

Report of the Annual General Meeting of Shareholders 2023
KCG Corporation Public Company Limited
3059-3059/1-3 Sukhumvit Road, Bang Chak Sub-district,
Phra Khanong District, Bangkok 10260

Date, Time and Venue of the Meeting

The meeting was held on Friday, April 7, 2023, at 10:00 a.m. at the Meeting Room, 1st Floor, Head Office Building of KCG Corporation Public Company Limited (hereinafter referred to as the “Company”), 3059-3059/1-3 Sukhumvit Road, Bangchak Sub-district, Phra Khanong District, Bangkok 10260. The 2023 Annual General Meeting of Shareholders was held in a hybrid format, which the company organized according to the principles of the Thai Investor Association and the Securities and Exchange Commission of Thailand to ensure equal benefits for all shareholders.

In addition, the company informed the meeting that it would record images, audio and video. Therefore, the Company is required to use the personal information of shareholders and/or proxies. However, the Company is aware of and gives importance to the personal information of shareholders and/or proxies and all meeting participants; therefore, the company will strictly comply with the Personal Data Protection Act B.E. 2562 (2019). Shareholders and/or proxies can study and understand the Personal Data Protection Announcement for the Annual General Meeting of Shareholders.

Shareholders attending the meeting

Number	List of shareholders	Number of shares
1	Kim Chua Group Company Limited	284,400,000
2	Mr. Vichai Vipawatanakul	10,560,000
3	Mr. Tong Dhiranusornkit	10,560,000
4	Mr. Damrong Vipawatanakul	10,560,000
5	Mr. Thawach Dhiranusornkit	10,560,000
6	Mrs. Suwanna Mahakanjana	10,560,000
7	Mr. Damrongchai Vipawatanakul	10,560,000
8	Mr. Damrongkich Vipawatanakul	10,560,000
9	Mr. Monsarn Dhiranusornkit	10,560,000
10	Mrs. Potchanan Suksanpantep	10,560,000
11	Mr. Pumin Dhiranusornkit	10,560,000
Total number of shares		390,000,000

Company Committee members attending the meeting

- | | | |
|----|-------------------------------|--|
| 1. | Mr. Tong Dhiranusornkit | Vice Chairman/Chairman of the Executive Committee |
| 2. | Mr. Chaiyanandh Lapitananuvat | Vice Chairman/ Nomination and Remuneration Committee/ Executive Committee |
| 3. | Ms. Nangnoi Charoenthaveesub | Chairman of the Audit Committee/ Independent Director/ Nomination and Remuneration Committee /Corporate Governance and Sustainable Development Committee |
| 4. | Mr. Damrong Vipawatanakul | Director/ Executive Committee |

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|----|----------------------------|--|
| 5. | Dr. Watit Tamavimok | Director/ Executive Committee/ Information Technology Committee/ Chief Executive Officer |
| 6. | Mr. Thawach Dhiranusornkit | Director/ Executive Committee |
| 7. | Mrs. Suwanna Mahakanjana | Director/ Corporate Governance and Sustainable Development Committee |

Company Committee members who were absent from the meetings

- | | | |
|----|------------------------------|--|
| 1. | Dr. Chaiyawat Wibulswasdi | Chairman of the Board |
| 2. | Mr. Vichan Amornrojanavong | Co-Chairman of Corporate Governance and Sustainable Development Committee /Director/ Executive Committee |
| 3. | Mr. Poonsawat Phoaprapat | Co-Chairman of Corporate Governance and Sustainable Development Committee /Independent Director/ Audit Committee/ Information Technology Committee |
| 4. | Mr. Songtham Phianpattanawit | Chairman of the Information Technology Committee/ Independent Director/Audit Committee/ Corporate Governance and Sustainable Development Committee |
| 5. | Mr. Chakrit Techanaparak | Chairman of the Nomination and Remuneration Committee/ Independent Committee/ Audit Committee /Information Technology Committee |

Executives who attended the meeting

- | | | |
|----|-------------------------------|---|
| 1. | Mr. Damrongchai Vipawatanakul | Deputy Managing Director |
| 2. | Mrs. Kanokwanrat Srimaneesiri | Chief Financial Officer |
| 3. | Mr. Matee Kaveewongsunthorn | Chief Marketing Management Officer |
| 4. | Mr. Danai Galassil | Chief Supply Chain Management Officer |
| 5. | Mr. Pumin Dhiranusornkit | Executive Vice President - Corporate Sustainable Development/ Company Secretary |

Auditor from EY Office Company Limited

1. Mr. Chayaphon Supasethanon joined via electronic media. (Microsoft teams)

Before the meeting began, Mr. Pumin Dhiranusornkit, the Company Secretary, informed the meeting that Dr. Chaiyawat Wibulswasdi, the Chairman of the Board of Directors, had informed the meeting that he would be absent from the meeting due to illness. According to the company's regulations, in the event that the Chairman of the Board is not present at the meeting or is unable to perform his duties, the Vice Chairman of the Board shall act as Chairman of the Meeting. Therefore, Mr. Tong Dhiranusornkit, the Vice Chairman of the Board, acted as Chairman of the Meeting (hereinafter referred to as the "Chairman"). The Chairman then assigned Mr. Pumin Dhiranusornkit, the Company Secretary, to inform the meeting of the number of shareholders attending the meeting.

The Company Secretary informed the meeting that there were 11 shareholders present at the meeting (both in person and by proxy), representing a total of 390,000,000 shares, or 100% of the total number of shares. According to Section 103 of the Public Limited Companies Act B.E. 2535 (1992) and

Article 36 of the Company’s Articles of Association, which require that a meeting of shareholders must be attended by no less than 25 shareholders in person and by proxy or no less than half of the total number of shareholders, and that the total number of shares represented must be no less than 1/3 of the total number of shares issued and outstanding, or no less than 130,000,000 shares, in order to constitute a quorum. Therefore, based on the number of shareholders attending the meeting, a quorum was present.

Once a quorum was present, Mr. Tong Dhiranusornkit (hereinafter referred to as the “Chairman”) opened the meeting and assigned Mr. Pumin Dhiranusornkit, the Company Secretary, to conduct the meeting according to the following agenda:

Agenda 1 **To consider and approve of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2566, held on Friday, March 17, 2023**

The Company Secretary proposed to the meeting to consider and approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2566, held on Friday, March 17, 2023. Copies of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2566 (as per Attachment 1) had been sent to shareholders along with the meeting invitation letter. The main points of the minutes of the meeting are as follows:

1. In order to comply with the Stock Exchange of Thailand’s policy, the company resolved to amend the company’s objectives by deleting the words “Alcoholic Beverages Beer” from Objective 9 and the word “Distillery” from Objective 39.
2. To amend and supplement Article 3 of the company’s Memorandum of Association regarding the company’s objectives, “Article 3. The company’s Objectives consist of 49 items.”
3. To consider and approve amendments to the company’s regulations. and authority of the Board of Directors

Original Regulations	Amended Regulations
<p>Article 30. The authorized directors with power to bind the company are “<i>Two directors to jointly sign.</i>”</p> <p>The Board of Directors has the authority to consider, determine, and amend or change the names of the authorized directors with power to bind the company.</p>	<p>Article 30. The authorized directors with power to bind the company are “<i>Two directors to jointly sign together with affixing the company’s seal.</i>”</p> <p>The Board of Directors has the authority to consider, determine and amend or change the names of the authorized directors with power to bind the company.</p>

The management has completed the registration of the amendment of the company’s objectives, the amendment of the company’s memorandum of association, and the amendment of the company’s regulations on March 22, 2023.

The Company Secretary gave the meeting an opportunity to ask questions and express their opinions. No shareholder asked any questions or expressed any further opinions. The Company Secretary therefore proposed that the meeting consider approving the minutes of the Extraordinary General Meeting of Shareholders No. 1/2566, which was held on March 17, 2023.

Meeting resolution The meeting of shareholders considered and unanimously approved the minutes of the Extraordinary General Meeting of Shareholders No. 1/2566, which was held on March 17, 2023, with the following votes:

Shareholders	Number (person)	Quantity (shares)	Percentage
Approved	11	390,000,000	100
Disapproved	0	0	0
Abstained	0	0	0
Invalid ballots	-	-	-
Total	11	390,000,000	100

Agenda 2 To acknowledge the Company's operations for the year 2022

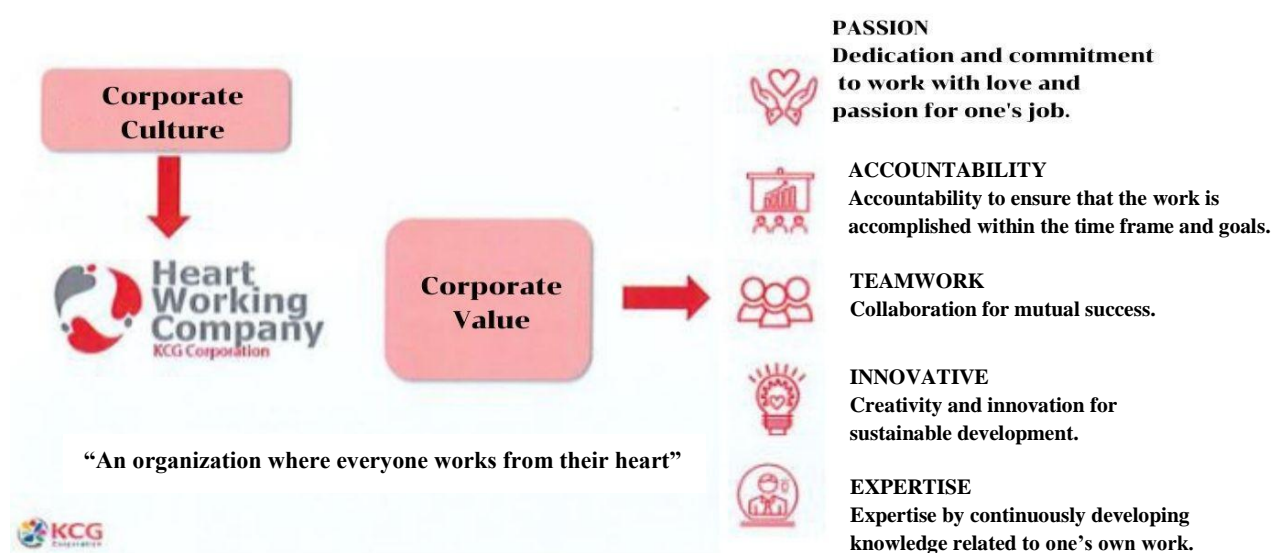
The Company has summarized the past performance and the important changes that occurred in 2022 in the Annual Report 2022 (Form 56-1 One Report) and has sent it to the shareholders electronically along with the meeting invitation. The company has also prepared a booklet of the Annual Report 2022 and distributed it to all shareholders attending the meeting.

The Company Secretary then invited Dr. Watit Tamavimok, Chief Executive Officer, and Mrs. Kanokwanrat Srimaneesiri, Chief Financial Officer, to report on the company's performance in 2022 for the meeting to acknowledge, respectively.

Dr. Watit Tamavimok, Chief Executive Officer, reported on the company's performance in 2022 that the company operated its business according to the company's vision, which is "We will be a leading company offering premium dairy food products as well as being a committed business partner for a modern lifestyle" and we will still maintain the mission as follows.

1. For customers: the company uses its knowledge, experience and innovation to offer products, tools and culinary knowledge and information related to the company's business to create opportunities for tasting unique, hygienic and health-friendly foods that are selected from around the world. The company focuses on the value of life and business success.
2. For Shareholders: the company is committed to being a capable organization that generates returns on investment through transparent business practices that take into account the environment, community and society.
3. For employees: the company emphasizes and prioritizes the value of its employees by providing care and creating an atmosphere for employees to work wholeheartedly.
4. For Partners: the company is committed to being an organization that creates new business successes with partners and business allies through continuous management under regulations, following the recommendations of the government and related financial institutions.
5. For society: the company conducts business by taking into account the importance of the environment and conducts itself in a way that is beneficial to the community and society. The Company has a "Heart Working Company" as its corporate culture, instilling an "organization where everyone works from their hearts" and promoting corporate values based on PASSION, ACCOUNTABILITY, TEAMWORK, INNOVATION AND EXPERTISE ("PATIE").

Agenda 2 To acknowledge the Company’s operations for the year 2022



For future goals, the Company focuses on the importance of quality in the food business as well as expanding production capacity and efficient logistics management. The Company aims for its products to become a part of everyday life, offering consumers convenience at home, on the dining table, in restaurants and across all channels domestically and internationally. The Company also intends to create new products that cater to the diverse needs of consumers of all ages, from children to the elderly, including health food products.

In 2022, the Company operated its business under the strategy of Sustainability Development under the framework of ESG (ENVIRONMENT, SOCIAL, GOVERNANCE) which is in line with the guidelines of the Stock Exchange of Thailand (SET) and The Securities and Exchange Commission of Thailand (SEC). The important events are summarized for the meeting as follows:.

ENVIRONMENT : the Company operates with efficient resource management, reduces energy consumption, and utilizes waste, such as wastewater, to generate benefits and minimize greenhouse gas emissions throughout the production process. Importantly, it has been granted permission to use the Carbon Footprint of Organization (CFO) certification from the Thailand Greenhouse Gas Management Organization (TGO).

SOCIAL : The Company recognizes the importance of employee welfare, well-being, and safety in the workplace for all employees equally. The Company provides a safe working environment for employees and upholds and promotes human rights in the workplace for all levels of employees. In addition, in 2022, the company has received approval to use the Thailand Trust Mark (T-Mark) for all products manufactured by the company. This is a quality certification mark for production that takes into account labor rights, the environment, and the product itself from the Department of International Trade Promotion, Ministry of Commerce, which will help strengthen the business to have the potential to compete firmly in the international trade arena.

GOVERNANCE : the Company planned and prepared to announce its intention to join the Private Sector Collective Action Coalition Against Corruption (CAC) in Thailand. The company has developed an anti-corruption policy and disseminated it to the board of directors, executives, and employees via the company’s intranet. The company recognizes the importance of this policy and believes that it will be part of building a strong social network and a corporate practice that starts with executives and all employees. It is important

for everyone to be aware of the dangers of corruption along with performing work with a sense of morality, ethics and good citizenship. This will create trust among stakeholders, which is an important part of developing sustainable businesses.

In addition, in March 2022, the Company acquired shares in Indoguna (Thailand) Co.,Ltd., which imports and distributes frozen food, including cold cuts, fresh poultry and seafood such as lobsters, to businesses, hotels, restaurants and catering businesses (HoReCa). This acquisition strengthens the Company's frozen food procurement and distribution capabilities and allows it to expand its services to existing customers and offer a wider variety of products.

Mrs. Kanokwanrat Srimaneesiri, Chief Financial Officer, reported on the performance for the year 2022 as summarized below.

- The Company's revenue for 2022 was 6,323.70 million baht, an increase of 967.8 million baht or 18.4%. Revenue from sales increased by 17.4%.
- The gross profit margin in 2022 decreased by 6.9% compared to 2021 due to higher raw materials prices.
- Net profit and net profit margin : net profit in 2022 decreased by 62.3 million baht or 20.5%. The main reason for the decrease in net profit was the decline in gross profit margin due to the impact of higher raw material prices.
- As for financial position at the end of 2022, the Company's total assets increased by 937.8 million baht or 20.4% from the end of 2021. The main reasons were due to the increase of 1) Account receivable and other receivables 2) inventories 3) goodwill. The Company's total liabilities increased by 1,245.1 million baht or 40.0% from the end of 2021. The main reason for the increase was an increase in short-term borrowings from financial institutions. The Company's shareholders' equity decreased by 307.3 million baht or 20.6% from the end of 2021. The main reason for the decrease was the payment of dividends to shareholders in the amount of 550 million baht. However, the Company had a net profit of 241.1 million baht in 2022.

The Company secretary gave the meeting an opportunity to ask questions and express their opinions on this agenda item. However, no shareholders asked any questions about this agenda item. Since this agenda item was a report for acknowledgment only, no vote was taken. It was concluded that the meeting acknowledged the report on the company's operating results for 2022 as presented.

Agenda 3 To consider and approve the statement of financial position and income statement for the fiscal year ending on December 31, 2022

The Company Secretary invited Ms. Kanokwanrat Srimaneesiri, Chief Financial Officer, to report on Statement of Financial Position and Income statement for the year ended December 31, 2022. The auditor had reviewed and certified the financial statements as accurate, and the Audit Committee had approved them. The financial statements are included in the 2022 Annual Report (Form 56-1 One Report) in a QR Code format (*as attachment 2*).

Shareholders	Financial statements as of 31 December		
	2022 (baht)	2021 (baht)	Change (%)
Total Assets	5,539,601,093	4,601,811,584	20%
Total Liability	4,356,077,612	3,111,031,955	40%
Shareholders' equity	1,183,523,481	1,490,779,629	(21%)
Total income	6,232,676,505	5,265,033,625	18%
Net profit	241,059,338	303,354,090	(21%)
Earnings per share	0.62	0.78	(21%)

The Company Secretary gave the meeting an opportunity to ask questions and express their opinions on this agenda item. However, no shareholders asked any questions or expressed any additional opinions. The Company Secretary therefore requested that the shareholders and proxy holders consider and approve the Statement of Financial Position and Income statement and profit and loss statement for the fiscal year ended December 31, 2022.

Meeting resolution The shareholders' meeting considered and unanimously approved the financial statements and profit and loss statement for the fiscal year ended December 31, 2022. The voting results were as follows:

Shareholders	Number (person)	Quantity (shares)	Percentage
Approved	11	390,000,000	100
Disapproved	0	0	0
Abstained	0	0	0
Invalid ballots	-	-	-
Total	11	390,000,000	100

Agenda 4 To consider and approve the allocation of profits as a legal reserve, payment of dividends from the 2022 operating results, and acknowledgement of the interim dividend payment

The Company Secretary reported to the meeting that, pursuant to the Public Limited Company Act B.E. 2535 (1992) (including its amendments), Sections 115 and 116, Articles 45 and 46 of the company's Articles of Association and the company's dividends payment policy, the criteria for dividends payment to shareholders have been established. When the company's operating results are profitable, there are no retained losses, and there is sufficient cash flow to pay dividends, the company has a policy to pay dividends to shareholders at a rate of not less than 40% of the net profit according to the separate financial statements after deducting corporate income tax and all types of reserves as stipulated by law and the company each year. In addition, the company will consider the payment of dividends by taking into account various factors for the benefit of shareholders, such as the economic situation, the company's operating

results and financial position, cash flow, reserves for future investment, reserves for repayment of loans, and working capital within the company, and the terms and conditions of any loan agreements.

The Company Secretary invited Ms. Kanokwanrat Srimaneesiri, Chief Financial Officer, to report on this agenda item to the meeting. Ms. Kanokwanrat reported that for the fiscal year 2022 ended December 31, 2022, the company had a net profit of 249,264,211 baht according to the company's separate financial statements, and unappropriated retained earnings of 269,634,788 baht. Details are provided in the 2022 Annual Report (Form 56-1 One Report), which has been sent to all shareholders along with the shareholders' meeting invitation letter.

During 2022, the meeting of the board of directors No. 9/2022 on November 1, 2022 resolved to approve the payment of an interim dividend of 400,000,000 baht from retained earnings at a rate of 1,025.65 baht per share (par value of 1,000 baht per share, 390,000 shares paid up). The interim dividend was paid to shareholders on November 15, 2022.

The meeting of shareholders is therefore requested to consider and approve the allocation of net profit and the payment of dividends as follows:

1. Allocation of annual net profit of 12,500,000 baht to legal reserve in accordance with Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (including amendments) and Article 46 of the company's Articles of Association, the company has legal reserve funds in the amount 51,500,000 baht. The remaining reserve fund must be allocated an additional 4,500,000 baht to reach the minimum reserve required by law.

2. Acknowledgment of interim dividends payment: According to the resolution of the Board of Directors' Meeting No. 9/2565 held on November 1, 2022, it was approved to pay an interim dividend of 400,000,000 baht from the retained earnings, at the rate of 1,025.65 baht per share (par value of 1,000 baht per share, with 390,000 paid-up shares). The interim dividend was paid to the shareholders on November 15, 2022.

3. Approval of dividends payment: 124,800,000 baht at the rate of 0.32 baht per share (The company has converted the par value from 1,000 baht to 1 baht, with 390,000,000 paid-up shares, on December 7, 2022). This amount is appropriate and in line with the company's dividends payment policy. The dividends payment date is set for April 21, 2023, which can be summarized as follows:

Items	Year 2022
Net profit (Baht)	249,264,211
Number of paid-up shares (shares)	390,000,000
Dividends paid (Baht per share)	0.32
Total dividends paid (Baht)	124,800,000
Dividend paid to net profit ratio (percent)	50

The Company Secretary gave the meeting an opportunity to ask questions and express their opinions on this agenda item. However, no shareholders asked any questions or expressed any additional opinions. The Company Secretary then requested the shareholders and proxies to approve the allocation of profits as legal reserve and the payment of dividends from the 2022 operating results, as well as to acknowledge the payment of interim dividends.

Meeting resolution The meeting unanimously approved the allocation of profits as legal reserve and the payment of dividends from the 2022 operating results, as well as acknowledged the payment of interim dividends as proposed, with the following votes:

Shareholders	Number (person)	Quantity (shares)	Percentage
Approved	11	390,000,000	100
Disapproved	0	0	0
Abstained	0	0	0
Invalid ballots	-	-	-
Total	11	390,000,000	100

Agenda 5 To consider and approve the appointment of directors in place of those who vacated by rotation.

According to the Public Limited Companies Act B.E. 2535 (1992) (including amendments) Sections 70 and 71, and Article 17 of the company's Articles of Association, it is stipulated that at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided evenly into three parts, the number closest to one-third (1/3) shall retire. The directors to 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 directors who have been in office the longest shall retire. A retiring director may be re-elected.

For this agenda item, the Company Secretary invited Mr. Chaiyanandh Lapitananuvat, a member of the Nomination and Remuneration Committee, who was assigned by Dr. Chaiyawat Wibulswasdi and Mr. Vichan Amornrojanavong, directors retiring by rotation, were not present at today's meeting. As for Mrs. Suwanna Mahakanjana and Mr. Thawach Dhiranusornkit, although they are also directors retiring by rotation, they are shareholders of the company and were thus able to attend the meeting and cast their votes. This is in accordance with Article 102 and 33 para 2 of Public Company Limited Act. Therefore, the consideration of this agenda item is deemed to be in compliance with the company's Articles of Association.

Mr. Chaiyanandh Lapitananuvat reported to the meeting that at this 2023 Annual General Meeting of Shareholders, there were 4 directors who retired by rotation as determined by drawing lots, namely:

- | | |
|-------------------------------|---|
| 1. Dr. Chaiyawat Wibulswasdi | Chairman |
| 2. Mr. Vichan Amornrojanavong | Co-Chairman of the Corporate Governance and Sustainable Development Committee/Director/ Executive Committee |
| 3. Mrs. Suwanna Mahakanjana | Director/ Corporate Governance and Sustainable Development Committee |
| 4. Mr. Thawach Dhiranusornkit | Director/ Executive Committee |

The Board of Directors agreed with the guidelines for the selection of director candidates as

proposed by the Nomination and Remuneration Committee. The selection is based on qualifications, which means that the individuals must be knowledgeable with diverse professional backgrounds, possess leadership, have broad visions, maintain good attitudes, be ethical and moral individuals, have transparent and unblemished work records, be capable of expressing independent opinions, possess suitable qualifications, and be existing directors who have performed their duties well in the past. Additionally, the company did not receive any director nominations from shareholders for consideration.

Therefore, the Nomination and Remuneration Committee and the Board of Directors jointly considered in the meeting on March 17, 2023 (excluding the directors who are due to retire from their positions at this meeting) the appropriate qualifications and the absence of prohibited characteristics according to relevant regulations or laws. They also considered the knowledge, abilities and experience that would be beneficial and suitable for the company's business operations. The meeting thus resolved to approve the reappointment of all 4 directors who are due to retire by rotation, namely Dr. Chaiyawat Wibulswasdi, Mr. Vichan Amornrojanavong, Mrs. Suwanna Mahakanjana, and Mr. Thawach Dhiranusornkit, to serve another term as directors of the company.

The Company Secretary gave the meeting an opportunity to ask questions and express their opinions on this agenda item. However, no shareholders asked any questions or expressed any additional opinions. The Company Secretary further explained to the meeting regarding Agenda 5 on the consideration and approval of the appointment of directors to replace those due to retire by rotation. The company has determined that shareholders shall exercise their voting rights to appoint directors individually. The company will collect voting cards from all attending shareholders.

Summary of voting results for Agenda 5 on the consideration and approval of the appointment of directors to replace those due to retire by rotation are as follows:

No.1 Resolved to approve the appointment of Dr. Chaiyawat Wibulswasdi as Chairman of the Board of Directors by the following votes:

Shareholders	Number (person)	Quantity (shares)	Percentage
Approved	11	390,000,000	100
Disapproved	0	0	0
Abstained	0	0	0
Invalid ballots	-	-	-
Total	11	390,000,000	100

No.2 Resolved to approve the appointment of Mr. Vichan Amornrojanavong as Co-Chairman of Corporate Governance and Sustainable Development Committee /Director of the company/Executive Director by the following votes:

Shareholders	Number (person)	Quantity (shares)	Percentage
Approved	11	390,000,000	100
Disapproved	0	0	0
Abstained	0	0	0
Invalid ballots	-	-	-
Total	11	390,000,000	100

No.3 Resolved to approve the appointment of Mrs. Suwanna Mahakanjana as Director of the company/ Corporate Governance and Sustainable Development Committee by the following votes:

Shareholders	Number (person)	Quantity (shares)	Percentage
Approved	11	390,000,000	100
Disapproved	0	0	0
Abstained	0	0	0
Invalid ballots	-	-	-
Total	11	390,000,000	100

No.4 Resolved to approve the appointment of Mr. Thawach Dhiranusornkit as Director of the Company/ Executive Director by the following votes:

Shareholders	Number (person)	Quantity (shares)	Percentage
Approved	11	390,000,000	100
Disapproved	0	0	0
Abstained	0	0	0
Invalid ballots	-	-	-
Total	11	390,000,000	100

Meeting resolution: The shareholders' meeting unanimously approved the reappointment of all 4 directors to serve another term in their previous capacities.

Agenda 6: To Consider and approve the determination of directors' remuneration for the year 2022.

The Company Secretary invited Mr. Chaivanandh Lapitananuvat, a member of the Nomination and Remuneration Committee, who was assigned by Mr. Chakrit Techanaparak, the Chairman of the Nomination and Remuneration Committee, to present the consideration of this agenda item. Mr. Chaivanandh Lapitananuvat explained that according to the Public Limited Companies Act B.E. 2535 (1992) (including amendments), Section 90, and Article 22 of the company's Articles of Association, the company's committees are entitled to receive remuneration from the company in the form of rewards, meeting allowances, pensions, bonuses, or other benefits as the shareholders' meeting may consider and vote upon. The remuneration may be set as a fixed amount, by specific rules, or may be set periodically or until the shareholders' meeting resolves to change it. In addition, the company's committees are entitled to receive allowances and other welfare benefits in accordance with the company's regulations.

The Nomination and Remuneration Committee considered and proposed the committees' remuneration for the period from January to December 2023 to the Board of Directors' meeting. The Board considered and compared the remuneration against other companies in the same industry with similar revenue and market capitalization as the company. The Board also took into account the duties and responsibilities of the company's Board of Directors and each sub-committee in order for the remuneration to reflect the performance and support the good corporate governance principles in encouraging committees' attendance at the Board and sub-committee meetings. Therefore, the Board deemed it appropriate to propose to the shareholders' meeting to approve the determination of the remuneration for the company's Board of Directors and sub-committees for the period from January to December 2023, including the annual bonus based on the 2022 operating results, totaling not exceeding 16,660,000 baht. The Nomination and Remuneration Committee, with the approval of the Board of Directors, deemed it appropriate to propose to the shareholders' meeting to consider and approve the determination of the remuneration for the Company's Board of Directors and sub-committees with the following details:

1. Monthly remuneration and meeting allowance

Compensation Details	Monthly Compensation (Baht per month)	Meeting Allowance (Baht per time)
1.Board of Directors		
Chairman of the company	100,000	60,000
Vice Chairman of the company	60,000	40,000
Committee	40,000	30,000
2. Audit Committee	-	
Chairman	-	40,000
Member of the Audit Committee	-	30,000
3.Nomination and Remuneration Committee		
Chairman	-	30,000
Member of the Committee	-	20,000
4. Corporate Governance and Sustainable Development Committee		
Chairman	-	30,000
Member of the Committee	-	20,000

5. Executive Committee		
Chairman	-	40,000
Member of the Committee	-	30,000
6. Information Technology Committee		
Chairman	-	30,000
Member of the Committee	-	20,000

Meeting allowances will be paid only to committees attending the meetings. In the case where there is more than one Board of Directors' and/or sub-committee meeting held in the same month, committees will receive the meeting allowance for only one meeting. The committees' remuneration, including monthly remuneration, meeting allowances, and annual bonuses, will be paid only to non-executive committee members. The proposed monthly remuneration and meeting allowances for consideration and approval for the year 2023 amount to 13,660,000 baht, which is the same rate as the monthly remuneration and meeting allowances for the year 2022, with no changes.

2. Annual gratuity for the 2022 Operating Results:

Pay an annual gratuity from the 2022 operating results in the amount not exceeding 3,000,000 baht. The Nomination and Remuneration Committee shall be authorized to allocate the annual gratuity to each committee as appropriate, within the approved amount.

The gratuity will be allocated to each committee proportionately to their tenure.

3. Other Benefits:

- None -

However, the Company has provided conveniences to support the committees in performing their duties efficiently by procuring Directors and Officers Liability Insurance with an annual premium of 128,000 baht (which the company will be fully responsible for).

The Company Secretary provided an opportunity for the meeting to inquire or express opinions regarding this agenda item. As there were no further inquiries or comments from shareholders, the Company Secretary requested the shareholders and proxies to consider and approve the determination of the committees' remuneration for the year 2023.

Meeting Resolution: the shareholders' meeting unanimously approved the committees' remuneration for the year 2023 as proposed, with the following voting results:

Shareholders	Number (person)	Quantity (shares)	Percentage
Approved	11	390,000,000	100
Disapproved	0	0	0
Abstained	0	0	0
Invalid ballots	-	-	-
Total	11	390,000,000	100

Agenda 7 **To Consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2023.**

The Company Secretary reported to the meeting that according to the Public Limited Companies Act B.E. 2535 (1992) (including amendments), Section 120, and Article 37 of the company's Articles of Association, the annual general meeting of shareholders shall appoint an auditor and determine the audit fee for the company every year. The details of the auditor and the audit fee for the year 2023 were sent to the shareholders along with the invitation to the shareholders' meeting, (Attachment 4). Then, Mrs. Nangnoi Charoenthavesub, Chairperson of the Audit Committee, was invited to present this agenda item to the meeting.

Miss. Nangnoi Charoenthavesub, Chairman of the Audit Committee, reported that the Audit Committee had considered and proposed to the Board of Directors, which considered the independence, appropriate qualifications, reasonableness of the auditor's fees, as well as the qualifications as specified by law, including the performance during the past year. Therefore, it was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of the auditors from EY Office Company Limited (hereinafter referred to as the "EY") as the company's auditors for the fiscal year ending December 31, 2023, with any one of the following auditors being authorized to review, audit, and express opinions on the company's financial statements:

- | | |
|-----------------------------------|---------------------|
| 1. Miss. OrawanTechawatanasirikul | CPA No. 4807 and/or |
| 2. Mrs. Kingkan Asawarangsarit | CPA No. 4496 and/or |
| 3. Ms. Rosapon Dechaakhom | CPA No. 5659 and/or |
| 4. Ms. Wilaiporn Chaowiwatkul | CPA No. 9309 |

In the event that the aforementioned auditors are unable to perform their duties, "EY" shall arrange for other certified public accountants of "EY" to review, audit and express opinions on the company's financial statements in place of the aforementioned auditors. It was deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval of the audit fee for the year 2023 of the company in the amount of 2,050,000 baht, which is an increase of 100,000 baht or 5.1% from 2022. The audit fee does not include any additional fees that may arise from special services (if any) in the future. In addition, EY will serve as the auditor to review, audit, and express opinions on the financial statements for the year 2023 of Indoguna (Thailand) Limited, which is a subsidiary of the company, with an audit fee for the year 2023 of 340,000 baht.

EY Office Company Limited and the nominated auditors do not have any relationship or interest with the company, subsidiaries, executives, major shareholders, or related persons that may affect their independence in performing duties.

The Company Secretary provided an opportunity for the meeting to inquire or express opinions regarding this agenda item. As there were no further inquiries or comments from shareholders, the Company Secretary requested the shareholders and proxies to consider and approve the appointment of auditors and determination of the audit fee for the year 2023.

Meeting resolution The shareholders' meeting considered and unanimously resolved to approve the appointment of: Mrs. Orawan Techawatanasirikul, Certified Public Accountant, Registration Number 4807, and/or Mrs. Kingkan Asawarangsari, Certified Public Accountant, Registration Number 4496 and/or Ms. Rosapon Dechaakhom, Certified

Resolution to certify the minutes of the 2023 Annual General Meeting of Shareholders

KCG Corporation Public Company Limited

3059-3059/1-3 Sukhumvit Road, Bang Chak Sub-district, Phra Khanong District,
Bangkok 10260

Date, Time and Venue of the Meeting

The meeting was held on Friday, April 7, 2023, at 10:00 a.m. at the Meeting Room, 1st Floor, Head Office Building of KCG Corporation Public Company Limited (hereinafter referred to as the “Company”), 3059-3059/1-3 Sukhumvit Road, Bangna Sub-district, Phra Khanong District, Bangkok 10260. The 2023 Annual General Meeting of Shareholders was held in a hybrid format.

Shareholders attending the meeting

Number	List of shareholders	Number of shares
1	Kim Chua Group Company Limited	284,400,000
2	Mr. Vichai Vipawatanakul	10,560,000
3	Mr. Tong Dhiranusornkit	10,560,000
4	Mr. Damrong Vipawatanakul	10,560,000
5	Mr. Thawach Dhiranusornkit	10,560,000
6	Mrs. Suwanna Mahakanjana	10,560,000
7	Mr. Damrongchai Vipawatanakul	10,560,000
8	Mr. Damrongkich Vipawatanakul	10,560,000
9	Mr. Monsarn Dhiranusornkit	10,560,000
10	Mrs. Potchanan Suksunpantep	10,560,000
11	Mr. Pumin Dhiranusornkit	10,560,000
Total number of shares		390,000,000

The shareholder meeting considered and unanimously resolved to certify the minutes of the 2023 Annual General Meeting of Shareholders on April 7, 2023 with the following votes:

Shareholders	Number (person)	Quantity (shares)	Percentage
Approved	11	390,000,000	100
Disapproved	0	0	0
Abstained	0	0	0
Invalid ballots	-	-	-
Total	11	390,000,000	100