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

**Date, Time and Venue of the Meeting**

the Extraordinary General Meeting of Shareholders No. 1/2023 of Chayo Group Public Company Limited (the “**Company**”) was held on Tuesday, September 27, 2023, at 10.00 hours via electronic media (e-Meeting) (the “**Meeting**”), broadcasting at 44/543-544, Phahonyothin Road, Anusawari Sub-District, Bang Khen District, Bangkok, 10220.

**Directors present at the Meeting**

- |                                     |   |
|-------------------------------------|---|
| 1. Mr. Suksan Yasasin               | Vice Chairman of the Board of Directors /CEO      |
| 2. Mr. Kitti Tungswong              | Director/ Vice CEO/ Acting CFO/ Company Secretary |
| 3. Mrs. Pim Pattamasing Na Ayuthaya | Director  |

**Directors attending via e-Meeting**

- |                                   |                                      |
|-----------------------------------|--------------------------------------|
| 4. Mr. Wutisak Lapcharoensap      | Chairman of the Board of Directors   |
| 5. Mr. Anon Jarayapant            | Audit Committee/Independent Director |
| 6. Mr. Teeranut Thangsatapornpong | Audit Committee/Independent Director |
| 7. Mrs. Rosporn Sooksomporn       | Audit Committee/Independent Director |
| 8. Mr. Vitthaya Inala             | Director                             |
| 9. Mr. Seksan Rangsiyeranon       | Director                             |

**Legal counsel from Prowess Law Ltd.**

- |                               |                  |
|-------------------------------|------------------|
| 1. Mr. Rittichai Ngodngam     | Legal Consultant |
| 2. Miss. Pakjira Promkasetrin | Legal Consultant |

**The Meeting Started at 10.00 hours**

Mr. Wutisak Lapcharoensap, Chairman of the Board of Directors was the chairman of the meeting (the “**Chairman**”).

The Chairman welcomed and thanked you to the shareholders for attending the Extraordinary General Meeting of Shareholders No. 1/2023. In compliance with Article 42 of the Company’s Article of Association, the shareholders’ meeting requires at least 25 shareholders or proxies or not less than one half (1/2) of the total number of shareholders and having the total shares amounting to not less than one-thirds (1/3) of the total number of sold shares to constitute a quorum. This meeting had 12 shareholders attending in person and 184 proxies, totaling 196 shareholders/proxies, attending the Meeting. Their total shares were

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488,159,345 shares, equaling to 43.7851 percent of the total issued shares of the Company. Thus, it was constituted a quorum according to Article 42 of the Company's Article of Association. For convenience, The Chairman of the Board of Directors assigned Mr. Suksan Yasasin the Vice Chairman of the Board of Directors /CEO to be the meeting conductor for inconvenience.

Mr. Suksan Yasasin introduced the directors, executives, the auditors, and the legal counsel and assigned Ms. Thanita Rashkaweewee to be the conductor of the Meeting (the "**Meeting Conductor**").

The Meeting Conductor informed the Meeting that to comply with Corporate Governance Principles, the vote counting procedures shall be informed as follows:

1. There were a total of 9 agenda items out of 11 agenda items requiring a vote.
2. This Meeting shall proceed in order as prescribed in the invitation to the Meeting, where the details of each agenda item shall be presented and the shareholders shall have the opportunity to make inquires and express opinions prior to the voting of each agenda item as appropriate.
3. For the purpose of vote counting, each shareholder or proxy will have vote equaling to number of shares held by them or proxied to them. One share shall be counted as one vote.
4. A resolution of the meeting will be decided by the majority votes of the shareholders who present and vote at the meeting, except for agenda 5 to 8 and agenda 10 will be decided to approve by voting at least three-fourth (3/4) of total votes of shareholders attending the Meeting and having the rights to vote.
5. Due to the online voting via an application, no invalid ballot will be occurred, saved for voting in the proxy form which has been sent to the Company in advance in the following manner, which will be considered as invalid ballot. However, the invalid ballot shall be counted in the calculation base.
  - (1) A ballot that has more than one mark except for Custodian; and
  - (2) A ballot that has conflicting vote except for Custodian.
6. In the event that shareholders or proxies attend the meeting via OJ delays beyond the specified time, shareholders or proxies can register and attend the meeting, but will have the right to vote in the remaining agenda only.

Mr. Suksan Yasasin, therefore, conducted the Meeting as follows:

**Agenda 1      For acknowledgement**

There was no matter for acknowledgement.

This agenda is for acknowledgement and no voting is required.

**Agenda 2      To adopt the minutes of 2023 Annual General Meeting of Shareholders.**

Mr. Suksan Yasasin assigned the Meeting Conductor to inform the Meeting in this agenda item.

The Meeting Conductor informed the Meeting that the 2023 Annual General Meeting of Shareholders was held on April 26, 2023. The Minutes of the meeting was prepared by the Company and a copy of the said minutes was delivered to the shareholders together with the invitation letter and was published on the Company's website at [www.chayo555.com](http://www.chayo555.com). The details of which are set out in Enclosure 1 to the invitation letter to the Meeting.

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In this regard, the Board of Directors' Meeting opined that the minutes of the 2023 Annual General Meeting of Shareholders is accurate and complete. The Board of Directors, therefore, deemed appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2023 consider and adopt the minutes of the 2023 Annual General Meeting of Shareholders which was held on April 26, 2023.

Mr. Suksan Yasasin gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries.

Mr. Suksan Yasasin then requested the Meeting to cast the vote on this agenda item.

**Resolution:** The Meeting resolved to adopt the Minutes of the 2023 Annual General Meeting of Shareholders as detailed above as proposed as follows:

Votes	Number of Votes	Percentage of Number of Votes
Approval	488,160,232	100.0000
Disapproval	0	0
Abstain	0	0
Invalid Ballot	0	0
<b>Total (197 person)</b>	<b>488,160,232</b>	<b>100.0000</b>

\* In this agenda, there was 1 shareholder present at the Meeting increasing from the previous agenda, their number of shares was 887 share. Thus, this Meeting had total 197 shareholders/proxies, attending the Meeting. Their total shares were 488,160,232 shares.

**Remark:** The resolution of this agenda item requires a simple majority vote of shareholders attending the Meeting and casting their votes, excluding the abstention in the calculation base.

**Agenda 3** **To consider and approve the interim dividend payment (payment made in common stock dividend and cash)**

Mr. Suksan Yasasin assigned Mr. Kitti Tungswong, director, Vice CEO, Acting CFO and secretary of the Company to inform the Meeting in this agenda item.

Mr. Kitti Tungswong informed the Meeting that according to the Company's policy for dividend payment, the Company is required to make a dividend payment for no less than 40% of the net profit after tax and legal reserve. The dividend payment rate shall be subjected to the investment policy, terms and conditions under loan agreements or relevant agreements (if any), financial statement and any other campaigns relating to the Company. The Board of Directors may consider and amend the dividend payment policy in order to comply with the future business development plan of the consortium. In this regard, such dividend payment shall not be exceeded than the retained earnings as shown in the Company's separate financial statement and shall be complied with the relevant laws and regulations. The Company, therefore, considered to pay dividend to the shareholders, detailed as follows:

- (a) distribute common stock dividend from unallocated retained earnings of the Company as at June 30, 2023 to the existing shareholders of the Company at the rate of 50 existing shares per 1 ordinary share, with the total number of shares not exceeding 22,297,972 shares at a par value of THB 0.50, totaling not exceeding THB 11,148,986 representing stock dividend at the rate of 0.01000000 per share.

Where the shareholder has share fraction derived from the allocation of stock dividend, the Company will pay such shareholder for the fraction in cash at the rate of THB 0.01000000 per share; and

- (b) distribute cash dividend at the rate of THB 0.00111112 per share, totaling in equivalent to approximately not exceeding THB 1,238,787 (to accommodate for 10 percent withholding tax of

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assessable income pursuant to Article 50 (2) (Jor) of Thailand Revenue Code for the dividend's receiver).

The total of dividend payment of (1) and (2) is at the rate of THB 0. 01111112 per share or equaling to approximately not exceeding THB 12,387,773 which will subject to withholding tax at the rate determined by the laws. In this regard, the Company has set the date of October 10, 2023, as the date for determining the shareholders' right to receive the dividend (Record Date) and within October 27, 2023, as the dividend payment date.

**However, the right to receive dividend is subject to the approval by the Extraordinary General Meeting of Shareholders No. 1/2023.**

Mr. Suksan Yasasin gave the Meeting an opportunity to express opinions and inquire about this agenda item. However, no shareholders expressed any opinions or made any inquiries.

Mr. Suksan Yasasin then requested the Meeting to cast the vote on this agenda item.

**Resolution:** The Meeting resolved to approve the interim dividend payment in form of common stock dividend and cash dividend as detailed above as proposed as follows:

Votes	Number of Votes	Percentage of Number of Votes
Approval	488,160,232	100.0000
Disapproval	0	0
Abstain	0	0
Invalid Ballot	0	0
<b>Total (197 person)</b>	<b>488,160,232</b>	<b>100.0000</b>

\* In this agenda, there was 0 shareholder present at the Meeting increasing from the previous agenda, their number of shares was 0 share. Thus, this Meeting had total 197 shareholders/proxies, attending the Meeting. Their total shares were 488,160,232 shares.

**Remark:** The resolution of this agenda item requires a simple majority vote of shareholders attending the Meeting and casting their votes, excluding the abstention in the calculation base.

**Agenda 4** **To consider and approve the issuance and allocation of warrants to purchase the newly issued ordinary shares of Chayo Group Public Company Limited No. 3 (CHAYO-W3)**

Mr. Suksan Yasasin assigned Mr. Kitti Tungsrivong, director, Vice CEO, Acting CFO and secretary of the Company to inform the Meeting in this agenda item.

Mr. Kitti Tungsrivong informed the Meeting that according to enhance the financial flexibility for business expansion and/or the working capital of the Company in the future, including the continuity of investment in purchasing and managing non-performing loans (NPL). In addition, the Company wishes to reward its shareholders, it is deemed appropriate to propose that the annual general meeting of shareholders consider and approve the issuance and allocation of warrants to purchase the newly issued ordinary shares of Chayo Group Public Company Limited No. 3 (the "CHAYO-W3 Warrants") in the amount of not exceeding 113,719,653 units to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of 10 existing shares to 1 unit of the CHAYO-W3 Warrants (any fractions derived from the calculation based on the allocation ratio shall be rounded down). The term of CHAYO-W3 Warrants shall be 2 years from the issuance date. The exercise ratio is 1 unit of the CHAYO-W3 Warrants for 1 ordinary share at the exercise price of THB 9.00 per share.

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In this regard, the Company has set the date for determining the names of the shareholders who shall be entitled to receive the CHAYO-W3 Warrants on November 10, 2023 (Record Date) and the Company has set the date to issue the CHAYO-W3 Warrants on December 8, 2023.

The existing shareholders who were allocated the warrants may exercise their rights to purchase the newly issued ordinary shares of the Company during the exercise period or receive returns after they are listed on the SET (the Company will receive approximately of THB 1,023.48 million from the issuance of the warrants this time in case that the warrants are fully exercised).

In addition, it is deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the delegation of power to the Company's Board of Directors and/or the Executive Committee and/or any person delegated by the Company's Board of Directors and/or the Executive Committee to (a) determine the terms and conditions and any other details in relation to the issuance and allocation of the CHAYO-W3 Warrants; (b) proceed with and sign applications and evidences that are necessary for and relevant to the issuance of the CHAYO-W3 Warrants including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the CHAYO-W3 Warrants and newly issued shares occurred from the exercise of the CHAYO-W3 Warrants on the SET; and (c) undertake any other actions that are necessary for and relevant to this issuance and allocation of the CHAYO-W3 Warrants;

Mr. Suksan Yasasin gave the Meeting an opportunity to express opinions and inquire about this agenda item. However, no shareholders expressed any opinions or made any inquiries.

Mr. Suksan Yasasin then requested the Meeting to cast the vote on this agenda item.

**Resolution:** The Meeting resolved to approve the issuance and allocation of warrants to purchase the newly issued ordinary shares of Chayo Group Public Company Limited No. 3 (CHAYO-W3) as detailed above as proposed as follows:

Votes	Number of Votes	Percentage of Number of Votes
Approval	488,160,232	100.0000
Disapproval	0	0
Abstain	0	0
Invalid Ballot	0	0
<b>Total (197 person)</b>	<b>488,160,232</b>	<b>100.0000</b>

\* In this agenda, there was 0 shareholder present at the Meeting increasing from the previous agenda, their number of shares was 0 share. Thus, this Meeting had total 197 shareholders/proxies, attending the Meeting. Their total shares were 488,160,232 shares.

**Remark:** The resolution of this agenda item requires a simple majority vote of shareholders attending the Meeting and casting their votes, excluding the abstention in the calculation base.

**Agenda 5** **To consider and approve the decrease of the Company's registered capital by THB 122,339,462 from the existing registered capital of THB 679,788,739 to THB 557,449,277 by cancelling 244,678,924 unissued shares, with a par value of THB 0.50 per share.**

Mr. Suksan Yasasin assigned Mr. Kitti Tungsrivong, director, Vice CEO, Acting CFO and secretary of the Company to inform the Meeting in this agenda item.

Mr. Kitti Tungsrivong informed the Meeting that as the Company desires to (1) distribute common stock dividend and (2) issue and allocate the CHAYO-W3 Warrants to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering) as detailed in the agenda 3 and 4, the Company

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has to increase the Company’s registered capital to accommodate the common stock dividend distribution and the issuance and allocation of the CHAYO-W3 Warrants. However, pursuant to Section 136 of the Public Company Act, a public limited company may increase its registered capital by issuing of new shares and all the shares must have been issued and sold, and the company must have received payment for the shares in full, except for shares issued to accommodate the exercise of convertible debentures or warrants to purchase shares.

Since the Company currently has 244,678,924 unissued shares, with a par value of THB 0.50 per share which are the remaining shares from the allocation of common stock dividend under the resolution of the 2023 Annual General Meeting of Shareholders, held on April 26, 2023 amounting to 4,665,954 shares and the remaining shares from the exercise of warrants CHAYO-W2 in the amount of 240,012,970 shares (already expired). Therefore, in order to comply with the applicable law, the Company is required to reduce its registered capital of THB 122,339,462 from the existing registered capital of THB 679,788,739 to THB 557,449,277 by cancelling 244,678,924 unissued shares, with a par value of THB 0.50 per share.

Mr. Suksan Yasasin gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries.

Mr. Suksan Yasasin then requested the Meeting to cast the vote on this agenda item.

**Resolution:** The Meeting resolved to approve the decrease of the Company’s registered capital by THB 122,339,462 from the existing registered capital of THB 679,788,739 to THB 557,449,277 by cancelling 244,678,924 unissued shares, with a par value of THB 0.50 per share as detailed above as proposed as follows:

Votes	Number of Votes	Percentage of Number of Votes
Approval	488,160,232	100.0000
Disapproval	0	0
Abstain	0	0
Invalid Ballot	0	0
<b>Total (197 person)</b>	<b>488,160,232</b>	<b>100.0000</b>

\* In this agenda, there was 0 shareholder present at the Meeting increasing from the previous agenda, their number of shares was 0 share. Thus, this Meeting had total 197 shareholders/proxies, attending the Meeting. Their total shares were 488,160,232 shares.

**Remark:** The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of total votes of shareholders attending the Meeting and having the rights to vote, including the abstention in the calculation base.

**Agenda 6** **To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company’s registered capital**

Mr. Suksan Yasasin assigned the Meeting Conductor to inform the Meeting in this agenda item.

The Meeting Conductor informed the Meeting that in order to be in line with the decrease of the Company’s registered capital as detailed in the agenda 5 above, it is deemed appropriate to propose the annual general meeting of shareholders to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company’s registered capital by replacing with the following particulars:

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“Clause 4	Registered capital	557,449,277	Baht	(Five hundred and fifty-seven million, four hundred and forty-nine thousand, two hundred and seventy-seven baht)
	Divided into	1,114,898,554	Shares	(One billion, one hundred and fourteen million, eight hundred and ninety-eight thousand, five hundred and fifty-four shares)
	Par value per share	0.50	Baht	(Fifty Satang)
	Divided into:			
	Ordinary shares	1,114,898,554	Shares	(One billion, one hundred and fourteen million, eight hundred and ninety-eight thousand, five hundred and fifty-four shares)
	Preferred shares	-	Shares	(-)”

In this regard, it is also deemed appropriate to delegate the power to the persons designated by the Board of the Directors to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar’s instruction.

Mr. Suksan Yasasin gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries.

Mr. Suksan Yasasin then requested the Meeting to cast the vote on this agenda item.

**Resolution:** The Meeting resolved to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company’s registered capital as detailed above as proposed as follows:

Votes	Number of Votes	Percentage of Number of Votes
Approval	488,160,232	100.0000
Disapproval	0	0
Abstain	0	0
Invalid Ballot	0	0
<b>Total (197 person)</b>	<b>488,160,232</b>	<b>100.0000</b>

\* In this agenda, there was 0 shareholder present at the Meeting increasing from the previous agenda, their number of shares was 0 share. Thus, this Meeting had total 197 shareholders/proxies, attending the Meeting. Their total shares were 488,160,232 shares.

**Remark:** The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of total votes of shareholders attending the Meeting and having the rights to vote, including the abstention in the calculation base.

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**Agenda 7** To consider and approve the increase of the Company’s registered capital by THB 68,008,812.50 from the existing registered capital of THB 557,449,277.00 to THB 625,458,089.50 by issuing 136,017,625 newly issued ordinary shares with a par value of THB 0.50 per share.

Mr. Suksan Yasasin assigned Mr. Kitti Tungswong, director, Vice CEO, Acting CFO and secretary of the Company to inform the Meeting in this agenda item.

Mr. Kitti Tungswong informed the Meeting that as the Company desires to (1) distribute common stock dividend and (2) issue and allocate the CHAYO-W3 Warrants to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering) as detailed in the agenda 3 and 4, therefore, it is deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the increase of the Company’s registered capital by THB 68,008,812.50 from the existing registered capital of THB 557,449,277.00 to THB 625,458,089.50 by issuing 136,017,625 newly issued ordinary shares with a par value of THB 0.50 per share to accommodate the common stock dividend distribution and the exercise of Chayo-W3.

Mr. Suksan Yasasin gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. Mr. Suksan Yasasin then requested the Meeting to cast the vote on this agenda item.

**Resolution:** The Meeting resolved to approve the increase of the Company’s registered capital by THB 68,008,812.50 from the existing registered capital of THB 557,449,277.00 to THB 625,458,089.50 by issuing 136,017,625 newly issued ordinary shares with a par value of THB 0.50 per share as detailed above as proposed as follows:

Votes	Number of Votes	Percentage of Number of Votes
Approval	488,160,232	100.0000
Disapproval	0	0
Abstain	0	0
Invalid Ballot	0	0
<b>Total (197 person)</b>	<b>488,160,232</b>	<b>100.0000</b>

\* In this agenda, there was 0 shareholder present at the Meeting increasing from the previous agenda, their number of shares was 0 share. Thus, this Meeting had total 197 shareholders/proxies, attending the Meeting. Their total shares were 488,160,232 shares.

**Remark:** The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of total votes of shareholders attending the Meeting and having the rights to vote, including the abstention in the calculation base.

**Agenda 8** To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company’s registered capital

Mr. Suksan Yasasin assigned the Meeting Conductor to inform the Meeting in this agenda item.

The Meeting Conductor informed the Meeting that in order to be in line with the increase of the Company’s registered capital as detailed in the agenda 7 above, it is deemed appropriate to propose the annual general meeting of shareholders to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company’s registered capital by replacing with the following particulars:



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“Clause 4	Registered capital	625,458,089.50	Baht	(Six hundred and twenty-five million, four hundred and fifty-eight thousand and eighty-nine point five zero baht)
	Divided into	1,250,916,179	Shares	(One billion, two hundred and fifty million, nine hundred and sixteen thousand, one hundred and seventy-nine shares)
	Par value per share	0.50	Baht	(Fifty Satang)
	Divided into:			
	Ordinary shares	1,250,916,179	Shares	(One billion, two hundred and fifty million, nine hundred and sixteen thousand, one hundred and seventy-nine shares)
	Preferred shares	-	Shares	(-)”

In this regard, it is also deemed appropriate to delegate the power to the persons designated by the Board of the Directors to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar’s instruction.

Mr. Suksan Yasasin gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries.

Mr. Suksan Yasasin then requested the Meeting to cast the vote on this agenda item.

**Resolution:** The Meeting resolved to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company’s registered capital as detailed above as proposed as follows:

Votes	Number of Votes	Percentage of Number of Votes
Approval	488,160,232	100.0000
Disapproval	0	0
Abstain	0	0
Invalid Ballot	0	0
<b>Total (197 person)</b>	<b>488,160,232</b>	<b>100.0000</b>

\* In this agenda, there was 0 shareholder present at the Meeting increasing from the previous agenda, their number of shares was 0 share. Thus, this Meeting had total 197 shareholders/proxies, attending the Meeting. Their total shares were 488,160,232 shares.

**Remark:** The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of total votes of shareholders attending the Meeting and having the rights to vote, including the abstention in the calculation base.

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**Agenda 9 To consider and approve the allocation of the newly issued ordinary shares of the Company to accommodate the common stock dividend payment and the exercise of CHAYO-W3 warrants.**

Mr. Suksan Yasasin assigned Mr. Kitti Tungswong, director, Vice CEO, and secretary of the Company to inform the Meeting in this agenda item.

Mr. Kitti Tungswong informed the Meeting that as the Company desires to increase the Company's registered capital by THB 68,008,812.50 from the existing registered capital of THB 557,449,277.00 to THB 625,458,089.50 by issuing 136,017,625 newly issued ordinary shares with a par value of THB 0.50 per share as detailed in the agenda 7 above, it is deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the allocation of newly issued ordinary shares of not exceeding 136,017,625 shares with a par value of THB 0.50 per share, detailed as follows:

1. allocate newly issued ordinary shares of not exceeding 22,297,972 shares with a par value of THB 0.50 per share to accommodate the common stock dividend payment; and
2. allocate newly issued ordinary shares of not exceeding 113,719,653 shares with a par value of THB 0.50 per share to accommodate the exercise of the CHAYO-W3 Warrants.

In addition, it is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the delegation of power to the Company's Board of Directors and/or the Executive Committee and/or any person delegated by the Company's Board of Directors and/or the Executive Committee to undertake the following actions:

- (1) determining the details and conditions relating to the allocation of newly issued ordinary shares of the Company;
- (2) entering into negotiation and agreement, and signing any relevant documents, including taking any other actions in connection with the allocation of such newly issued ordinary shares and
- (3) signing applications, waivers, as well as other evidence which are necessary for and relevant to the allocation of such newly issued ordinary shares, including contacting and filing such applications or waivers, documents and evidence with the relevant governmental authorities or any competent agencies, as well as listing the newly issued ordinary shares on the SET and undertaking any other actions necessary for and relevant to the allocation of such newly issued ordinary shares.

Mr. Suksan Yasasin gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries.

Mr. Suksan Yasasin then requested the Meeting to cast the vote on this agenda item.

**Resolution:** The Meeting resolved to approve the allocation of the newly issued ordinary shares of the Company to accommodate the common stock dividend payment and the exercise of CHAYO-W3 warrants as detailed above as proposed as follows:

Votes	Number of Votes	Percentage of Number of Votes
Approval	488,160,232	100.0000
Disapproval	0	0
Abstain	0	0
Invalid Ballot	0	0
<b>Total (197 person)</b>	<b>488,160,232</b>	<b>100.0000</b>

\* In this agenda, there was 0 shareholder present at the Meeting increasing from the previous agenda, their number of shares was 0 share. Thus, this Meeting had total 197 shareholders/proxies, attending the Meeting. Their total shares were 488,160,232 shares.

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**Remark:** The resolution of this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

**Agenda 10** **To consider and approve the increase in the limit of the issuance and offering of debentures and/or bills of exchange from the amount not exceeding THB 5,000,000,000 to THB 8,000,000,000 at any given time.**

Mr. Suksan Yasasin assigned the Meeting Conductor to inform the Meeting in this agenda item.

The Meeting Conductor informed the Meeting that the Company is presently considering the source of fund for working capital, for the performance of due obligation, as well as for expansion of business, the Company is therefore required to increases in the limit of the issuance and offering of debentures and/or bills of exchange of the Company from the amount not exceeding THB 5,000,000,000 to THB 8,000,000,000 at any given time (The period or the term of the debenture will not over than 10 years) for the Company's business expansion, purchasing and managing non-performing loan (NPL), investment in related business, lending to related companies, and/or working capital (including loan repayments)

Mr. Suksan Yasasin gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries.

Mr. Suksan Yasasin then requested the Meeting to cast the vote on this agenda item.

**Resolution:** The Meeting resolved to approve the increase in the limit of the issuance and offering of debentures and/or bills of exchange from the amount not exceeding THB 5,000,000,000 to THB 8,000,000,000 at any given time as detailed above as proposed as follows:

Votes	Number of Votes	Percentage of Number of Votes
Approval	475,889,245	97.4863
Disapproval	12,270,987	2.5137
Abstain	0	0
Invalid Ballot	0	0
<b>Total (197 person)</b>	<b>488,160,232</b>	<b>100.0000</b>

\* In this agenda, there was 0 shareholder present at the Meeting increasing from the previous agenda, their number of shares was 0 share. Thus, this Meeting had total 197 shareholders/proxies, attending the Meeting. Their total shares were 488,160,232 shares.

**Remark:** The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of total votes of shareholders attending the Meeting and having the rights to vote, including the abstention in the calculation base.

**Agenda 11** **Other matters (if any)**

Mr. Suksan Yasasin informed the Meeting that pursuant to Section 105 paragraph 2 of the Public Limited Companies Act, upon completion of consideration of the meeting under paragraph one, the shareholders holding shares amounting to not less than one-third of the total number of issued shares may request the meeting to consider other matters in addition to those specified in the notice of meeting. However, there was no one propose other matter to the Meeting.

Mr. Suksan Yasasin gave the Meeting an opportunity to express opinions and make inquiries to the Company.

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**The shareholders made inquiries as follows:**

- Mr. Thongthots Paenglad A proxy from the Thai Investors Association asked that: How many bonds were outstanding at present?
- Mr. Kitti Tungsriwong answered that: Currently, the company's outstanding bonds are approximately 4,000 million baht.
- Mr. Theekapan Charoenpong the shareholder asked that: land of 1,500 rai that the management provided information through Opportunity day in the event that the original owner does not bid to buy it back The company will sell the land in small plots and gradually or will sell the whole lot at once?
- Mr. Suksan Yasasin answered as follows: let the processes related matters must be completed and become NPA first. If it returns to NPA, the company has a preliminary management plan. However, please follow the process step by step.
- Mr. Theekapan Charoenpong the shareholder further asked that: is it expected that land of 1,500 rai will be more profitable than land in Phang Nga?
- Mr. Suksan Yasasin answered as follows: looking at the area, if it is acquired as NPA, it is expected that it will make a reasonable profit. However, you must request that the process be followed first.
- Mr. Theekapan Charoenpong the shareholder further asked that: If there is an asset management company from a foreign country coming to conduct business in Thailand, what effect will it have on the asset management business in Thailand? And is it likely that there will be foreign asset management companies coming soon or not?
- Mr. Kitti Tungsriwong answered that: Currently, there are foreign asset management companies, which foreign companies will come in when the country has an economic crisis they mostly purchase secured debt but during this time we haven't seen much coming. In which Thailand still has a lot of bad debt that is still in the process of being sold. Therefore, it still does not have much impact.
- Mr. Suksan Yasasin further answered that: Previously, there were some foreign companies and there are some new companies coming. The company understands that Thai banks will consider selling according to the criteria of that bank. This asset management business can be done by anyone under the relevant laws and regulations of the Bank of Thailand, If the debt is purchased, it can help the debtor to relieve the debt and the credit bureau the company also saw good results.
- Mr. Theekapan Charoenpong the shareholder further asked that: How much will interest expenses increase next year?
- Mr. Kitti Tungsriwong answered that: This year, the company has issued approximately 4,000 million baht in bonds if the company has funds from

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warrants, it will be able to reduce the interest burden on the bonds. As for interest expenses, the company will manage them in conjunction with the bottom line. The bottom line must grow in order not to have too much interest expense. The interest expenses must not significantly affect the growth goals.

Mr. Theekapan Charoenpong

the shareholder further asked that: This year, the company collected NPL on average of 30 million baht per month. How many million baht per month does the company expect to collect NPL next year?

Mr. Kitti Tungsriwong

answered that: In the third quarter, the company is expected to collect 90 million baht. For next year, it depends on how much debt the company purchases to manage. This year, for the entire year, approximately 360 million baht was collected from unsecured debt alone this does not include secured debt and the sale of NPA, which the company can always sell depending on each month whether it will sell small, medium or large pieces of assets and it is thought that next year there will be an increase in collections.

Mr. Rujanet Sophonchariyawat

the shareholder asked that: How is the outlook for the rest of the year?

Mr. Kitti Tungsriwong

answered that: Overall for the year, the company aims to grow at least 25% from the previous year. In the first half of the year, the company has grown 50%. In the second half of the year, the company expects to grow more than the target. Currently, the company has purchased approximately 8,000 million baht of debt. For the whole year, the company believes that it will definitely be able to grow more than the target set at 25%.

Mr. Suksan Yasasin assigned Mr. Nottapol Thipchatchawanwong CEO of Chayo Capital Company Limited announced the progress of Chayo Capital Company Limited's listing on the stock exchange.

Mr. Nottapol Thipchatchawanwong informed the Meeting that currently, the company has provided loans of approximately 800 million baht. The company has increased profits from last year, which is in line with the plan. Next year, the company plans to spin off Chayo Capital Company Limited to the stock exchange, which will make the wealth of the CHAYO group higher and shareholders of both CHAYO and Chayo Capital will also benefit. The company hopes that shareholders will continue to support the CHAYO group of companies. Chayo Capital's product is a product that is suitable for what CHAYO has experience in both secured loan and unsecured loan (under supervision) such as employee welfare loans Yacht loans, etc., which will allow the CHAYO group to grow.

