company in a specific Private Placement, providing an alternative to cash payment. The total value of this compensation is 54,000,000 Baht, with the offer price set not lower than 90% of the weighted average price of the company's stock over the last 7 consecutive trading days but not exceeding 15 consecutive trading days before the company sets the offer price. The reference price, according to the fourth board meeting of the company for the year 2023 held on 27 October 2023, using the weighted average price of the company's stock over the previous 15 consecutive trading days (from 25 September 2023 to 16 October 2023), is calculated to be 0.8089 Baht per share (data from SETSMART at [www.setsmart.com](http://www.setsmart.com)). Following the completion of the transaction, the company will hold 100.00% of the registered capital of AGKK, resulting in AGKK becoming a subsidiary of the company.

Therefore, to facilitate the payment for the purchase of shares of Asset Group Khon Kaen Limited ("AGKK") to the 18 shareholders of AGKK, totaling 54,000 shares at a price of 1,000 Baht per share (equivalent to par value), representing 100.00% of the total shares, the transaction value is 54,000,000 Baht. This includes setting the share offer price not less than 90% of the weighted average price of the company's stock over the last 7 consecutive trading days but not exceeding 15 consecutive trading days before the company sets the offer price. The reference price, calculated as 0.8089 Baht per share, is based on the weighted average price of the company's stock over the previous 15 consecutive trading days, from 25 September 2023 to 16 October 2023, as per the 4th board meeting of the company for the year 2023



held on 17 October 2023. At the board of directors' meeting, a resolution was passed to approve the proposal to be presented at the upcoming Annual General Meeting of Shareholders, the first for the year 2023. The proposal aims to seek approval for increasing the registered capital of the company with a specified purpose of utilizing funds in the amount of 33,378,662.50 Baht from the existing registered capital of 420,000,000 Baht to a new registered capital of 453,378,662.50 Baht. This increase will involve the issuance of 66,757,325 new ordinary shares with a par value of 0.50 Baht per share, intended to support the offering to individuals in a limited group (Private Placement).

In this regard, when the calculated reference price of 0.8089 Baht per share is applied to the newly issued 66,757,325 ordinary shares, the total value will be 54,000,000 Baht ( $66,757,325 \times 0.8089 = 54,000,000$ ).

Furthermore, the Board of Directors of the Company approved the proposal to present at the Annual General Meeting of Shareholders No. 1/2566 for consideration the amendment of Article 4 of the Company's Articles of Association to conform to the increase in the registered capital of the Company, as follows:

"Article 4. Registered Capital: 453,378,662.50 Baht (Four Hundred Fifty-Three Million Three Hundred Seventy-Eight Thousand Six Hundred Sixty-two Baht and Fifty Satang),  
divided into 906,757,325 shares (Nine Hundred Six Million Seven Hundred Fifty- Seven Thousand Three Hundred Twenty-Five Shares)  
with a par value of 0.50 Baht (Fifty Satang) per share,  
divided into Ordinary Shares: 906,757,325 shares (Nine Hundred Six Million Seven Hundred Fifty-Seven Thousand Three Hundred Twenty-Five Shares),  
and Preferred Shares: - shares (No Preferred Shares)."

This also includes the authorization granted to the Company's Board of Directors and/or Managing Director and/or any person appointed by the Board of Directors and/or Managing Director to determine the conditions and details related to the capital increase and to amend the wording or content in the meeting report, Articles of Association, and any applications or take any action to comply with the Registrar's orders for registering the capital increase and further amending the Company's Articles of Association with the Department of Business Development, Ministry of Commerce.

The Chairman asked the meeting to inquire if there were any questions.

When no shareholders raised any inquiries, the Chairman asked the meeting to consider voting. This agenda had to be approved by a vote of not less than three-fourths of all the shareholders who





attended the meeting. Agenda 3 is considered related and is a different condition to Agenda 4. Therefore, if this agenda is not approved by the meeting, Agenda 4 will not be considered.

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

**Meeting's resolution:** At the meeting, a resolution was passed approving the increase in registered capital of the company with a specified purpose of utilizing funds in the amount of 33,378,662.50 Baht. This increase is from the existing registered capital of 420,000,000 Baht to a new registered capital of 453,378,662.50 Baht. The approval involves the issuance of 66,757,325 new ordinary shares with a par value of 0.50 Baht per share. This is intended to support the offering to individuals in a limited group (Private Placement) to compensate for the consideration for the ordinary share purchase transaction of Asset Group Khon Kaen Limited. Additionally, the board also approved the amendments to Clause 4 of the Memorandum of Association to align with the increased registered capital and granted the authority as detailed in the proposal presented by Mr. Pongpot Lerdrungporn with the following voting results.

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	748,067,000	100
Disagree	-	-
<b>Total</b>	<b>748,067,000</b>	<b>100</b>
Abstain	-	-
Void ballot	-	-

**Agenda 4. Approve the allocation of additional common shares of the Company to be offered for sale to a limited number of persons (Private Placement) as compensation for the acquisition of common shares of Asset Group Khon Kaen Company Limited.**

The Chairman asked Mr. Pongpot Lerdrungporn, Chief Executive Officer, to propose details to the meeting

Mr. Pongpot Lerdrungporn reported as per the resolutions made at the meeting approving the increase in registered capital of the company by issuing new ordinary shares, totaling 33,378,662.50 Baht with 66,757,325 additional shares at a par value of 0.50 Baht per share to accommodate the private placement, the Board of Directors decided to propose the matter at the upcoming Ordinary Shareholders' Meeting 1/2023 for approval. The proposal is regarding the allocation of new ordinary shares, not exceeding 66,757,325 shares, at a par value of 0.50 Baht per share, to be offered in private placement for compensation in exchange for the purchase of common shares of Asset Group Khon Kaen Limited ("AGKK"). The total number of shares to be allocated is 54,000, with a par value of 1,000 Baht per share, fully paid at



the transaction price of 1,000 Baht per share (equivalent to the par value), resulting in a total value of 54,000,000 Baht. The payment will be made through a share swap, meaning that the sellers of shares in AGKK will reserve the right to purchase new common shares of the company by paying with the AGKK shares they currently hold.

This allocation is intended as compensation for the purchase of AGKK's ordinary shares, and it involves 18 shareholders as detailed below:

No.	List of names	Relationship with the Company	Number of shares
1	Mr. Songphon Thanakittipoom	No relationship with the company	Not more than 3,337,866
2	Mr. Chukiat Homwichian	No relationship with the company	Not more than 3,337,866
3	Mr. Chatchai Homwichian	No relationship with the company	Not more than 3,337,866
4	Mr. Anon Charataroonchai	No relationship with the company	Not more than 3,337,866
5	Mr. Phonthep Charataroonchai	No relationship with the company	Not more than 6,675,733
6	Mr. Panu Thongmetheerat	No relationship with the company	Not more than 3,337,866
7	Miss Suphon Thongmetheerat	No relationship with the company	Not more than 3,337,866
8	Mrs. Wichaya Thongmetheerat	No relationship with the company	Not more than 3,337,866
9	Mrs. Srisakul Upkarnkul	No relationship with the company	Not more than 3,337,866
10	Mr. Burin Awatchanakarn	No relationship with the company	Not more than 3,337,866
11	Miss Teeraya Awatchanakarn	No relationship with the company	Not more than 3,337,866
12	Mr. Thammanoon Aramphongphan	No relationship with the company	Not more than 2,002,720
13	Lt. Thanakrit Ekayokya	No relationship with the company	Not more than 1,335,147
14	Mr. Phongsakorn Latthirasuwan	No relationship with the company	Not more than 6,675,733
15	Mr. Phanupong Latthirasuwan	No relationship with the company	Not more than 6,675,733
16	Mr. Suraphong Lathithirasuwan	No relationship with the company	Not more than 5,340,586
17	Mr. Chonchai Thipayopas	No relationship with the company	Not more than 1,335,147
18	Mr. Sawat Thammakornkul	No relationship with the company	Not more than 3,337,866
<b>Total number of allocated shares</b>			<b>Not more than 66,757,325</b>

The proposal outlines that the offer price for the issuance of additional equity shares should not be less than 90% of the weighted average market price of the company's shares over a period of not less than 7 consecutive business days and not more than 15 consecutive business days before the date the company sets the offer price. The weighted average market price of the company's shares over the last 15 consecutive business days before 3 business days prior to the date of the company's board meeting, held on 17 October 2023, the weighted average price of the company's shares for the past 15 consecutive days (25<sup>th</sup> September 2023 - 16<sup>th</sup> October 2023), the calculated reference price is 0.8988 Baht per share. (Information obtained from SETSMART, as per [www.setsmart.com](http://www.setsmart.com)). After deducting a discount of not more than 10 percent, the price will be equal to 0.8089 baht per share. As the company has yet to determine the offer price for the additional shares, it delegates the authority to the company's board of directors



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and/or its executives to determine this price. This offer price must not be lower than 90% of the weighted average market price of the company's shares over a period of 7 to 15 consecutive business days before the date set for the offer price. (The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up and the Offering price will be to 2 decimal places. If the 3rd position is greater than 5, it will be rounded up). The date set for the offer price should not be more than 5 consecutive business days before the first offer to investors. This process occurs after the shareholders' meeting approves the issuance and sale of additional shares to limited persons. Therefore, there may be a situation where the allocated ordinary shares for sale to investors are insufficient. In such a case, the company delegates the authority to the board of directors and/or executives to compensate for the acquisition of AGKK's ordinary shares, partly in cash. If there are remaining shares, the company will present them to the shareholders' meeting for approval to reduce the registered capital for the unsold shares.

For the determination of the offer price for the issuance of additional common shares, the company delegates the authority to the company's board of directors and/or its executives. The set offer price should not be lower than 90% of the weighted average market price of the company's common shares. The weighted average market price of the company's common shares is calculated over a period of not less than 7 consecutive business days and not more than 15 consecutive business days before the date set for the offer price. It's worth noting that the date set for the offer price should not be more than 5 consecutive business days before the first offer to potential shareholders. This process occurs after the shareholders' meeting approves the issuance and sale of additional shares to limited persons. The offer price should be determined by considering the company's best interests and the shareholders' interests, in accordance with the announcement of the Securities and Exchange Commission (SEC) regarding the permission for registered companies to offer new shares to limited persons, dated 28 December 2022 (and any subsequent amendments), referred to as "Announcement SEC 28/2565".

Furthermore, if the offer price for the issuance of additional common shares to limited persons (Private Placement) is less than 90% of the market price of the company's shares before the offer date to the shareholders of AGKK, the company is obligated to prevent shareholders in AGKK from selling all the common shares acquired through the offering within a one-year period, commencing from the date when the company's common shares begin trading on the stock exchange (Silent Period). However, after the 6-month period from the date when the company's common shares begin trading on the stock exchange, shareholders in AGKK can gradually sell the restricted shares, not exceeding 25% of the total restricted shares, in line with the criteria set by the Stock Exchange of Thailand (SET) Announcement on the Criteria, Conditions, and Procedures for Granting Common Shares or Equity-Linked Securities of Registered Companies. It's essential to note that each shareholder in AGKK is not a related person to the company, as defined by the Securities and Exchange Commission (SEC) Announcement No. 21/2551 regarding Criteria for Dealing with Connected Transactions and the SET Announcement on the Disclosure of Information and Practices of Registered Companies in Related Transactions, 2003. Additionally, after conducting these transactions, shareholders in AGKK must not nominate individuals for director or executive



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positions within the company. Moreover, each shareholder in AGKK is not a related person according to Section 258 of the Securities and Exchange Act B.E. 2535 (as amended).

Before entering into this transaction, there were no related parties among the recipients of the share allocation in AGKK, as per Section 258 of the Securities and Exchange Act B.E. 2535 (as amended). Consequently, each shareholder in AGKK, after participating in this transaction, holds shares of the company less than 25% of the total voting rights of the company. Thus, each shareholder in AGKK is not required to make a Tender Offer, as stipulated in the SEC Announcement No. 12/2554 concerning the Criteria, Conditions, and Procedures for the Acquisition of Business Operations. Shareholders are also not subject to the provisions of Section 247 of the Securities and Exchange Act B.E. 2535 (as amended) regarding the Takeover of Business Operations.

Furthermore, at the company's board meeting, a resolution was passed to propose to the shareholders' meeting that they consider approving the delegation of authority to the company's board of directors, and/or the CEO, and/or any person appointed by the company's board of directors, and/or the CEO to be authorized to carry out any actions related to the issuance, allocation, and reservation of ordinary shares for private placement to the abovementioned limited group of individuals. These actions include the following:

- The determination, modification, and addition of details regarding the issuance, allocation, and reservation of ordinary shares for capital increase, the day of offering ordinary shares for capital increase, the method of payment for such shares, as well as the various activities related to the issuance, allocation, and reservation of ordinary shares for capital increase. Additionally, this includes overseeing the submission of information and disclosure of details relevant to the stock exchange.
- The signing, modification, changes, contact, or notification of various items in the application documents and essential evidence related to the issuance, allocation, reservation, and delivery of ordinary shares for capital increase, including contacting and submitting permit applications, documents, and evidence to the Ministry of Commerce, the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, government agencies, or other relevant authorities. Additionally, it encompasses the authority to carry out any necessary and appropriate actions within the framework of applicable laws to successfully issue, offer, and allocate ordinary shares for capital increase to limited persons in the Company.

In accordance with the announcement No. 28/2565 regarding the permission for the company to register the offering of new shares to limited persons, dated 28 December 2022 (and any subsequent amendments), it stipulates that the company must complete the offering and sale of shares within the time frame approved at the shareholders' meeting. However, this offering must be completed within 12 months from the date of the shareholders' meeting's resolution to allow the sale of shares, in cases where the committee determines the offering price according to the market price.



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Furthermore, the issuance of ordinary shares to increase the company's capital, as described above, must receive approval from the shareholders' meeting of the company. It must also obtain approval for the offering of new ordinary shares to limited persons from the Office of the Securities and Exchange Commission (SEC) in accordance with the provisions of announcement No. 28/2565, titled "Permission for the Company to Register the Offering of New Shares to Limited Persons," dated 28 December 2022 (and any subsequent amendments), before proceeding with the offering and allocation of the company's ordinary shares for private placement.

Additional Impact on Shareholders Resulting from the Issuance and Offering of Additional Capital Shares to Limited Parties, Divided into:

- Impact on the Company's Share Price (Price Dilution) - The company shall consider setting the offering price of common stock capital increase at not less than 90 percent of the weighted average stock price of the company's shares over the last 7 consecutive business days but not exceeding 15 consecutive business days prior to the day the company sets the offering price. According to the reference price at the Board of Directors' meeting No. 4/2023 held on 17 October 2023, the weighted average stock price of the company's shares over the last 15 consecutive business days, between 25 September 2023, and 16 October 2023, was used. The company expects that after the offering and allocation of common stock capital increase to the recipients of this allocation, it will result in the original shareholders experiencing a Price Dilution of 1.02 percent.
- Impact on Shareholders' Ownership Percentage (Control Dilution) - The company expects that after the offering and allocation of common stock capital increase to the recipients of this allocation, Control Dilution will occur, equal to 7.36 percent. This means that the original shareholders, who collectively hold 100 percent of the registered capital after the capital increase, will have a reduced ownership percentage and voting rights of the company by 7.36 percent, or their ownership percentage will be reduced to only 92.64 percent of the registered capital after the offering of common stock capital increase.
- Impact on Earnings per Share (EPS Dilution) - Due to the company incurring a net loss from its operations, it is not possible to calculate.

#### Board of Directors' Statement on Capital Increase

The Board of Directors certifies that due diligence was exercised in evaluating and verifying the information of each individual investor, and with due care, it is of the opinion that the aforementioned individuals have the potential to invest or have taken actions to ensure that they can genuinely invest in the company. Regarding the offering of common stock capital increase to limited parties (Private Placement) with criteria for setting the offering price, which shall not be less than 90 percent of the market price of the company's common stock. The market price of the company's common stock, as stipulated, shall be based on the weighted average price of the company's stock over the last not less than 7 consecutive business days but not exceeding 15 consecutive business days before the day of setting the offering price.



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(The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up and the Offering price will be to 2 decimal places. If the 3rd position is greater than 5, it will be rounded up) The average price as mentioned must use the daily trading average price. The day of setting the offering price shall not be more than 5 business days before the first day of offering to investors. This will occur after the shareholders' meeting has passed a resolution to issue and offer the capital increase shares to limited parties successfully. The Board of Directors and/or the CEO are delegated to determine the offering price. The Board of Directors is of the opinion that the allocation of common stock capital increase of the company is appropriate and beneficial for the company and its shareholders because the company does not need to pay cash to purchase shares in AGKK. Consequently, this transaction will not have a significant impact on the company's financial liquidity. Furthermore, this transaction will assist the company in expanding its real estate development business in the Khon Kaen province, which is expected to improve the company's business performance.

Moreover, in the event that the company's board of directors fails to perform their duties in accordance with the company's objectives and bylaws, as well as the resolutions passed in an honest and conscientious manner by the shareholders' meeting, and in the matter related to the capital increase on this occasion, and if their actions or omissions cause damage to the company, shareholders have the right to claim compensation from the said directors on behalf of the company, in accordance with Article 85 of the Public Limited Company Act, B.E. 2535 (and subsequent amendments).

If such a failure to perform their duties leads to benefits to the directors or related parties without approval, one or more shareholders, collectively holding no less than 5 percent of the total voting rights of the company, can request the company to take action. If the company does not act upon the shareholders' request within 1 month of receiving it, the shareholders have the right to claim the benefits from the directors on behalf of the company, as stipulated in Article 89/18 of the Securities and Exchange Act, B.E. 2535 (and subsequent amendments).

Additional details concerning the issuance and offering of ordinary shares for private placement are provided in the **attachment 3**.

The Chairman asked the meeting to inquire if there were any questions.

When there were no shareholders asking additional questions The Chairman then asked the meeting to consider voting. This agenda must be approved by voting. The majority vote of shareholders who attended the meeting and voted according to Agenda 4 is considered a related agenda and is a condition of Agenda 3. Therefore, if this agenda is not approved by the meeting It shall be considered that Agenda 3 approved by the meeting is final. Canceled.

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

**Meeting's resolution:** The meeting resolved to approve the allocation of new ordinary shares, not exceeding 66,757,325 shares, at a par value of 0.50 Baht per share, for private placement to limited individuals, whether in a single or multiple instances.



No.	List of names	Relationship with the Company	Number of shares
1	Mr. Songphon Thanakittipoom	No relationship with the company	Not more than 3,337,866
2	Mr. Chukiat Homwichian	No relationship with the company	Not more than 3,337,866
3	Mr. Chatchai Homwichian	No relationship with the company	Not more than 3,337,866
4	Mr. Anon Charataroonchai	No relationship with the company	Not more than 3,337,866
5	Mr. Phonthep Charataroonchai	No relationship with the company	Not more than 6,675,733
6	Mr. Panu Thongmetheerat	No relationship with the company	Not more than 3,337,866
7	Miss Suphon Thongmetheerat	No relationship with the company	Not more than 3,337,866
8	Mrs. Wichaya Thongmetheerat	No relationship with the company	Not more than 3,337,866
9	Mrs. Srisakul Upkarnkul	No relationship with the company	Not more than 3,337,866
10	Mr. Burin Awatchanakarn	No relationship with the company	Not more than 3,337,866
11	Miss Teeraya Awatchanakarn	No relationship with the company	Not more than 3,337,866
12	Mr. Thammanoon Aramphongphan	No relationship with the company	Not more than 2,002,720
13	Lt. Thanakrit Ekayokya	No relationship with the company	Not more than 1,335,147
14	Mr. Phongsakorn Latthirasuwan	No relationship with the company	Not more than 6,675,733
15	Mr. Phanupong Latthirasuwan	No relationship with the company	Not more than 6,675,733
16	Mr. Suraphong Lathithirasuwan	No relationship with the company	Not more than 5,340,586
17	Mr. Chonchai Thipayopas	No relationship with the company	Not more than 1,335,147
18	Mr. Sawat Thammakornkul	No relationship with the company	Not more than 3,337,866
<b>Total number of allocated shares</b>			<b>Not more than 66,757,325</b>

This is intended as compensation for the purchase of common shares of Asset Group Khon Kaen Limited ("AGKK") by the sellers of shares in AGKK. The total number of shares to be allocated is 54,000, with a par value of 1,000 Baht per share, fully paid at the transaction price of 1,000 Baht per share (equivalent to the par value). This results in a proportional percentage of 100.00 and a total value of 54,000,000 Baht. The payment will be made through a share swap, and the meeting also approved the delegation of authority, as proposed by Mr. Pongpot Lerdrungporn, with unanimous votes as follows:

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	748,067,000	100
Disagree	-	-
<b>Total</b>	<b>748,067,000</b>	<b>100</b>
Abstain	-	-
Void ballot	-	-



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**Agenda 5 To consider any other business (if any)**

The Chairman stated to the meeting that under the Public Limited Companies Act B.E. 2535, Section 105, the second paragraph, it stipulates that the shareholders holding shares amounting to not less than one-third of the total number of shares sold can request that the meeting considers other matters apart from those specified in the invitation letter for the meeting. Therefore, the Board of Directors deemed it appropriate to include this agenda to provide opportunities for shareholders who wished to consider other matters in addition to what the Board of Directors has determined at this meeting, and to provide opportunities for shareholders to ask questions and / or for the Board of Directors and / or related persons to answer questions or provide clarification of the shareholders (if any).

The Chairman inquired the meeting whether any other matter would be proposed for the meeting to consider or to inquire about any matter to the Board of Directors.

The Chairman inquired the meeting whether there would be any person asking further or not.

When no one made any further suggestions or inquiries, the Chairman expressed her gratitude to the meeting participants and closed the meeting at 2:30p.m.

Signed \_\_\_\_\_ Chairman of the meeting  
( Ms. Teerapan Ungphakorn )

Signed \_\_\_\_\_ Secretary / Meeting Recorder  
( Ms. Patchara Arraksa )