

**Minutes of the 2024 Annual General Meeting of Shareholders**  
**Betagro Public Company Limited**  
**held on Tuesday, April 23, 2024**  
**by electronic means**

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The meeting was convened at 13.30 hrs.

Mr. Boontuck Wungcharoen, Chairman of the Board of Directors, acted as the Chairman of the meeting (“**Chairman**”). The Chairman welcomed the shareholders and attendees of the 2024 Annual General Meeting of Shareholders conducted via electronic means (e-AGM) and assigned Mr. Vorapoj Hongpinyo, Assistant Vice President of Investor Relations and Company Secretary Office (“**Company Secretary**”), to act as the meeting moderators.

The Company Secretary informed the meeting that the 2024 Annual General Meeting of Shareholders held via electronic means according to the Emergency Decree on Electronic Meetings B.E. 2563 by using the system of Digital Access Platform Company Limited, a subsidiary in the Stock Exchange of Thailand.

There were 11 shareholders holding 6,037,610 shares attending the meeting in person and by proxy 234 shareholders holding 1,374,195,725 shares. A total of 245 shareholders holding aggregate 1,380,233,335 shares or 71.34% of the total paid-up shares which were more than 25 shareholders and more than one-third of the total paid-up shares. The quorum was formed as stipulated in the Public Company Act section 103 and the Company’s Articles of Association section 39.

In this regards, in order to promote the good corporate governance and to treat all shareholders equally, before this annual general meeting, the Company has provided the opportunities for shareholders to propose the meeting agendas and to nominate a person to be considered as a director of the Company during November 15 - December 1-31, 2023. However, no shareholders proposed the meeting agendas and no shareholders nominated any candidates for election as director of the Company.

Before the meeting started in accordance with the good corporate governance, the Company Secretary explained the rules and voting procedures as follows:

1. Every shareholder has votes equal to the number of shares he/she holds by counting one share per one vote.

2. The Company will propose the meeting to vote on each agenda item. Shareholders or proxy holders disagree or abstain, can press the button “Disagree” or “Abstain” in the allotted time. If the shareholders do not vote within the time limited, it would be considered that there is a resolution of approval as proposed. However, if the voting time of that agenda still exists, the shareholders can return to amend the voting within the time specified by the system.
3. In the case of shareholders appointing a proxy to attend the meeting on their behalf. A proxy is entitled to consider and vote on behalf of the shareholders who grant proxy in all respects as they see fit. The voting method will be the same as the shareholders who attend the meeting in person.
4. In the event that the shareholder has appointed an independent director of a proxy to cast vote in the proxy form in advance, the Company will record the vote of shareholders on each agenda according to the wish of shareholder to appoint the proxy marked in the proxy form.
5. When the voting system has closed for each agenda, the shareholders will not be able to go back and edit the voting results.
6. For each agenda, the Company Secretary would inform the voting results for those agenda then will be moved to the next agenda item.
7. For agenda item 1 and 2 were for acknowledgement, thus no vote for those agendas.
8. For the resolution of the meeting, a majority vote of shareholders who attend the meeting and cast their votes, except agenda item 6 (To consider and approve the remuneration of directors for the year 2024), the resolution of the meeting shall be required by not less than two-third of the total number of votes of shareholders who attending the meeting.
9. For agenda item 5, voting for the election of directors will be done individually. The Company will open to vote for the election of directors one by one to be counted the vote.
10. The Company has invited Legal Advisor to monitor and oversee the shareholder’s meeting in order to ensure transparency and compliance with the law and the Company’s Articles of Association.
11. If shareholders or proxies wish to ask questions, please press the button “Send Question” on the right hand side and type the questions you want to ask and press the button “Send Question. The question will be queued up. When it’s time to ask question, the Company will

call your name and ask you to turn on the microphone or turn on both microphone and camera to ask questions by yourself.

12. If shareholders or proxies wish to ask questions or express their opinions, please ask questions related to that agenda. If questions are not related to that agenda, shareholders or proxies may ask questions in agenda item 8 to consider other matters.
13. The Company reserves the right to take any appropriate action to keep the meeting concise and efficient.
14. In case any shareholders attended the meeting after the meeting has been convened, the shareholders shall have the right to vote in every agenda which may changes the voting results in each agenda.
15. The Company will record the meeting in as form of video during the whole meeting period in order to disseminate to other shareholders who do not attend the meeting and to be used as reference for preparation of the minutes of the meeting.

**Name list of directors present in the livestreaming room**

1. Mr. Boontuck Wungcharoen Independent Director and Chairman of the Board of Directors / Chairman of the meeting
2. Dr. Taweesak Koanantakool Independent Director/ Chairman of the Corporate Governance and Sustainable Development Committee/ Member of the Audit Committee
3. Mr. Winid Silamongkol Independent Director/ Chairman of the Audit Committee/ Member of the Corporate Governance and Sustainable Development Committee
4. Mr. Rapee Sujaritkul Independent Director/ Chairman of the Nomination and Remuneration Committee/ Member of the Risk Management Committee
5. Mr. Vanus Taepaisitphongse Director/ Member of the Risk Management Committee/ Member of the Corporate Governance and Sustainable Development Committee
6. Miss Thanomvong Taepaisitphongse Director/ Member of the Nomination and Remuneration

	Committee
7. Mrs. Siriwan Intarakumthornchai	Director/ Member of the Risk Management Committee
8. Miss Piyaporn Taepaisitphongse	Director
9. Dr. Premratn Taephaisitphongse	Director
10. Mr. Vasit Taepaisitphongse	Director/ Member of the Corporate Governance and Sustainable Development Committee/ Chief Executive Officer and President

**Name list of directors present through VDO Conference**

1. Mrs. Tongurai Limpiti	Independent Director/ Chairman of the Risk Management Committee/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee
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(The proportion of the directors attending the Meeting was 100% of the total number of directors.)

**Executives**

1. Miss Dulaya Phuangthong	Chief Financial Officer
2. Mr. Somsak Boonlarp	Chief Operating Officer: Livestock Production
3. Mr. Taweekiat Kukiattrat	Chief Operating Officer: Agro Business
4. Mr. Trirat Thongplod	Chief Operating Officer: Protein Business
5. Dr. Oliver Gottschall	Chief Operating Officer: Food Business
6. Mr. Worrawut Vanitkulbodee	Chief Operating Officer: International Business
7. Mr. Somcharn Suphapitiporn	Chief Operating Officer: Pet Business
8. Mr. Paitoon Jiranantararat	Chief Operational Development Officer
9. Mr. Chayadhorn Taepaisitphongse	Chief Strategy and Innovation Officer
10. Mr. Tependra Lohumi	Chief Technology Digital Officer
11. Miss Genevieve Siriwan Finet	Chief Human Resource Officer

**Auditors form KPMG Phoomchai Audit Ltd.**

Mr. Watchara Pattarapitak	CPA License No. 6669
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**Legal Advisor and Inspector from Seri Manop & Doyle Company Limited**

Mrs. Nittaya Kiatserikul

Independent Legal Advisor

**Representative from Thai Investors Association**

Miss Raksina Phrommachot

The Chairman then assigned the meeting moderator to propose the meeting to consider various matters according to agenda items as follows:

**Agenda Item 1 The matters to be informed by the chairman of the board of directors**

-None-

The Chairman gave the shareholders an opportunity to ask questions or express additional opinion. It appeared that no shareholder asked or expressed any additional opinion.

The Company Secretary informed the meeting that this agenda item is for acknowledgement; therefore, voting is not required.

**The Resolution:** The meeting acknowledged the matters to be informed by the chairman of the board of directors.

**Agenda Item 2 To acknowledge the operating results of the Company for the year 2023**

The Chairman informed to the meeting that the Company summarized the operational results and significant changing during 2023, as stated in the Form 56-1 One Report for the year 2023 which distributed to all shareholders together with the invitation letter to attend this meeting in the attachment 1 and prepared "Management Discussion and Analysis (MD&A)" in the Form 56-1 One Report as well.

The Chairman assigned Mr. Vasit Taepaisitphongse, Chief Executive Officer and President ("Mr. Vasit"), to act as the presenter in this agenda.

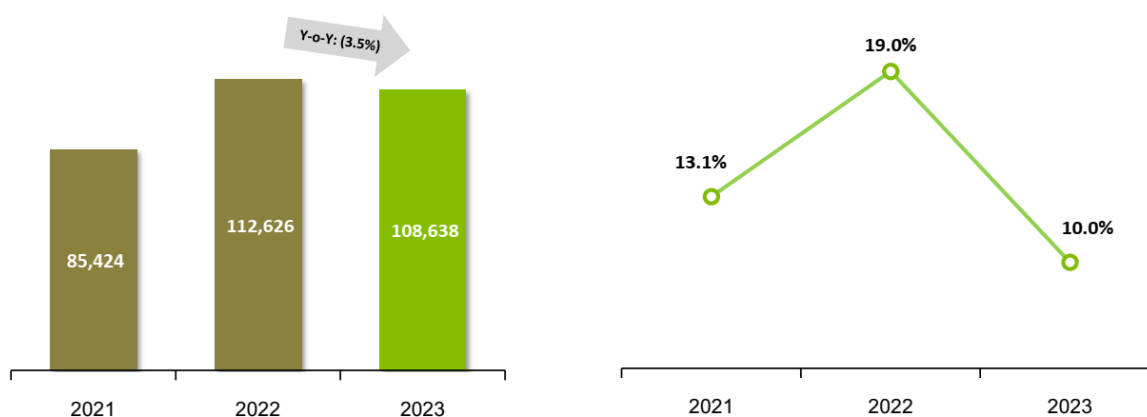
Mr. Vasit reported the operational results of the year 2023 to the meeting as follows:

Operating Performance for the year 2023

**Operating Performance for the year 2023**



**Revenue from Sale of Goods and Rendering of Services**      **Gross Profit Margin**  
(THB million)



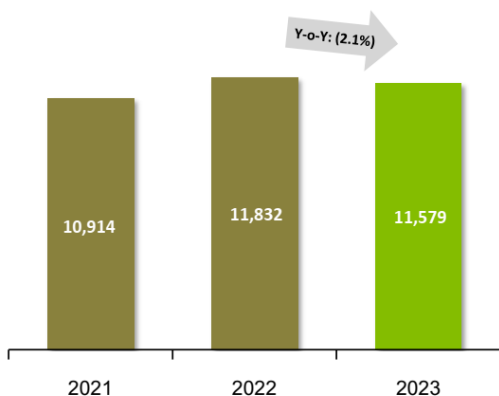
- In 2023, the Company's income from sale and service totaled 108,638 million baht, a decrease of 3.5% from the previous year. The main reason for the decrease was the reduction in income of the Food and Protein Business Group affected by the significant drop in domestic live pig price due to smuggling into the country of pig parts and pork. As a result, the 2023 gross profit was at 10%, compared with 19% in the previous year.
- Nevertheless, the Company was still determined to reduce its production cost by increasing the production efficiency of livestock, for both chickens and pigs. It also improved the distribution channels for higher efficiency by using Betagro shop and export channels.
- In addition, the Company cooperated with various agencies such as the Swine Raisers Association of Thailand to request the government to expedite the crackdown and solve the pork smuggling problem.

## Operating Performance for the year 2023

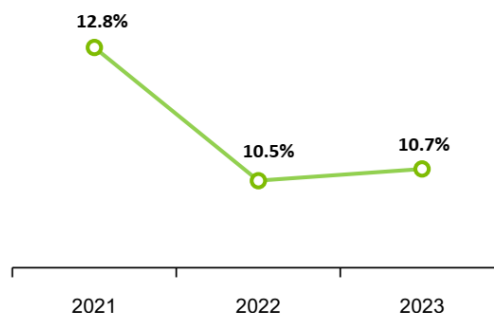


### Selling and Administrative Expenses

(THB million)



### Selling and Administrative Expenses to Sales



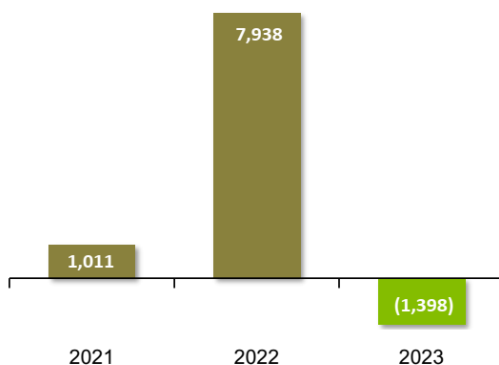
- Distribution and management expenses were 11,579 million baht, a decrease of 2.1% from the previous year.
- However, the Company was able to control its expenses efficiently. Consequently, the ratio of distribution and management expenses to sale stood at 10.7% in 2023, close to that of 2022 at 10.5%.

## Operating Performance for the year 2023

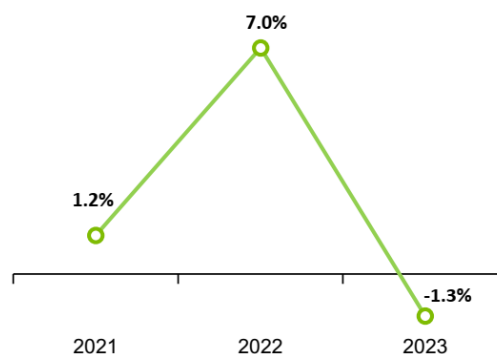


### Net Profit

(THB million)



### Net Profit Margin



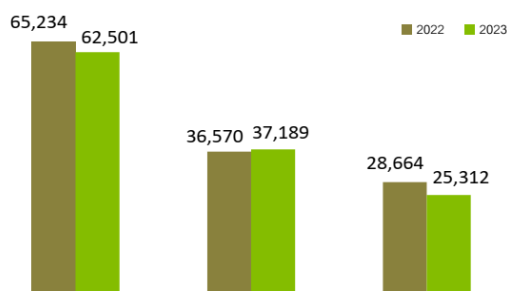
- Such challenges and negative factors in 2023 resulted in the Company's net loss of 1,398.2 million baht, and net loss at 1.3% in 2023.

## Operating Performance for the year 2023



### The Company's Financial Position

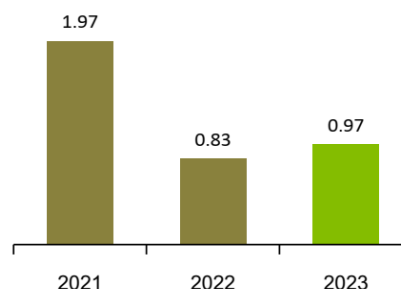
(THB million)



**Total Assets    Total Liabilities    Total Shareholders' Equity**

### Interest Bearing Debt to Equity Ratio

(Times)



**2021    2022    2023**

- Nevertheless, the Company's financial status and capital structure were still strong.
- At the end of 2023, the Company's interest-bearing debt to equity (IBD/E) ratio was 0.97, a slight increase from 0.83 in 2022. As a result, TRIS maintained the Company's credit rating at "A" or a likelihood of "stable" credit rating. This reflected the confidence in the Company's strong fundamentals, business potential, growth opportunities and robust capital structure.

### Thai Private Sector Collective Action Against Corruption: CAC

As for anti-corruption, the Company joined in the signing of the intent announcement of the Thai Private Sector Collective Action Against Corruption (CAC) Project with the Thai Institute of Directors Association (Thai IOD) on May 31, 2023.

All through the years, the Company improved its anti-corruption policy and measures so as to operate within the CAC standard framework to which all of its directors, management and employees strictly adhered.

In March 2024, the Company submitted a self-assessment form to be certified as a CAC member. The matter is currently being considered by the CAC Committee.

The Chairman gave the shareholders an opportunity to ask questions or express additional opinion.

Miss Chananchida Chokmanasakul, a proxy holder for Pipatanasin Co., Ltd., inquired as follows:

1. Regarding the current pork smuggling situation, has the stock of illegal pork reduced or not?  
And will there still be pork smuggling or not?



2. Is the price of the pigs in front of the farm higher than the average raising cost or not?
3. As the price of raw materials for animal feed particularly wheat has reduced, which period of the year will the Company start to have a better margin?
4. Is the pork smuggling situation in Cambodia better or not? And which period of the year will we see the pork price improve?
5. Are the price and the quantity of the Company's frozen chicken for export higher this year or not?

Mr. Vasit replied as follows:

1. As for the latest situation during the past three weeks, the live pig price has continuously increased because of the reduced domestic supply as a result of reduced illegal pigs in the market.
2. The pig cost varies in each area. In some areas, the live pig price is 70 baht per kilogram. This price has increased from the lowest price level at below 60 baht per kilogram, which is rather close to the actual cost.
3. The Company still continues to maintain the profit level of its animal feed business.
4. The livestock price in Cambodia has improved just like in Thailand.
5. As for the export of frozen chicken, it is likely that there will be more orders in Quarter 2 and 3 of 2024, and the price is rising.

As there was no shareholder asked or expressed any additional opinion. The Chairman then proposed the meeting to acknowledge the operating results of the Company for the year 2023.

The Company Secretary informed to the meeting that this agenda item is for acknowledgement; therefore, voting is not required.

**The Resolution:** The meeting acknowledged the operating results of the Company for the year 2023 as presented.

**Agenda Item 3 To consider and approve the audited financial statements of the Company for the fiscal year ended December 31, 2023**

The Chairman assigned Mr. Winid Silamongkol, Chairman of the Audit Committee ("Mr. Winid"), to act as the presenter in this agenda.

Mr. Winid reported to the meeting that Audit Committee held a meeting with the management and the auditor to consider the financial statements for the fiscal year ended on December 31, 2023. The details are shown in Form 56-1 One Report for the year 2023, which was already delivered to the shareholders together with the invitation letter to the meeting, which have the opinion that such financial statements have been prepared in accordance with the financial reporting standards with sufficient information disclosure. The auditor has expressed unqualified opinion and has been certified.

The Board of Directors has approved the financial statements and deems to submit the financial statements for the fiscal year ended December 31, 2023 which have been audited and certified by the auditor of KPMG Phoomchai Audit Ltd., and approved by the Audit Committee to the Shareholders' Meeting for consideration and approval. These financial statements disclosed the Company's financial position and performance during 2023 which can be summarized as follows:

**The financial position and statement of income (partly)**

Unit: Million Baht

Description	2023		2022	
	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements
Total Assets	62,501	51,295	65,234	52,475
Total Liabilities	37,189	24,142	36,570	25,057
Revenues from sales	108,441	66,449	112,480	60,619
Total Revenues	109,140	67,584	113,588	67,996
Net Profit for the year	(1,364)	1,678	8,104	6,850
Earnings per share (Baht/Share)	(0.72)	0.87	5.05	4.36

The Chairman gave the shareholders an opportunity to ask questions or express additional opinion. It appeared that no shareholder asked or expressed any additional opinion. The Chairman then proposed the meeting to vote on the agenda to consider and approve the audited financial statements of the Company for the fiscal year ended December 31, 2023.

The Company Secretary informed to the meeting that the resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their vote.

**The Resolution:** The meeting resolved to approve the audited financial statements of the Company for the fiscal year ended December 31, 2023 with unanimous vote of shareholders who attend the meeting and casting their vote as follows:

Approve	1,379,875,535	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	25,000	shares equivalent to	-
Voided ballot	0	shares equivalent to	-

**Agenda Item 4 To consider and approve the allocation of net profit for legal reserve and dividend payment for the year 2023**

The Chairman assigned Miss Dulaya Phuangthong, Chief Financial Officer (“**Miss Dulaya**”), to act as the presenter in this agenda.

Miss Dulaya reported to the meeting that according to Section 115 of the PLC Act and Article 52 of the Company’s Articles of Association, the annual dividend payment shall be approved by the general meeting of shareholders. The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profits to do so and after the dividends have been paid, the Board of Directors shall report to the next general meeting of the shareholders. Furthermore, according to Section 116 of the PLC Act and Article 53 of the Company’s Articles of Association, the Company must appropriate to a reserve fund, from the annual net profits, at least five (5) percent of the annual net profits, less the carried-forward accumulated losses (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital.

The Company has the policy to pay put dividend to the shareholders at the rate of not less than 30 percent of net profit of separate financial statements after deduction of corporate income tax and various reserved as required by laws and the Company each year, together with considering the consolidated financial statements of the Company. Such dividend payment must not exceed the retained earnings that appear in the Company's separate financial statements. In case that the separate financial statements of the Company have accumulated losses, the Company will omit to pay the dividend.

The Board of Directors deems to propose the Shareholders’ Meeting to consider and approve the allocation of the net profit for legal reserve of 84,000,000 baht and the dividend payment for the year 2023 at the rate of 0.25 baht per share, totaling of 483,700,000 baht from the net profit of separate

financial statements of the year 2023 which is subject to corporate income tax at the rate of 20 percent which paid from net profit that has not received investment promotion rights (Non-BOI).

This dividend payment is in accordance with the Company's dividend policy. The record date for determining name of shareholders who are entitled to receive the dividend is on Thursday, March 14, 2024 and the Company will make the payment of dividend on Tuesday, May 21, 2024. Please note that the right to receive the dividend is uncertain until getting the approval of the 2024 Annual General Meeting of Shareholders.

On December 31, 2023, the Company recorded a net profit in the separate financial statements of 1,678.1 Million baht, and the Company's dividends in the previous year is shown below.

Dividend Details	2023	2022
Net Profit of Separate Financial Statements (million Baht)	1,678.1	6,849.7
Earnings per share (Baht per share)	0.87	4.36
Dividend per share (Baht per share)		
<ul style="list-style-type: none"> <li>● Interim dividend payment</li> </ul>	-	7.0 (1,500.0 Million shares)
<ul style="list-style-type: none"> <li>● Dividend payment for the year</li> </ul>	0.25 (1,934.8 Million shares)	1.0 (1,934.8 Million shares)
Total dividend payment (million Baht)	483.7	12,434.8
Dividend payout ratio (Percent)	28.82	181.54

The Chairman said that since the Company experienced a loss in 2023 and paid out lower dividend than normal, the Board of Directors intended not to accept a director's bonus at 0.5% of the dividend.

The Chairman gave the shareholders an opportunity to ask questions or express additional opinion. As there was no shareholder asked or expressed any additional opinion. The Chairman then proposed the meeting to vote on the agenda to consider and approve the allocation of the net profit for legal reserve and dividend payment for the year 2023.

The Company Secretary informed to the meeting that the resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their vote.

**The Resolution:** The meeting resolved approve the allocation of the net profit of separate financial statements of the year 2023 for legal reserve of 84,000,000 and approve the dividend payment for the year 2023 at the rate of 0.25 baht per share, totaling of 486,700,000 baht from the net profit of separate financial statements of the year 2023 which is subject to corporate income tax at the rate of 20 percent which paid from net profit that has not received investment promotion rights (Non-BOI). The record date for determining name of shareholders who are entitled to receive the dividend is on Thursday, March 14, 2024 and the Company will make the payment of dividend on Tuesday, May 21, 2024 with majority vote of shareholders who attend the meeting and casting their vote as follows:

Approve	1,379,565,103	shares equivalent to 99.9876%
Disapprove	183,200	shares equivalent to 0.0133%
Abstained	175,000	shares equivalent to -
Voided ballot	0	shares equivalent to -

**Agenda Item 5 To consider and approve the election of directors replacing those who retired by rotation**

The Chairman reported to the meeting that according to Section 71 of the PLC Act and Article 20 of the Company's Articles of Association, at each annual general meeting of shareholders, one-third (1/3) of the total number of the directors at that time, or of the number is not a multiple of three, then the number nearest to one-third (1/3), must retire from office. A retiring director is eligible for re-election.

The Chairman assigned Mr. Rapee Sujcharitakul, Chairman of the Nomination and Remuneration Committee ("**Mr. Rapee**"), to act as the presenter in this agenda.

Mr. Rapee reported to the meeting that there are 4 directors who have to be retired by rotation in the 2024 Annual General Meeting of Shareholders are as follows:

- 1) Mr. Boontuck Wungcharoen Independent Director and Chairman of the Board of Directors
- 2) Dr. Thaweesak Koanantakool Independent Director, Chairman of the Corporate Governance and Sustainable Development Committee and Member of the Audit Committee
- 3) Mrs. Tongurai Limpiti Independent Director, Chairman of the Risk Management Committee, Member of the Audit

- 4) Mr. Rapee Sucharitakul
- Committee and Member of the Nomination and Remuneration Committee  
Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Risk Management Committee

However, Mr. Boontuck Wungcharoen has expressed his intention not to be nominated for re-election as director and the term of directorship shall be expired on the date of the 2024 Annual General Meeting of Shareholders.

During the period of November 15 – December 31, 2023, the Company provided an opportunity for shareholders to propose agenda and nominate of qualified persons to be elected as directors. However, no shareholders nominated any candidates for election as directors of the Company.

The Nomination and Remuneration Committee recommended the Board of Directors to consider and propose to the Shareholders' Meeting to consider the election of 3 directors who retired by rotation, namely 1) Dr. Thaweesak Koanantakool 2) Mrs. Tongurai Limpiti and 3) Mr. Rapee Sucharitakul to be re-elected to continue their term. In addition, the Nomination and Remuneration Committee considered key strategies to drive businesses including the Board Skill Matrix, therefore, proposed Mr. Tanawong Areeratchakul to be an Independent Director in replacement of Mr. Boontuck Wungcharoen who retired by rotation.

There are 3 directors, namely, Dr. Thaweesak Koanantakool, Mrs. Tongurai Limpiti and Mr. Rapee Sucharitakul who are proposed to be re-elected as independent directors for another term and Mr. Tanawong Areeratchakul to be elected as new independent director can give independent opinion and in accordance with Public Listed Companies Act, the Securities and Exchange Act B.E.2535 (as amended) and the relevant regulations.

The Board of Directors to consider and propose to the Shareholders' Meeting to consider and approve the election of these 3 directors who retired by rotation, namely 1) Dr. Thaweesak Koanantakool 2) Mrs. Tongurai Limpiti and 3) Mr. Rapee Sucharitakul should be re-elected to continue their term and to elect Mr. Tanawong Areeratchakul to be an independent director in replacement of Mr. Boontuck Wungcharoen who has retired by rotation and his term to be expired on the date of the 2024 Annual General Meeting of Shareholders.

Therefore, the directors who retired in this term did not attend and vote on this agenda in the Board of Directors meeting.

The biography of the directors distributed to all shareholders together with the invitation letter to attend this meeting in the attachment 2.

The Chairman gave the shareholders an opportunity to ask questions or express additional opinion. It appeared that no shareholder asked or expressed any additional opinion. The Chairman then proposed the meeting to vote on the agenda to consider and approve the election of directors replacing those who retired by rotation.

The Company Secretary informed to the meeting that the resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their vote by individual electing vote.

**The Resolution:** The meeting approved the election of (1) Dr. Thaweesak Koanantakool (2) Mrs. Tongurai Limpiti and (3) Mr. Rapee Sucharitakul to be directors for another term and elect Mr. Tanavong Areeratchakul to be an independent director in replacement of Mr. Boontuck Wungcharoen who has retired by rotation and has expressed intention not to be nominated for re-election. The resolution for this agenda voted individually by the shareholders. The names of directors are as follows:

1. Dr. Thaweesak Koanantakool			
Approve	1,385,362,817	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided ballot	0	shares equivalent to	-
2. Mrs. Tongurai Limpiti			
Approve	1,385,347,057	shares equivalent to	99.9989%
Disapprove	15,760	shares equivalent to	0.0011%
Abstained	0	shares equivalent to	-
Voided ballot	0	shares equivalent to	-
3. Mr. Rapee Sucharitakul			
Approve	1,385,362,817	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-

Voided ballot	0	shares equivalent to	-
4. Mr. Tanavong Areeratchakul			
Approve	1,385,259,880	shares equivalent to	99.9944%
Disapprove	77,937	shares equivalent to	0.0056%
Abstained	25,000	shares equivalent to	-
Voided ballot	0	shares equivalent to	-

**Agenda Item 6 To consider and approve the remuneration of directors for the year 2024**

The Chairman assigned Mr. Rapee to act as the presenter in this agenda.

Mr. Rapee reported to the meeting that the Nomination and Remuneration Committee has considered the remuneration of the Board of Directors and the Sub-Committees for the year 2024, by comparing with other listed companies within the same industry and having similar size. It is therefore deemed appropriate to propose the Board of Directors to propose the Shareholders' Meeting to consider the determination of the remuneration of the Board of Directors and the Sub-Committees for the year 2024 onwards with the details as follows:

1. Monthly compensation, meeting allowance and bonus 0.5 percent of dividend payment in the amount of not exceeding 25 million baht which is equivalent to the directors' remuneration of year 2023. (Board member who are executive in sub-committees will receive monthly compensation but will not receive meeting allowance.)
2. Other benefits: None

The Board of Directors deems to propose the Shareholders' Meeting to consider and approve the remuneration of directors for the year 2024 by paying in the form of monthly compensation, meeting allowances and bonus 0.5 percent of dividend payment in the amount of not exceeding 25 million baht, which is equivalent to the remuneration of directors for the year 2023. In addition, the Board of Directors considered to waive the rights to receive bonus for the year 2024.

The Chairman gave the shareholders an opportunity to ask questions or express additional opinion. It appeared that no shareholder asked or expressed any additional opinion. The Chairman then proposed the meeting to vote on the agenda to consider and approve the remuneration of directors for the year 2024.

The Company Secretary informed to the meeting that the resolution in this agenda must be approved by not less than two-thirds of the shareholders who attend the meeting and exercise their voted.



**The Resolution:** The meeting resolved to approve the remuneration of directors for the year 2024 by paying in the form of monthly compensation, meeting allowances and bonus 0.5 percent of dividend payment in the amount of 25 million Baht, which is equivalent to the remuneration of directors for the year 2023 with not less than two-thirds of shareholders who attend the meeting and casting their vote as follows:

Approve	1,385,110,017	shares equivalent to 99.9818%
Disapprove	25,000	shares equivalent to 0.0018%
Abstained	227,800	shares equivalent to 0.0164%
Voided ballot	0	shares equivalent to -

**Agenda Item 7 To consider and approve the appointment of the Company's auditor and the auditor's remuneration for the year 2024**

The Chairman assigned Mr. Winid to act as the presenter in this agenda.

Mr. Winid reported to the meeting that The Audit Committee has considered the selection of auditors for the year 2024, by considering qualifications, skills, performance, independence, and the remuneration of the auditors. The Audit Committee's opinion is the auditors from KPMG Phoomchai Audit Ltd. as they not only have performed the duties expertly but also has good reputation and performance standard, experiences and expertise in auditing, effective audit procedures and tools as well as good business understanding. When compared to the scope of services offered, workload and audit fee rate of other listed companies in the same level of business, such company apparently offered appropriate audit fees and the utmost benefits to the Company.

The Board of Directors agrees with the Audit Committee to select KPMG Phoomchai Audit Ltd. to be the audit firm of the Company and recommends the Shareholders' Meeting to consider and approve the appointment of the auditors and audit fees as follows:

1. The appointment of the auditors from KPMG Phoomchai Audit Ltd. for the year 2024:

<u>Names</u>	<u>CPA License No.</u>	<u>Year of Auditing for the Company</u>	
1) Mr. Watchara Pattarapitak	6669	6	or
2) Ms. Pornthip Rimdusit	5565	0	or
3) Mr. Piyanat Singkhorn	11641	0	

The auditors have qualifications that comply with the guidelines of the Securities and Exchange Commission.

The proposed audit firm and auditors have no relationship or conflict of interest with the Company/ subsidiaries/managerial staff/ major shareholders, or person related persons of the said parties.

The profiles of the Company's auditors for 2024 are distributed to all shareholders together with the invitation letter to attend this meeting. (Attachment 3)

- To approve the annual audit fees for the year 2024 and the quarterly review fees for the Company's financial statements and consolidated financial statements totaling 3,880,000 baht as follows:

Unit: Baht

Audit fees	2024 (Current Proposal)	2023
1. Annual audit fee for the Company's financial statements and consolidated financial statements	2,530,000	2,500,000
2. Annual audit fee for consolidated financial statements, and quarterly review fee for the financial statements of the Company and consolidated financial statements	1,350,000	1,350,000
Total audit fees of the Company	3,880,000	3,850,000

The Company paid Non-Audit fee to KPMG Phoomchai Audit Ltd. as follows:

Non-Audit fees	2024 (Current Proposal)	2023
Tax consulting fees, Compensation for checking the compliance with investment promotion certificate conditions, and other services	Actual charge 3,000,000 – 4,000,000 baht	1,918,500

- To acknowledge the annual audit fees for the 2024 financial statements of the Company's subsidiaries, and the quarterly review fees of subsidiaries, the fees of which are borne by each subsidiary as follows:

Audit fees	2024	2023
1. Annual audit fees of the Company's subsidiaries in Thailand and quarterly review fees of subsidiaries		
- Number of subsidiaries	28 companies	28 companies
• KPMG Phoomchai Audit Ltd.	28 companies	28 companies
- Amount of fee	12.37 million Baht	12.44 million Baht
2. Annual audit fees of the subsidiaries outside Thailand		
- Number of subsidiaries	7 companies	7 companies
• Other audit firms	7 companies	7 companies
- Amount of fee	2.16 million Baht	2.06 million Baht
Total audit fees of the Company	<b>14,528,430 Baht</b>	<b>14,449,765 Baht</b>

The above audit fees of the year 2023 did not include Non-Audit fee.

(The audit fees of subsidiaries for the year 2024 are subject to change pursuant to the actual number of subsidiaries and/or actual workload during the year.)

For 28 subsidiaries out of a total of 35 companies, the Company has used auditors from the same auditor office, KPMG Phoomchai Audit Company Limited except some subsidiaries outside Thailand, KPMG Cambodia Ltd., Jephtha Nasib & Junihol, KPMG R.G. Manabat & Co. (KPMG Philippines), RSM Vietnam, The Right Partner Consulting Group Co., Ltd. (KPMG Myanmar), KPMG Lao Co., Ltd. and Glory Shine CPA&CO are the auditor of those companies, which are not affiliated with the same audit firm as the Company's auditor. However, the Board of Directors will ensure that the financial statements can be submitted by deadline.

The Chairman gave the shareholders an opportunity to ask questions or express additional opinion. It appeared that no shareholder asked or expressed any additional opinion. The Chairman then proposed the meeting to vote on the agenda to consider and approve the appointment of the Company's auditor and the auditor's remuneration for the year 2024.

The Company Secretary informed to the meeting that the resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their votes.

**The Resolution:** The meeting resolved to appoint Mr. Watchara Pattarapitak CPA License No. 6669 or Miss Pornthip Rimdusit CPA License No. 5565 or Mr. Piyanat Singkhorn CPA License No. 11641 of KPMG

Phoomchai Audit Ltd. to be the auditors of the Company for the year 2024 with the auditors' remuneration of 3,880,000 baht and acknowledge the annual audit fees for the 2024 financial statements of the Company's subsidiaries, and the quarterly review fees of subsidiaries with unanimous vote of shareholders who attend the meeting and casting their vote as follows:

Approve	1,385,310,217	shares equivalent to 100.0000%
Disapprove	0	shares equivalent to 0.0000%
Abstained	53,800	shares equivalent to -
Voided ballot	0	shares equivalent to -

**Agenda Item 8 To consider other matters (if any)**

The Chairman gave the shareholders an opportunity to ask questions or express additional opinion.

Miss Chananchida Chokmanasakul, a proxy holder for Pipatanasin Co., Ltd., commented that she was worried about the possible rising transportation cost in the next few months due to the gradual increase in the diesel price.

Mr. Vasit explained that the Company put priority on controlling its overall expenses and closely monitored the energy price situation. It also focused on increasing the efficiency of transportation expense management.

Miss Raksina Phrommachote, a proxy holder for the Thai Investors Association (TIA), noted that the TIA's policy recommended the listed companies in the Stock Exchange of Thailand to hold their Annual General Shareholders' Meetings or Extraordinary Shareholders' Meetings on-site and on-line simultaneously or in other words "hybrid" meetings. This would enable the shareholders, management and Board of Directors to meet, communicate and ask questions conveniently. It was in line with the circular of the Security and Exchange Commission (SEC) No. SEC NorRor. (Wor) 2/2567 on the Request for Cooperation regarding Annual General Shareholders' Meetings dated January 10, 2024. She, therefore, recommended that the Company consider holding its shareholders' meetings in the hybrid format as per the policy of the TIA.

The Company Secretary thanked Miss Raksina for the recommendation.

The Chairman said that this was the last meeting he performed in the capacity of the Chairman of the Board of Directors. Therefore, he would like to thank the shareholders for their support to the Board and management, particularly during the fluctuating periods from the year when the Company earned the highest profit in its history to the following year when it experienced a loss in income due to the pig smuggling. On behalf of the Board of Directors, he would like to inform the shareholders with pride that all through the years the Company was determined to build a strong management and governance foundation which would enable it to create value and sustainable growth for its shareholders and Thailand.

When there was no other consideration, the Chairman adjourned the meeting.

The meeting was adjourned at 14.50 hrs.

Signed Boontuck Wungcharoen Chairman of the meeting  
(Mr. Boontuck Wungcharoen)

Signed Vorapoj Hongpinyo Secretary to the Board of Directors  
(Mr. Vorapoj Hongpinyo)