

บริษัท ทางยกระดับดอนเมือง จำกัด (มหาชน)
Don Muang Tollway Public Company Limited

40/40 ถนนวิภาวดีรังสิต แขวงสนามบึง
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ISO 9001, ISO 14001, ISO 45001 & ISO/IEC27001 CERTIFIED



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- Translation -

DMT/P/CS/155/67

Minutes of the Annual General Meeting of Shareholders for 2024

Thursday, April 25, 2024

through Electronic Meeting (E-AGM)

Don Muang Tollway Public Company Limited (“the Company”) hosted the Annual General Meeting of Shareholders for 2024 (“the Meeting”) on Thursday, April 25, 2024, at 10:00 a.m. in the form of an Electronic Meeting (E-AGM) pursuant to the Emergency Decree on Electronic Meetings B.E. 2563 (2020). The Meeting was broadcast from the Company’s Conference Room No. 40/40 on Vibhavadi Rangsit Road., Sanam Bin Sub-district, Don Muang District, Bangkok 10210.

Directors attending in person

- | | |
|---------------------------------|---|
| 1. Mr. Sombath Phanichewa | Chairman of the Board of Directors |
| 2. Mr. Rawat Chamchalerm | Vice Chairman of the Board of Directors and Chairman of the Executive Committee |
| 3. Mr. Somnuk Chaidejsuriya | Director, Independent Director, Chairman of the Audit Committee and Member of the Nomination & Compensation Committee |
| 4. General Suebsan Dardarananda | Director, Independent Director and Chairman of the Nomination and Compensation Committee |
| 5. Mr. Chumpol Rimsakorn | Director, Independent Director, Member of the Audit Committee and Chairman of the Risk Management Committee |
| 6. Mr. Chanvit Amatamatucharti | Director |
| 7. Dr. Vichya Kreangam | Director, Independent Director, Member of the Audit Committee and Member of the Nomination and Compensation Committee |
| 8. Mr. Tarnin Phanichewa | Director, Vice Chairman of the Executive Committee, Chief Executive Officer, and Secretary of the Nomination and Compensation Committee |
| 9. Dr. Sakda Panwai | Director, Risk Management Committee, Executive Committee and Managing Director |

Directors attending the Meeting via Electronic Meeting

- | | |
|-----------------------------|----------------------------------|
| 1. Mr. Pornchai Thiraveja | Director |
| 2. M.L. Dhanavisuth Visuthi | Director and Executive Committee |

(A total of 11 company directors attended the meeting, or 100% of all directors)

Top Executives attending the Meeting in person

- | | |
|--|---|
| 1. Mrs. Anoma Urit | Executive Vice President – Operations (COO) |
| 2. Ms. Bongkodrat Tangchukul | Executive Vice President - Business & Finance (CFO) |
| 3. Mr. Suthep Tharawas | First Senior Vice President |
| 4. Mr. Boonchana Threedidth U.Domphorn | Vice President – Risk Management, Safety,
Health and Environment |
| 5. Mrs. Uraivan Mekakakorn | Company Secretary |

Certified Public Accountants from KPMG Phoomchai Audit Limited (attending in person)

1. Ms. Sukanya Rodkroh
2. Ms. Natthacha Apinyarat

Legal Advisor from R&T Asia (Thailand) Limited (attending in person)

Mr. Surasak Vajasit

Mr. Surasak Vajasit performed the duty of overseeing and checking vote counts at the meeting for transparent voting in compliance with laws and company regulations.

Registration Examiner and Vote Counter on Each Agenda Item

Quidlab Company Limited

The Meeting convened at 10:00 a.m.

Ms. Supavadee Maneewannakul was assigned by the Company to function as the Master of Ceremony in conducting of the Meeting (the MC) welcomed shareholders to the Annual General Meeting of Shareholders for 2024 of Don Muang Tollway Public Company Limited, which was held in compliance with Section 98 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Article of Association Clause 31, which requires the Annual General Meeting of Shareholders to be held within four months of the last day of the accounting year of the Company.

The Company's Board of Directors Meeting No. 1/2024 on 21 February 2024 resolved to call the Annual General Meeting of Shareholders for 2024 on 25 April 2024 at 10:00 a.m. by meeting via electronic media in compliance with the Emergency Decree on Electronic Meetings B.E. 2563

(2020). The Company used systems of Quidlab Company Limited, which are consistent with the Notification of the Ministry of Communication and Information Technology re: Security Policy and Standards of the Meeting via Electronic Media B.E. 2563 (2020). In addition, Quidlab became one of two companies certified for Meeting control systems by the Electronic Transactions Development Agency (ETDA).

The MC then reported the number of shareholders in attendance when the Meeting convened with 19 shareholders who attended the Meeting in person and 40 shareholders who were granted proxy rights to attend the Meeting on behalf of others, a total of 59 shareholders with 938,370,435 shares or 79.4399 percent of all of the Company's total paid-up ordinary shares 1,181,232,800 shares, thereby constituting the quorum in accordance with the laws and the Company's Articles of Association. In addition, the MC introduced the Company Directors, Top Executives, Certified Public Accountants and the Company's Legal Advisor.

Prior to the beginning of the Meeting agendas, to enable the Meeting to proceed in an orderly manner and to comply with corporate governance principles, the MC informed the Meeting that the Company invited and informed shareholders of today's Meeting via the following three channels:

1. The Company sent meeting notices to every shareholder by post.
2. The Company advertised the Meeting in the newspapers.
3. The Company placed information of the Meeting on the Company's website.

The Company provided the opportunity for shareholders to propose the meeting's agendas, nominate individuals to be elected as the Company Directors and send questions concerning the Meeting in advance for the Annual General Meeting of Shareholders for 2024 between 9 November 2023 to 31 December 2023. No shareholder proposed additional agendas or nominated individuals with suitable qualifications for appointment as a director and no questions concerning the Meeting were sent in advance.

The MC then explained about the Meeting's procedures, voting and vote counting methods. Shareholders and proxies must vote and pass resolutions on each agenda item as follows:

1. The Chairman of the Meeting will conduct the meeting to consider according to the agendas specified in Meeting Invitations continually without switching Meeting agendas.
2. When voting at the Meeting, every shareholder has votes equal to the amount of shares

held. One share equals one vote. If any shareholder has special stakes in any topic, that shareholder will have no right to vote on that topic except in the case of voting to elect a director. When voting, shareholders may not divide votes. In cases where votes are tied, the Chairman of the Meeting will cast another vote as the deciding vote.

3. Shareholders may vote by pressing the button with the “check” mark in the first menu tab shown on the left side. After pressing, the agendas that can be voted on will be shown. Cast your votes on each agenda by pressing the “Approve”, “Disapprove” or the “Abstain” buttons and press the “Send” button to confirm votes.

Shareholders may vote/change votes or revise votes on each agenda until the Meeting announced the end of voting on that agenda. The Company will give a time of 1 minute to vote.

4. Shareholders who do not vote by using the voting program or pressing buttons to enter scores in the system are considered to have voted in approval according to the Chairman’s proposals to the Meeting.
5. In cases where shareholders prepared proxy by using Form B to allow others to attend the meeting or assign directors or independent directors to vote on shareholders’ behalf and directed proxies to vote according to shareholders’ intentions, proxies are required to vote according to shareholders’ intentions.
6. In the case of foreign shareholders who prepared proxy by using Form C and appointed a custodian in Thailand to accept deposits of shares and oversee shares, shareholders may vote in approval, disapproval or abstention simultaneously on each agenda by dividing votes which will be used in the number equal to the amount of shares held.
7. Base votes and shareholders on each agenda may not be equal due to gradual entry into the system by shareholders and proxies. Therefore, the number of meeting attendees on each agenda may not be equal.
8. **Votes counting** for agendas at the Annual General Meeting of Shareholders for 2024 are divided into the following three types:

- 8.1 Agendas requiring approval by **a majority vote** of shareholders who attended to the Meeting and casted their votes consist of Agenda 1, Agenda 3, Agenda 4, Agenda 5 and Agenda 7.

Agenda 5 is an agenda to consider and approve the nomination for the appointment of Directors to replace those who retire by rotation for the year 2024. The Company arranges for shareholders to consider approval for elections of individual nominees. The Company will read names of nominated directors and ask every shareholder to vote in approval, disapproval or abstention by pressing the button with the “check” symbol in the first menu on the menu tab shown on the left side.

- 8.2 Agendas requiring approval with **no less than two-thirds of all the votes** cased by shareholders attending the Meeting consist of Agenda 6.

In the cases of 8.1, all votes from shareholders in attendance in “Approve”, “Disapprove” and “Abstain” are counted as a base in vote counting. Votes in disapprove and abstain/no voting rights are deducted from all votes and the remaining votes are considered as votes in approve of that agenda.

Agenda 2 is a report on the Company’s performance in 2023 and a matter for acknowledgement. No votes are to be casted on this agenda.

9. Votes on proxy sent by shareholders to the Company with the following characteristics are considered as invalid Ballots not included by the Company as votes on that agenda:
- 9.1) Votes with marks in more than one box except in the case of custodians.
 - 9.2) Revisions or marks struck through votes without the shareholder’s signature.
 - 9.3) Votes exceeding existing votes.
10. In tallying votes, only votes of shareholders at the meeting in disapprove and/or abstain on each agenda are counted before deduction from the total votes of shareholders at the Meeting. The remaining votes are counted as votes in approve. Votes cast by proxy grantors in proxy are counted and recorded in advance during registration to attend the Meeting. Shareholders may view voting results by pressing the button in the second menu item. Details on results from vote counting will show only agendas that have been considered.
11. The Company will announce voting results on each agenda to shareholders at the Meeting.
12. **Inquiries and expressions of opinion by shareholders and proxies** provide shareholders or proxies with opportunities to ask questions and express opinions on each agenda without disturbing shareholders’ time.

12.1 Before voting on each agenda, the Chairman will allow shareholders or proxies to ask questions concerning that agenda based on appropriateness, shareholders or proxies can ask questions by turning on the camera/microphone or express opinions to type questions in the chat window by pressing the fourth button on the menu on the left side and typing questions before pressing “Send” to confirm and send the aforementioned message to the Company.

Shareholders are able to type questions from the beginning of the Meeting. Shareholders or proxies who want to ask questions or express opinions are asked to specify the shareholder or proxy’s first name-last name and status such as a shareholder attending in person or by proxy. In the case of proxies, proxies are required to specify the name of the shareholder who granted proxy rights for the Company to record in the minutes to the Meeting accurately and completely.

12.2 In cases where shareholders have questions or opinions other than the agenda being considered, shareholders are asked to make inquiries or express opinions on Agenda 8: Other Businesses at the end of the Meeting.

In cases where shareholders encountered problems when accessing the Meeting system or the voting system, please follow meeting instructions and specifications notified by the Company or contact the Company’s staffers at Tel. 02-013-4322, Mobile Phone No. 080-008-7616 or Email: info@quidlab.com.

For the Annual General Meeting of Shareholders for 2024 today, this Meeting has 8 agendas according to the information shown in Meeting Invitation Letter sent to shareholders to study in advance of the Meeting. In this regard, the Company has recorded the meeting in the form of video media and publishes the videos for shareholders to view through the company's website.

Mr. Sombath Phanichewa, the Chairman of the Board of Directors, presided as the Chairman of the Meeting (the Chairman) then opened the Meeting and assigned the MC and Mrs. Uraiwan Mekakakorn, the Company Secretary, to conduct the Meeting according to the following agendas:

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders for 2023

The Company Secretary proposed for the Annual General Meeting to adopt the minutes of the Annual General Meeting of Shareholders for 2023.

(The supporting document of Agenda Item 1)

The MC then proposed for the shareholder meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders for 2023 prepared on Tuesday, 25 April 2023. The Company had completed the minutes to the Meeting.

The Board's opinion The Board of Directors considered and concluded that the Minutes of the Annual General Meeting of Shareholders for 2023 were accurate, complete and clear. Therefore, the Annual General Meeting of Shareholders for 2024 should consider and certify the Minutes of Annual General Meeting of Shareholders for 2023 held on Tuesday, April 25, 2023. The details are as appeared on the copy of the Minutes sent to shareholders with this Notification (Attachment 1)

Shareholders were then allowed to express opinions or make inquiries.

When no shareholder express opinions or made inquiries, a resolution was asked from the Meeting.

This agenda requires approval by a majority of the votes of the shareholders who attend the Meeting and exercise their voting rights.

The Meeting's Resolution The Meeting adopted the Minutes of the Annual General Meeting of Shareholders for 2023 held on Tuesday 25 April 2023, as proposed by the Board of Directors, with the unanimous votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	938,412,435	votes	or	100.0000	percent
Disapproved	-	votes	or	-	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

For this agenda, there were additional 3 shareholders holding together 42,000 shares present from the commencement of the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 62 persons, representing 938,412,435 shares or 79.4435 percent.

Agenda 2 To Acknowledge the report of the Company's operating results for the year 2023

The Company Secretary proposed to the Annual General Meeting of Shareholders to acknowledge the report of the Company's operating results for the year 2023.

The MC explained to the meeting that, in order to comply with the Public Company Limited Act B.E. 2535 (1992) and Company's Articles of Association, the Board of Directors is required to report the Company's performance in the past year to shareholders for acknowledgement at the Annual General Meeting.

The Company has summarized its past performance and significant changes occurred in 2023, with details as shown in the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) which is sent to shareholders with this Meeting's Invitations (Attachment 2).

The Board's opinion The Board of Directors considered it appropriate for the Annual General Meeting of Shareholders for 2024 to acknowledge the Company's 2023 operating results, which the Company summarized past performance and significant changes during the year in the Annual Registration Statement/Annual report 2023 (Form 56-1 One Report) in the QR Code (Attachment 2)

The Company Secretary then invited Mr. Tarnin Phanichewa, Chief Executive Officer, to summarize the Company's performance highlights in 2023 to the shareholders for acknowledgement. Then, Dr. Sakda Panwai, Managing Director, summarized the Company's operating results for the year 2023 and clarified operating plans of the current year to the shareholders for acknowledgement.

Mr. Tarnin Phanichewa, Chief Executive Officer, reported that in 2023, the Company has significant developments and changes, consisting of:

- Board of Directors considered and approved the review and improvement of the organization's vision to be clear and consistent with the Company's operational goals, as well as communicating to all relevant personnel and stakeholders. The current vision is "to be a Company operating in the transportation system and other businesses with an efficient, modern and sustainable management system."
- Restructured the organizational line of the Managing Director's Office by adding a New Business Venture line to drive the Company's growth. This is in line with the business strategy of studying and finding sources to invest in other Non-Toll businesses.

In 2023, the Company's tollway management was conducted under the business sustainability plan 2023-2027, which focuses on convenience, speed, safety, and responsive to the needs of all stakeholder groups as targeted, by steering the organization towards sustainability together with developing environmental work in every department in the form of ESG in-process. This includes the environmental dimension in using resources efficiently, social dimension in managing human resources fairly and equally while considering the well-being of both internal and external societies, and governance dimension in accordance with the principles of good corporate governance with clear risk management guidelines and anti-corruption that covers all subsidiaries that the Company jointly invests in.

By driving operations through various strategies of the Company, developing work processes towards sustainability in order to be prepared and support various changing situations in terms of technology, law, behavior in using tollway services, and payment of service fees.

The Company has transformed by implementing technology for the benefits of the organization and to maximize efficiency in both main and supporting works, such as the toll collection system offering various forms of payment responding to consumer behavior needs, tollway maintenance system, tollway traffic management and facilitation system, application system, and support system, in order to upgrade and develop services, personnel development by applying innovations in information technology with the Company's work systems. The work system has been continuously developed under the Enterprise Resource Planning (ERP) system development project to promote and raise operational standards to enhance efficiency and resource management of the Company for maximum efficiency and ready for use in new projects in the future. The Company plans to further develop the Robotic Process Automation (RPA) and Artificial Intelligence (AI) systems.

Milestones in 2023 are as follows:

- On 24 February 2023, the Central Administrative Court read the Supreme Administrative Court's judgment on administrative case number 3, where the Supreme Administrative Court issued a final judgment to dismiss the plaintiff's case, causing the dispute regarding the legality of the Cabinet resolution approving the agreement to enter into a memorandum of understanding to amend the Concession Agreement No. 3/2007 to end and be final according to law. The original litigant will not be able to sue on the original dispute again.

- The Company has established a new subsidiary company, “ASIAM Infra Company Limited”, by joint venture with 3 giant companies with expertise from Japan—namely Hanshin Expressway, KFC and AKROS Trading—to conduct business of inspection, measurement, analysis, evaluation, design and planning for maintenance, including repairs and improvements, and strengthening various infrastructures and sales of related materials to support the expansion of the Company's business and income sources.
- In 2023, the Board of Directors has considered approving the allocation of profits as interim dividends for the operating results of the first 3-month, 6-month, and 9-month periods of 2023, totalling at the rate of 1.05 Baht per share and proposed to the 2024 Annual General Meeting of Shareholders for consideration to approve the payment of dividends from operating results in 2023, and an additional of 0.15 Baht per share. In total, the Company paid dividends from operating results in 2023 at the rate of 1.20 Baht per share, or a rate of 141.32% of net profit in 2023, which has an increased rate of 6.19% compared to 2022.

With determination to drive the business throughout 2023, the Company has been selected to be on the list of SET ESG Rating 2023 for the second year in a row, which is considered a testament to the commitment of the executives and employees in creating a sustainable growth, including adhering to management principles under good governance, or CG, for the benefit of all shareholders and stakeholders.

And received awards for success in standards and good governance in 2023 as follows:

1. **ISO9001 /ISO14001 /ISO 45001 standards** certification.
2. The Company received 100 full score, or **“Excellent and Exemplary”** rating, for the Annual General Meeting for 2 consecutive years.
3. The Company received **5-star “Excellent”** CG Scoring for Corporate Governance Report (CGR).
4. Received **“Good”** rating for the **2023 Model Organization Award for Human Rights** in the Large Business Category from the Rights and Liberties Protection Department.

5. Received the CHIEF INNOVATION OFFICER (CIO) award from the National Innovation Agency (Public Organization).
6. Received a plaque of honor as an agency that contributes to the government in supporting community forestation from the Ministry of Natural Resources and Environment.
7. Received the “business establishment development project according to management system standards for occupational safety, health and working environment for the year 2022” award.
8. Passed the Green Office Evaluation with excellent level (gold medal) from the Department of Climate Change and Environment.

With a commitment to conduct business with transparency in accordance with measures to continuously combat corruption, the Company has driven the issue of anti-corruption since 2022 by joining in announcing its intention to join the Thai Private Sector Collective Action against Corruption, or CAC. In 2023, the Company is determined to become a member of CAC, in which the Board of Directors has approved a review of the anti-corruption policy ready to communicate to the executives and employees of the Company and its subsidiaries to adhere to as a common practice. The Audit Committee then approved the self-evaluation form to certify membership of the Thai Private Sector Collective Action against Corruption and deliver the project in Q4/2023. The Company has been certified as a member of the CAC project by announcing the evaluation results on 29 March 2024.

In addition, the Company has also integrated social responsibility as a part of its business under the implementation of activities in 5 areas: 1) Tollway Smart Way – enhancing educational opportunities, 2) Tollway Green Way – enhancing the environment, 3) Tollway Better Way – improving quality of life, 4) Tollway Healthy Way – enhancing a drug-free community, and 5) Tollway Safety Way – enhancing road safety.

Especially in the area of “Tollway Smart Way,” which is operated under the “Dream for Achievement Foundation”, a foundation that provides scholarships to students who meet the specified criteria to receive continuous scholarships from the time of admission until Bachelor’s degree completion. Since 2013 until present, a total of 215 scholarships have been given to students of the foundation and every student has good behavior and academic results. As of 2023, 112 students have graduated, in which 64 (or 57.14%) of such students graduated with 1st and 2nd class honors.

Thereafter, **Dr. Sakda Panwai, Managing Director**, summarizes the Company's operating results for 2023 and explains the current year's operating plans as follows:

For the overall performance of 2023, there has been an improvement with toll revenue for the entire year amounting to 2,325 million Baht, or an increase of 26.90%, mainly due to an increase in traffic volumes as a result from increased travel activities as the business and tourism sectors gradually recover, both in Bangkok's CBD and the expansion of urban communities in the metropolitan area causing travel to increase after the COVID-19 outbreak. EBITDA was 1,774 million Baht, an increase by 33% compared to 2022, and a net profit of 1,003 million Baht, an increase of 28.50% from traffic volumes that continued to increase compared to the previous year and expense management, including financial cost management and effective return on investment.

For the annual average daily traffic volume (AADT) in 2023, the original concession section was 67,332 vehicles per day and the northern extension section was 39,575 vehicles per day, or a total of 106,907 vehicles per day, which is higher than 2022 of 52,240 vehicles per day on the original concession section and 33,177 vehicles per day on the northern extension section, with a total of 85,417 vehicles per day. Traffic volume increased in 2023 from 2022 by 25.2%, which is expected by the management. The trend at the end of 2023 continuing into 2024 is still expected to increase in line with the overall economic recovery.

Therefore, in order to be in line with the Company's vision "to be a Company operating in the transportation system and other businesses with an efficient, modern and sustainable management system," the Company has prepared a long-term business strategy plan. It has been considered and received recommendations from every sub-committee of the Company according to the powers and duties of that committee. The business sustainability plan 2024-2028 and the 2024 annual budget plan have a total of 7 strategies, consisting of:

1. **Safer Road Traffic Management/Maintenance Strategy** is the main strategy to enhance development and create work standards and maintain the tollway to the highest satisfaction of regulatory agencies and tollway users.
2. **Inclusive Growth Strategy** is a strategy that strengthens the organization in terms of operating cost management, both in terms of service costs and

financial costs, as well as enhancing competitive opportunities and attracts business partners to expand on new tollway projects and grow together.

3. **New Business Venture Strategy** is an educational strategy to invest in businesses other than tollway and expressway in order to reduce risks of having only one source of income and to promote long-term business stability.
4. **ESG In Process Strategy** is a strategy to drive business and various activities in the business plan for environmental, social, and corporate governance or economic sustainability in order to respond to changes in environmental laws and consumer behavior.
5. **HPO & Smart Working Place Strategy** is a strategy for developing the potential of employees to have advanced expertise and work flexibility, as well as creating a good working environment.
6. **Relationship/Partnership/Synergy Development Strategy** is a strategy for building alliances, business partners, or surrounding communities in order to increase competitiveness and responsiveness to changes in various fields.
7. **DMT Excellence Recognition Strategy** is a strategy that creates awareness of the Company's expertise to be acknowledged by stakeholders for confidence in business operations.

Guidelines for continuous development in 2024

- **Development of toll collection system to provide convenience and speed for tollway users to be ready for a cashless society in the future.**
 - Transformation by applying technology to the organization for maximum benefit and efficiency in the main works, such as the toll collection system with various payment formats (Multi-Smart Payment) to meet consumer behavior, etc.
 - Preparation for implementing the M-Flow system to increase efficiency and usage to support current and future projects.
- **Development to reduce global warming and operating costs.**
 - Using solar energy from solar rooftop panels, which has been completed

and helped save costs by more than 30%.

- Installed an EV Charging Station at the office that uses solar energy and is currently installing at the Din Daeng Toll Plaza in order to facilitate tollway users.
- Installation of automatic current control of high-pressured sodium lamps on tollway to reduce costs. The cost of tollway electricity is the majority of the Company's electricity use.
- **Study and research to develop and improve service quality.**
 - A study of the process of building asphalt concrete roads using plastic waste. A study of guidelines on using the Solar Noise Barrier.
 - Development of other businesses such as providing vehicle breakdown services delivered to the destinations in order to promote the Company's service excellence.

Study and follow-up to invest in tollway and expressway businesses

Progress on following up on important projects that the Company has been monitoring and are projects that the government sector provides opportunities for the private sector to jointly invest in 2024, consisting of 3 projects: intercity special highway project Don Muang Tollway, Rangsit – Bang Pa-in (M5) section, intercity special highway project between Bang Khun Thian – Ban Phaeo (M82), and Bang Khun Thian – Bang Bua Thong (M9). The Company has prepared itself in terms of cost studies and set strategies for participating in the project.

In addition, the Company is in the process of studying new businesses other than tollway and expressway, such as Rest Area projects.

Then, **the MC** gave the shareholders an opportunity to express their opinions or ask additional questions.

Mr. Parinya Thienworn, a shareholder, inquired about the percentage of recovered traffic volume in comparison to the time prior to COVID-19 outbreak.

Dr. Sakda Panwai, Managing Director, reported that traffic volume of the 1st quarter of 2024 was still lower than that of the 1st quarter of 2019, the year before COVID-19 outbreak, at 26.8%.

Mr. Kiattisak Santasawang, a shareholder, inquired about the timeline of the bidding for the Department of Highways' various projects.

Dr. Sakda Panwai, Managing Director, reported that for the Utraphimuk Expressway project, Rangsit – Bang Pa-in (or M5) section, it is expected to receive an invitation to bid letter in Q4/2024. For the intercity special highway project between Bang Khun Thian – Ban Phaeo (or M82), it is expected to receive an invitation to bid in Q2/2024.

When no shareholder expressed opinions or made inquiries, the meeting was informed that **Agenda 2 is an agenda for acknowledgement. Therefore, no voting took place on this agenda.**

The Meeting's Resolution The Shareholder's Meeting acknowledged the Company's performance report for 2023.

Agenda 3 To consider and approve the Financial Statements and the Independent Auditor's Report for the year ended December 31, 2023.

The Company Secretary proposed to the shareholder meeting to consider and approve the financial statements and the independent auditor's report for the year ended on 31 December 2023 and invited Ms. Bongkodrat Tangchukul, Executive Vice President – Business & Finance (CFO), to explain the Company's financial overview to shareholders according to the following information:

To comply with the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and the Company's Articles of Association on preparation of the annual Financial Statements as at the end of the accounting period, the Company therefore proposes a summary report of the Financial Statements and the Independent Auditor's Report (by KPMG Phoomchai Audit Ltd.) for the year ended December 31, 2023, which have been considered and approved by the Audit Committee and the Board of Directors. The details appear in the Company's Financial Statements for the year ended December 31, 2023, displayed in the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) delivered to the shareholders with this Notification (**Attachment 2**).

Summary of Financial Information of the Company compared to last year as follows:

Financial Status	31 DEC 2021	31 DEC 2022	31 DEC 2023
Total Assets (million baht)	10,256.1	10,463.8	10,022.3
Total Liabilities (million baht)	682.7	692.1	1,529.5
Shareholders' Equity (million baht)	9,573.4	9,771.7	8,492.7
Toll Income (million baht)	1,202.4	1,832.1	2,324.9

(The supporting document of Agenda Item 1)

EBITDA (million baht)	729.8	1,329.2	1,774.7
Profit for the Cycle (million baht)	404.3	780.6	1,003.0
Debt on Equity (D/E) Ratio (times)	0.07	0.07	0.18
Return on Assets (ROA) Ratio (percent)	3.9	7.5	10.0
Return on Equity (ROE) Ratio (percent)	4.2	8.0	11.8
EBITDA Margin	60.69%	72.55%	76.30%
Earnings Per Share (EPS)	0.36	0.66	0.85

Unconditional Summary of Audit Results

The auditor had the opinion that the Company's financial statement showed the Company's financial status as of December 31, 2023, performance and cash flow for the year ended on the same day with appropriate accuracy in significant contents in compliance with financial reporting standards.

The Board's opinion The Board of Directors has considered it appropriate for the Annual General Meeting of Shareholders for 2024 to approve the Financial Statements and the Auditor's Report for the year ended 31 December 2023, which have already been approved and endorsed by the Audit Committee.

The MC then allowed shareholders to express opinions or ask questions.

Mr. Parinya Thienworn, a shareholder, inquired about the Company's policy to reduce both short-term and long-term debts.

Ms. Bongkodrat Tangchukul, Executive Vice President – Business & Finance (CFO), explained that as of 31 December 2023, interest bearing debt was a part of drawing down a short-term revolving credit line. In Q1/2024, the Company has managed and reduced debts.

Mr. Tarnin Phanichewa, Chief Executive Officer, added that currently the Company only has short-term debts and a very small D/E Ratio with no long-term debts due to economic uncertainties in the future. This is beneficial to shareholders in the current situation because long-term debts are considered as future burdens. The Company's long-term debt at this time may be the lowest in the transportation and logistics business group. Therefore, with certain and steady income together with significantly low debts, there is surplus for dividend payment to shareholders, in which the Company's dividend payment policy specifies no less than 90% of profits for the year after legal reserve.

When no shareholder expressed opinions or asked questions, **the MC** asked the meeting for a resolution.

This agenda requires a resolution in approval with a majority vote of the shareholders who attended the Meeting and exercised their voting rights.

The Meeting's Resolution The Meeting approved the Financial Statements and the Independent Auditor's Report for the year ended 31 December 2023, which had been approved and endorsed by the Audit Committee, with the unanimous votes of the shareholders who attended the Meeting and exercised their voting rights, as foll

Approved	938,413,535	votes	or	100.0000	percent
Disapproved		- votes	or	-	percent
Abstained		- votes	or	-	percent
Voided Ballots		- votes	or	-	percent

For this agenda, there were additional 1 shareholder holding together 1,100 shares present from the commencement of the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 63 persons, representing 938,413,535 shares or 79.4436 percent.

Agenda 4 To consider and approve dividend payment for the operating results of 2023, and acknowledge the allocation of profits as legal reserves and interim dividend payment.

The Company Secretary proposed for the shareholder meeting to consider and approve dividend payment for the operating results of the year 2023, and acknowledge the allocation of profits as legal reserves and interim dividend payment.

The MC then explained to the meeting that Article 116 of the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and Company Regulation No. 47) requires allocation of part of annual profits as legal reserve at no less than five percent of annual net profit deducted by accrued losses brought forward (if any) until this legal reserve is no less than 10 percent of registered capital.

The Company has a policy to pay out dividends to shareholder at the rate of no less than 90 percent of profit for the year after allocation of legal reserve while considering cash flow from operations, financial status, performance, future investment plans, conditions and limitations specified in loan agreements or relevant contracts (if any) and other factors involved.

In this regard, the Board of Directors may pay interim dividends to shareholders when it deems that the Company has profits and sufficient cash flows for dividend payment. Once the interim payment has been made, it shall be reported to the next shareholders' meeting.

The Board of Directors may review and amend the dividend policy from time to time in order to comply with the Company's future business growth plans, investment and working capital requirements, and other factors as deemed appropriate.

The Board's opinion

The Board of Directors has considered it as appropriate for the Annual General Meeting of Shareholders for 2024 to consider and approve dividend payment for the operating results of the year 2023 for the accounting period ending 31 December 2023, and retained earnings at the rate of Baht 1.20 per share of the total number of registered and paid-up shares of 1,181,232,800 shares or the total dividend payment of Baht 1,417,479,360 (One thousand four hundred and seventeen million four hundred and seventy nine thousand Three hundred and sixty Baht only) equivalent to 141.32 percent of net profit for the year 2023 with details as follows:

1. To acknowledge as December 31, 2022, the Company has allocated the profit as legal reserves, totaling Baht 614,241,056 (Six hundred fourteen million two hundred forty-one thousand and fifty-six Baht only), representing 10 percent of the registered capital, which is complete according to laws and articles of association of the Company. Therefore, the Company does not have to make additional allocation annual net profits of legal reserves.
2. To acknowledge the interim dividend payment from the operating results for the first 3 months at the rate of Baht 0.35 per share, the first 6 months at the rate of Baht 0.35 per share and the first 9 months at the rate of Baht 0.35 per share for a total of 3 times in 2023 at total rate of Baht 1.05 per share, or a total dividend amount of Baht 1,240,294,440 (One thousand, two hundred and forty million two hundred and ninety-four thousand four hundred and forty Baht only) equivalent to 123.65 percent of dividend payout ratio for the year 2023 which was paid to shareholders on June 9, 2023, on September 8, 2023, and on December 8, 2023, respectively, according to the resolution of the Board of Directors' Meeting No. 2/2023 on May 11, 2023, No. 3/2023 on August 10, 2023 and No. 4/2023 on November 9, 2023, respectively.

3. To approve the dividend payment for the operating results of 2023 from the net profit for the operating results of 2023 as at December 31, 2023 to the Company's shareholders at the rate of Baht 0.15 per share of the total number of registered and paid-up shares of 1,181,232,800 shares, in the total amount of Baht 177,184,920.00 (One hundred seventy-seven million one hundred eighty-four thousand nine hundred and twenty Baht only).

In this regard, dividend payment for the operating results of 2023 came from profits subjected to corporate income tax at the rate of 20%. Therefore, individual shareholders can claim a tax credit equal to the dividends multiplied by twenty-eighth (20/80) in accordance with the rules prescribed in Section 47 bis of the Revenue Code.

The dividend payment will be made within 1 month after the approval by the Annual General Meeting of Shareholders for 2024, in which will due on May 24, 2024.

However, the dividend payment for the operating results of 2023 will be only distributed to shareholders who are entitled to receive dividends in accordance with the Company's Articles of Association with their names listed as of the record date on Wednesday, May 7, 2024.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires a resolution in approval with a majority vote of the shareholders who attended the Meeting and exercised their voting rights.

The Meeting's Resolution The shareholder meeting approve dividend payment for the operating results of 2023, and acknowledge the allocation of profits as legal reserves and interim dividend payment as follows:

1. To acknowledge the Company has allocated the profit as legal reserve which is complete according to the laws and Articles of Association. Therefore, there is no additional allocation annual net profits of legal reserves.
2. To acknowledge the interim dividend payment from the operating results for the first 3 months at the rate of Baht 0.35 per share, the first 6 months at the rate of Baht 0.35

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per share and the first 9 months at the rate of Baht 0.35 per share for a total of 3 times in 2023 at total rate of Baht 1.05 per share, or a total dividend amount of Baht 1,240,294,440 (One thousand, two hundred and forty million two hundred and ninety-four thousand four hundred and forty Baht only) equivalent to 123.65 percent of dividend payout ratio for the year 2023 which was paid to shareholders on June 9, 2023, on September 8, 2023, and on December 8, 2023, respectively.

3. Approve dividend payment for the operating results of 2023 from the net profit for the operating results of 2023 as at December 31, 2023 to the Company's shareholders at the rate of Baht 0.15 per share of the total number of registered and paid-up shares of 1,181,232,800 shares, in the total amount of Baht 177,184,920.00 (One hundred seventy-seven million one hundred eighty-four thousand nine hundred and twenty Baht only).

And dividend payment for operating results of 2023 came from profits subjected to corporate income tax at the rate of 20%. Therefore, individual shareholders can claim a tax credit equal to the dividends multiplied by twenty-eightieth (20/80) in accordance with the rules prescribed in Section 47 bis of the Revenue Code.

In this regard, the dividend payment shall be paid on May 24, 2024, according to the list of shareholders appearing on the record date for the right to receive dividend payment on Tuesday, May 7, 2024.

The Meeting approved this agenda by a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	938,408,535	votes	or	99.9995	percent
Disapproved	-	votes	or	-	percent
Abstained	5,000	votes	or	0.0005	percent
Voided Ballots	-	votes	or	-	percent

Agenda 5 To consider the nomination for the appointment of Directors to replace those who retire by rotation.

The Company Secretary proposed for the shareholder meeting to consider the nomination for the appointment of Directors to replace those who retire by rotation. Before beginning on this agenda, in order to make elections innocent, fair and compliant with corporate

governance guidelines, **the Company Secretary** asked all 4 directors whose terms expired and nominees for director positions in the meeting room and those who attended electronically to leave the meeting room temporarily in order to allow shareholders to inquire for information with convenience.

In this agenda, Mr. Sombath Phanichewa, Chairman of the Board of Directors (Chairman of the Meeting) is one of the directors whose term has expired, and therefore, assigned Mr. Rawat Chamchalem, Vice Chairman of the Board of Directors, to act as chairman of the meeting. This will be proposed to the meeting for further consideration.

The MC then explained to the meeting that the Public Limited Companies Act B.E. 2535 (1992) (including its revisions) and Company's Articles of Association, Clause 16, specify as follows:

"Clause 16: at every Annual General Meeting of Shareholders, at least one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire. The directors who must retire from office in the first and second years after the registration of the Company shall be determined by drawing lots. In subsequent years, the director who has held office the longest shall retire. The retired directors may be re-elected"

At the Annual General Meeting of Shareholders for 2024, 4 directors shall retire by rotation, namely 1. Mr. Sombath Phanichewa, 2. Mr. Somnuk Chaidejsuriya, 3. M.L. Dhanavisuth Visuthi, and 4. Mr. Chumpol Rimsakorn.

In order to comply with the Good Corporate Governance Promotion Policy, and to demonstrate the fair and equitable treatment of all shareholders, the Company offered an opportunity for shareholders to nominate persons deemed qualified, knowledgeable, competent and suitable to represent them as directors in advance, from November 9, 2023 until December 31, 2023, but apparently no shareholders nominated any person for election as director.

The Nomination and Compensation Committee, excluding stakeholder directors, has nominated and selected persons suitable to replace the directors retiring by rotation through a process of careful consideration and scrutiny in order to ensure compliance with the criteria for nomination and appointment of the Company's directors, which consist of possessing full qualifications and lacking prohibited characteristics according to relevant laws and regulations, including the Company's Articles of Association, good corporate governance, composition and

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structure of the Board of Directors. Therefore, it is deemed appropriate to nominate the 4 qualified persons to be re-elected as the Company's director for another term of duty, including assuming their previous positions as directors of the Company and positions in various sub-committees to the Board of Directors' Meeting for consideration and to propose to the Annual General Meeting of Shareholders for 2024 to approve which the names are as follows:

- (1) Mr. Sombath Phanichewa Chairman of the Board of Director
- (2) Mr. Somnuk Chaidejsuriya Director / Independent Director / Chairman of the Audit Committee / Nomination and Compensation Committee
- (3) M.L. Dhanavisuth Visuthi Director and Executive Committee
- (4) Mr. Chumpol Rimsakorn Director / Independent Director / Audit Committee / Chairman of the Risk Management

The Board's opinion The Board of Directors, excluding stakeholder directors, has considered the opinions of the Nomination and Compensation Committee and concurred that the 4 nominated persons have qualifications according to the Public Company Limited Act B.E. 2535 (1992) (including its revisions) and the announcement of the Stock Exchange of Thailand, Securities and Exchange Commission, and Thai Capital Market Supervisory Board, and have no prohibited characteristics, as well as having qualifications, experience and expertise in specific fields suitable for and beneficial to the Company's business. Therefore, it is appropriate to propose to the Shareholders' Meeting to consider re-electing the following 4 persons as the Company's director for another term of duty, including assuming their previous positions as directors of the Company and positions in various sub-committees as follows:

- (1) Mr. Sombath Phanichewa Chairman of the Board of Director
- (2) Mr. Somnuk Chaidejsuriya Director / Independent Director / Chairman of the Audit Committee / Nomination and Compensation Committee
- (3) M.L. Dhanavisuth Visuthi Director and Executive Committee
- (4) Mr. Chumpol Rimsakorn Director / Independent Director / Audit Committee / Chairman of the Risk Management

The biographies of the 3 nominees are detailed in Attachment 3. The 2nd and the 4th nominees has been considered by the Board of Directors as possessing complete independent qualifications according to the Company's definition of independent directors (more details in

Attachment 3) and are in line with the Public Limited Companies Act B.E. 2535 (1992) (including its revisions), Securities and Exchange Act B.E. 2535 (1992) (including its revisions), and relevant rules.

For such remuneration shall be in accordance with the resolution of the Shareholders' Meeting to consider and approve the remuneration for the year 2024.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution by having shareholders vote to approve appointments of individual directors in compliance with corporate governance guidelines.

This agenda requires a resolution in approval with a majority vote of the shareholders who attended the Meeting and exercised their voting rights.

The Meeting's Resolution The meeting approved the re-appointment of 4 directors who would be retired by rotation in this year to be directors of the Company for another term, including assuming their previous positions as directors of the Company and positions in various sub-committees, namely, 1. Mr. Sombath Phanichewa, 2. Mr. Somnuk Chaidejsuriya, 3. M.L. Dhanavisuth Visuthi, and 4. Mr.Chumpol Rimsakorn.

All 4 directors who are appointed to be the director from the approval of the Annual General Meeting of Shareholders for 2024 have met with the qualification as specified in the Public Limited Companies Act B.E. 2535 and have knowledge, capability, experience in business relating to the Company's operation.

The Meeting approved this agenda by a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights. The directors were appointed individually as follows:

1)	Mr. Sombath Phanichewa	Chairman of the Board of Director			
	Approved	938,321,235	votes	or	99.9902 percent
	Disapproved	92,300	votes	or	0.0098 percent
	Abstained	-	votes	or	- percent
	Voided Ballots	-	votes	or	- percent

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2)	Mr. Somnuk Chaidejsuriya	Director / Independent Director / Chairman of the Audit Committee / Nomination and Compensation Committee			
	Approved	937,965,435	votes	or	99.9522 percent
	Disapproved	448,100	votes	or	0.0478 percent
	Abstained	-	votes	or	- percent
	Voided Ballots	-	votes	or	- percent
3)	M.L. Dhanavisuth Visuthi	Director and Executive Committee			
	Approved	938,191,135	votes	or	99.9763 percent
	Disapproved	222,400	votes	or	0.0237 percent
	Abstained	-	votes	or	- percent
	Voided Ballots	-	votes	or	- percent
4)	Mr. Chumpol Rimsakorn	Director / Independent Director / Audit Committee / Chairman of the Risk Management Committee			
	Approved	938,319,235	votes	or	99.9900 percent
	Disapproved	94,300	votes	or	0.0100 percent
	Abstained	-	votes	or	- percent
	Voided Ballots	-	votes	or	- percent

When the approval of the appointment of directors to replace those due to retire by rotation has been completed, the **Company Secretary** invited the appointed directors back to the meeting room once again.

Thereafter, Mr. Rawat Chamchalerm, Vice Chairman of the Board of Directors, invited Mr. Sombath Phanichewa, Chairman of the Board of Directors, to act as chairman of the meeting and to proceed with the next agenda of the meeting in.

Agenda 6 To consider the determination of remuneration for the Board of Directors and various Sub-committees for 2024 and gratuity of 2023.

The **Company Secretary** proposed for the shareholder meeting to consider setting remuneration for the Board of Directors and sub-committees in 2024 and gratuity of 2023.

The **MC** then explained to the meeting that the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and Company Regulation No. 30 specified "Bonus payments and

remuneration for directors are to be specified by shareholder meetings. Directors are entitled to remuneration from companies in the form of rewards, meeting gratuities, pensions, bonus payments or other benefits according to regulations or the shareholder meeting's consideration, which may be specified as a fixed amount or set as criteria and may be determined on a case-by-case basis or perpetually effective until the amount is changed. In addition, directors are to receive allowances and benefits according to company regulations.

The words in the prior paragraph have no effects on the rights of the Company's employees, who are elected as directors, to receive remuneration and benefits in the capacity of the Company's employees.

The payment of remuneration in Paragraphs 1 and 2 shall not be contradictory or opposed to the maintenance of independent director's qualifications as required by Securities and Exchange Commission law."

The Nomination and Compensation Committee's Meeting No. 1/2024 on February 8, 2024 considered the remuneration of directors under the criteria and policy on the determination of remuneration for the Board of Directors and various Sub-committees by taking into account suitability and compliance with duties and responsibilities of each director, the Company's financial status and performance, and remuneration rate of companies in the same business group or industry, and concluded that as the Board of Directors had contributed to the Company's operation leading to good operating results, the Shareholders' Meeting should consider and approve the remuneration for the Board of Directors and various Sub-committees for 2024 and gratuity of 2023 as follows:

- 1) Monthly remuneration (remuneration paid regularly on a monthly basis), meeting allowance (for directors attending a meeting), and other forms of remuneration such as toll coupons for 2024 for directors and directors holding positions in various committees (except the Executive Director) at the same rate as that was allocated in 2023, not exceeding Baht 14,000,000 (Fourteen million Baht), with details as follows:

Position	Monthly Remuneration (Baht/month)	Meeting Allowance (Baht/person/time)	Other Remuneration (Baht/month)
<u>Board of Directors</u> (only non-executive directors)			

(The supporting document of Agenda Item 1)

Position	Monthly Remuneration (Baht/month)	Meeting Allowance (Baht/person/time)	Other Remuneration (Baht/month)
- Chairman	84,000	10,500	5,320
- Vice Chairman	63,000	7,350	5,320
- Director	31,500	7,350	5,320
<u>Audit Committee</u>			
- Chairman	42,000	10,500	-
- Member	31,500	7,350	-
<u>Nomination and Compensation Committee</u>			
- Chairman	-	42,000	-
- Member	-	21,000	-
<u>Executive Committee</u>			
- Chairman	-	63,000	-
- Vice Chairman	-	-	-
- Member	-	31,500	-
<u>Risk Management Committee</u>			
- Charman	-	42,000	-
- Member	-	-	-

In which, executive directors will not receive the above-mentioned remuneration for directors while holding the executive positions.

The Nomination and Compensation Committee is to be assigned to allocate the aforementioned remuneration.

- 2) Gratuity of 2023 (paid once a year) that will be paid to the Company's Directors in 2024, not exceeding Baht 8,000,000 (Eight million Baht only). The calculation is under the same guidelines as the year 2022 as follows:

Position	Allocation
Chairman	2 parts
Vice Chairman	1.5 parts

(The supporting document of Agenda Item 1)

Director	1 parts
For directors who have resigned or have been in office for less than 1 year, the remuneration shall be paid in proportion to their tenure in that year. Executive directors will not receive the above-mentioned gratuities.	

In this regard, the Nomination and Compensation Committee being assigned to allocate the aforementioned annual gratuity.

The Board's opinion The Board of Directors has considered and concurred with the opinion of the Nomination and Compensation Committee, and shall propose to the Shareholders' Meeting to approve on the remuneration of the Board of Directors and directors holding positions in various Sub-committees (except the Executive Director) for 2024 as follows:

- 1) Monthly remuneration (remuneration paid regularly on a monthly basis), meeting allowance (for directors attending a meeting), and other forms of remuneration such as toll coupons for 2024 for directors and directors holding positions in various committees (except the Executive Director) at the same rate as that was allocated in 2023, not exceeding Baht 14,000,000 (Fourteen million Baht), as per the details proposed above, with the Nomination and Compensation Committee being assigned to allocate the remuneration.
- 2) Gratuity of 2023 (paid once a year) that will be paid to the Board of Directors in 2024, not exceeding Baht 8,000,000 (Eight million Baht only), as per the details proposed above, with the Nomination and Compensation Committee being assigned to allocate the annual gratuity.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires approval with a vote of no less than two-thirds of the total number of votes of the shareholders who attended the meeting.

The Meeting's Resolution The shareholder meeting approved the determination of remuneration for the Board of Directors and various Sub-committees for 2024 and gratuity of 2023, as proposed by the Board of Directors, as follows:

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- 1) Approved the monthly remuneration (remuneration paid regularly on a monthly basis), meeting allowance (for directors attending a meeting), and other forms of remuneration such as toll coupons for 2023 for directors and directors holding positions in various committees (except the Managing Director) at the same rate as that was allocated in 2022, not exceeding Baht 14,000,000 (Fourteen million Baht), as per the details proposed above, with details as follows:

Position	Monthly Remuneration (Baht/month)	Meeting allowance (Baht/person/time)	Other Remuneration (Baht/month)
<u>Board of Directors</u> (only non-executive directors)			
- Chairman	84,000	10,500	5,320
- Vice Chairman	63,000	7,350	5,320
- Director	31,500	7,350	5,320
<u>Audit Committee</u>			
- Chairman	42,000	10,500	-
- Member	31,500	7,350	-
<u>Nomination and Compensation Committee</u>			
- Chairman	-	42,000	-
- Member	-	21,000	-
<u>Executive Committee</u>			
- Chairman	-	63,000	-
- Vice Chairman	-	-	-
- Member	-	31,500	-
<u>Risk Management Committee</u>			
- Chairman	-	42,000	-
- Member	-	-	-

In which, executive directors will not receive the above-mentioned remuneration for directors while holding the executive positions.

The Nomination and Compensation Committee is to be assigned to allocate the aforementioned remuneration.

- 2) Approved the annual gratuity of 2023 (paid once a year) that will be paid to the Company's Directors in 2024, not exceeding Baht 8,000,000 (Eight million Baht only). The calculation is under the same guidelines as in 2022 as follows:

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Position	Allocation
Chairman	2 parts
Vice Chairman	1.5 parts
Director	1 parts
For directors who resigned or have been in office for less than 1 year, the remuneration shall be paid in proportion to their tenure in that year. Executive directors will not receive the above-mentioned gratuities.	

In this regard, the Nomination and Compensation Committee being assigned to allocate the aforementioned annual gratuity.

The meeting resolved to approve by the votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting as follows:

Approved	938,441,535	votes	or	99.9998	percent
Disapproved	2,000	votes	or	0.0002	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

For this agenda, there were additional 1 shareholder holding together 30,000 shares present from the commencement of the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 64 persons, representing 938,443,535 shares or 79.4461 percent.

Agenda 7 To consider the appointment of the company's auditor and the fixing of the auditing fee for 2024.

The Company Secretary proposed for the Annual General Meeting to consider the appointment of the company's auditor and the fixing of the auditing fee for 2024.

The MC then explained to the meeting that, in order to comply with Article 120 of the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and Company Regulation No. 40 (6), the Annual General Meeting is required to consider appointments of auditors and specification of the Company's auditing fees.

And the Notification of the Capital Market Supervisory Board No. Tor. Jor. 44/2013 (as amended by the Capital Market Supervisory Board No. Tor. Jor. 76/2018) specifies that listed companies are required to have auditor turnover in the event that any auditor has performed the duty of reviewing or auditing and expressing opinions on the Company's financial statements for 7 fiscal years, whether consecutively or otherwise. The Company may appoint that auditor to be the Company's auditor after the period of at least 5 consecutive fiscal years has elapsed.

(The supporting document of Agenda Item 1)

The Audit Committee's opinion The Audit Committee has considered the Company's current auditor, KPMG Phoomchai Audit Ltd., based on the Auditor's independence, skills, knowledge, abilities and experiences in auditing that are beneficial to the business, as well as the auditing fee. Therefore, it is deemed appropriate to consider proposing to the Shareholders' Meeting for approval as the Company's auditor, with any of the name list below being the Company's auditor in the fiscal year 2023 (Attachment 4).

List of Auditors	CPA Registration No.	Number of years as an auditor for the Company
1) Ms. Sukanya Roadkroh	12089	-
2) Ms. Nadsasin Wattanapaisal	10767	2 years (from 2022 to 2023)
3) Ms. Nawarat Nitikeatipong	7789	-
4) Ms. Marisa Tharathornbunpakul	5752	-

And KPMG Phoomchai Audit Ltd. has proposed the audit fee for quarterly financial review and accounting audit for 2024 for the consolidated and separated financial statements at the total amount not exceeding Baht 1,810,000 (One million eight hundred and ten thousand Baht only), where the audit fee for quarterly financial review and accounting audit for 2024 for the consolidated and separated financial statements, decreased from 2023 to 70,000 baht or a rate of 3.72% when compared to 2023, which the amount excludes out-of-pocket expenses arising while providing services such as travel, telephone, postal, photocopy expenses, etc. The Audit Committee has considered that the auditor's performance in the past was satisfactory to the management. Therefore, the audit fee should be proposed to the Shareholders' Meeting for approval.

The Board's opinion

The Board of Directors has considered and concurred with the opinion of the Audit Committee, and shall propose to the Shareholders' Meeting to approve on the followings:

1. The appointment of the auditors of KPMG Phoomchai Audit Ltd., as per the name list below, as the Company's auditor, with any of them being the auditor and giving opinions on the Company's Financial Statements for the fiscal year ending December 31, 2024:
 - 1) Ms. Sukanya Roadkroh CPA Registration No. 12089
 - 2) Ms. Nadsasin Wattanapaisal CPA Registration No. 10767
 - 3) Ms. Nawarat Nitikeatipong CPA Registration No. 7789
 - 4) Ms. Marisa Tharathornbunpakul CPA Registration No. 5752

2. Determining the audit fee for quarterly financial review and accounting audit for 2024 for the consolidated and separated financial statements at the total amount not exceeding Baht 1,810,000 (One million eight hundred and ten thousand Baht only). The audit fee for quarterly financial review and accounting audit for 2024 for the consolidated and separated financial statements, the amount excludes out-of-pocket expenses arising while providing services such as travel, telephone, postal, photocopy expenses, etc.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires a resolution in approval with a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights.

The Meeting's Resolution The shareholder meeting approved the appointment of the auditors of KPMG Phoomchai Audit Ltd., namely, Ms. Sukanya Roadkroh, CPA Registration No. 12089 or Ms. Nadsasin Wattanapaisa, CPA Registration No. 10767 or Ms. Nawarat Nitikeatipong, CPA Registration No. 7789 or Ms. Marisa Tharathornbunpakul, CPA Registration No. 5752, as the Company's auditor, with any of them being the auditor and giving opinions on the Company's Financial Statements for the fiscal year ending 2024. The Meeting also approved the auditing fee for 2024, which will be for quarterly financial review and accounting audit for 2024 at the total amount of Baht 1,810,000 (One million eight hundred and ten thousand Baht only), where the audit fee for quarterly financial review and accounting audit for 2024 decreased from 2023 to 70,000 bath or a rate of 3.72%. The audit fee for quarterly financial review and accounting audit for 2024 for the consolidated and separated financial statements, the amount excludes out-of-pocket expenses arising while providing services such as travel, telephone, postal, photocopy expenses, etc., as proposed by the Board of Directors, with the unanimous votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	938,443,535	votes	or	100.0000	percent
Disapproved	-	votes	or	-	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

Agenda 8: Other Topics (if any)

The MC explained to the meeting that this agenda was specified in the meeting to allow shareholders to ask questions, consult and/or provide recommendations for the Board of Directors and/or the Company's management (if any). Therefore, no other topics will be presented for the meeting to consider and no decisions will be made on this agenda.

After that, the MC gave the shareholders an opportunity to express their opinions or ask additional questions.

Miss. Usa Sumetlak, a proxy holder (Thai Investors Association), suggested that the Thai Investors Association has a policy to propose to companies listed on the Stock Exchange of Thailand to hold general/extraordinary shareholder meetings both On-site and Online simultaneously, or Hybrid meeting, in order to conveniently meet, communicate, and as questions among shareholders, executives, and the Board of Directors. This is in line with the circular letter of the Securities and Exchange Commission (SEC) No. SEC.Nor.(W) 2/2024 regarding cooperation on organizing general meeting of shareholders, dated 10 January 2024. Therefore, DMT is to consider the proposal for organizing a Hybrid meeting according to the policy of the Thai Investors Association aforementioned.

Mr. Tarnin Phanichewa, Chief Executive Officer, reported that prior to the COVID-19 outbreak, the Company had always held shareholder meetings onsite until the COVID-19 pandemic, which was a force majeure event to cooperate in order to prevent the spread of COVID-19. As a result, meetings were conducted online. As for the suggestion of the Thai Investors Association, it is a good one and the Company would like to consider it for further action. In addition, the Company participates in the Opportunity Day activity every quarter and would like to invite shareholders to attend to be updated on the Company's operating results. The Opportunity Day for Q1 of 2024 will be held on 21 May 2024.

When no shareholder expressed more opinions or made more inquiries, the Chairman thanked shareholders and every representative for their time at today's meeting and adjourned the meeting.

Meeting adjourned at 11:50 am.

Signed Chairman of the Meeting
(Mr. Sombath Phanichewa)

Signed Company Secretary/
(Mrs. Uraiwan Mekakakorn) Meeting Recorder