

Invitation Letter of 2023 Annual General Meeting of Shareholders

Dimet (Siam) Public Company Limited

Friday, April 28, 2023
at 09.00 a.m.



DIMET

At Ballroom Meeting Room, Bangpoo Golf & Sport
191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District,
Mueang Samut Prakan District, Samut Prakan

April 7, 2023

Subject : Invitation Letter of 2023 Annual General Meeting of shareholders

To : Shareholders of Dimet (Siam) Public Company Limited

- Enclosures:**
1. Copy of the Minutes of the Extraordinary General Meeting of the Shareholders No.1/2022 dated June 30, 2022
 2. Annual Report (QR Code Format) and Financial Statement as ended December 31, 2022 (For Agenda 2 and 3)
 3. Brief personal profiles of nominated candidates for agenda item no.5
 4. Capital Increase Report Form (F53-4) Dimet (Siam) Public Company Limited, March 16, 2023
 5. Definition of “Independent Director”
 6. Profiles of the independent directors for proxies appointment
 7. Memorandum of Association of the Company regarding the Shareholders’ Meeting
 8. Registration conditions and procedure and necessary documents to be presented at the meeting
 9. Map of the 2023 Annual General Meeting of Shareholders Venue
 10. Proxy Form A
 11. Proxy Form B
 12. Proxy Form C
 13. Register Form
 14. Requisition Form for Annual Report 2022

Board of Director of Dimet (Siam) Public Company Limited has resolved to schedule the 2023 Annual General Meeting of Shareholders on Friday 28th April 2023 at 09.00 am, at Ballroom Meeting Room, Bangpoo Golf & Sport Club at 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan 10280. The items to be considered are in accordance with the following meeting agenda.

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2022 which was held on June 30, 2022.

Fact and Rationale: The Extraordinary General Meeting of Shareholders No. 1/2022 was held on June 30, 2022. The minute was prepared and submitted to The Stock Exchange of Thailand within 14 days, counting from date of Extraordinary General Meeting of Shareholders No.1/2022 together with published on company’s website (www.dimetsiam.com) (Enclosure No.1)

Board's Opinion : The Board of Directors considered and resolved to propose the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, held on 30th June 2022, to be considered and certified in this meeting.

Vote Required : This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 2 To acknowledge the Company's operating results for the year 2022.

Fact and Rationale : The report on 2022 performance statement is set out in the 2022 Annual Report, which the shareholders are able to download through the QR Code according to the details as set out in Enclosure No.2.

Board's Opinion : The Board of Directors resolved to submit the report of 2022 Performance Statement to the shareholders' meeting for acknowledgment.

Vote Required : This agenda is only for acknowledgement; therefore, no voting is required

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2022.

Fact and Rationale : According to the Public Limited Company Act, the Company is obligated to prepare audited balance sheet and profit & loss statement at the end of each fiscal year to propose to the meeting for approval.

The Company prepared the Financial Statements for the year ended 31st December 2022 of the Company and its subsidiaries which had been audited by the auditor and reviewed by the Audit Committee. The auditor is of the opinion that the Financial Statements were accurately prepared in accordance with the requirements of the financial report standards, the details of which are set out in the "Financial Statements" part of the Annual Report.

Board's Opinion : The Board of Directors resolved to propose to the shareholders' meeting to consider and approve the Company's financial statement for the fiscal year ended December 31, 2022, which were reviewed by the Audit Committee and audited by a certified public accountant.

Vote Required : This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 4 To consider and approve the non-appropriation of legal reserve and the omission of dividend payment from the Company's operation in 2022.

Fact and Rationale : The Company's dividend payment policy is to pay dividend at the ratio of not less than 40 percent of net profit (separate financial statement after tax) that defined in company's regulations and by law. As for this year, company operating results of comprehensive loss for year 2022 at the amount of (141.96) million baht (separate financial statements). The Board of Directors has considered that the Company should not pay dividends for operational results for the year 2022

Thus, according to company's regulation no. 45 specified that no dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid. Unless otherwise provided in the articles of association insofar as they are concerned with preference shares, dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution, provided that payment of dividends must be upon approval by a meeting of shareholders. If permitted by the articles of association of the company, the board of directors may, from time to time, pay interim dividends to shareholders when it is apparent that the company has such reasonable profits as to justify such payment, and, when dividends have been paid, the board of directors shall report it to the shareholders at the next meeting. Payment of dividends shall be made within one month as from the date of the resolution of a meeting of shareholders or a meeting of directors, as the case may be, provided that it shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper.

Board's Opinion : The Board of Directors resolved to propose to the shareholders' meeting to consider and approve the suspension of the dividend payment and the non-allocation of the annual net profit as legal reserve as the Company has the loss in the operation.

Vote Required : This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 5 To consider and approve the election of Company's directors to replace of those who will retire by rotation

Fact and Rationale : According to Public Limited Company ACT and Memorandum of Association No.19 concludes as every annual general meeting of shareholders, directors need to retired by one-third thus if the number of directors to be divided into 3 parts, not exactly then discard the number nearest to one-third. In the first and second year after the registration of the Company, unless otherwise agreed among the directors, the directors who will vacate shall be selected by drawing lots. In subsequent years, the director who has held office longest shall

vacate, and that a director who vacates office may be re-elected. Currently, the Company has 7 directors and in this Annual General Meeting of Shareholders 2023, there are 3 directors who are due to retire by rotation as follows:

- | | |
|-------------------------|----------------------|
| 1. Mr. Pisut Rakwong | Independent Director |
| 2. Mr. Wichai Wanavit | Director |
| 3. Mrs. Anya Thaworanun | Director |

Nomination and Remuneration Committee meeting No.1/2023 dated March 15, 2023 (excluding stakeholders) resolved to approve and propose to Board of Directors and Shareholders meeting for year 2023 to re-elected in total of 3 people (as enclosure no.3).

- | | |
|-------------------------|--|
| 1. Mr. Pisut Rakwong | holds position of director for another term |
| 2. Mr. Wichai Wanavit | holds position of director for another term, |
| 3. Mrs. Anya Thaworanun | holds position of director for another term |

Board's Opinion : The Board of Directors excluding the directors who have conflict of interests approved to propose to the shareholders' meeting to consider and approve the appointment of the retiring directors who will retire by rotation to be the Company's directors for another term. The 3 retiring directors by rotation are as follows: 1) Mr. Pisut Rakwong 2) Mr. Wichai Wanavit and 3) Mrs. Anya Thaworanun.

Vote Required : This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 6

To consider and approve the remuneration of the Board of Directors and Sub-committees for the year 2023

Fact and Rationale : Section 90 of the Public Limited Companies Act B.E. 2535 (1992) states that "the payment of remuneration of directors shall be in accordance with the resolution of the shareholders' meeting based on a vote of no less than two-thirds of the total number of votes of the shareholders attending the meeting". According to the remuneration policy for directors, the Company will, with transparent process and build up confidence of the shareholders, take into account the appropriateness of the assigned duties, responsibilities, and the remuneration rate can be compared with other companies in the same industry with a similar size of business which are listed on the Stock Exchange of Thailand, whereby the remuneration must be sufficient to encourage the directors to perform their duties with having quality and capable of performing their duties in order to achieve the target according to business directions as set by the Company. The Nomination and Remuneration Committee (NRC) has determined the remuneration of the directors for the year 2023 by referring to the directors' remuneration policy of the Company and to the good corporate governance including comparing the remuneration with the average

remuneration rate of other listed companies based on the survey report of the directors' remuneration of the listed companies prepared by the Thai Institute of Directors, including the business expansion and the growth of the operational results of the Company as well as the COVID-19 Pandemic Situation and the current economic situation. As a result, the Nomination and Remuneration Committee (NRC) deemed it appropriate that the directors' remuneration for the year 2023 shall be as follows:

1. Attendance fee (the competitiveness of remuneration among listed companies and IOD's Directors Compensation Survey) consists of

1.1 Board of Directors

- Chairman receives THB 25,000 per attendance
- Vice Chairman receives THB 20,000 per attendance
- Non-executive Member receives THB 15,000 per attendance
- Executive Member receives THB 10,000 per attendance

1.2 Audit Committee, Executive Committee and Sub Committees

Audit Committee

- Chairman receives THB 22,000 per attendance
- Member receives THB 12,000 per attendance

Executive Committee and other sub committees (Risk Management Committee, Nomination and Remuneration Committee, Corporate Governance and Social & Environmental Responsibilities Committee)

- Chairman receives THB 15,000 per attendance
- Non-executive Member receives THB 12,000 per attendance
- Executive Member receives THB 7,500 per attendance

2. Other compensation or other benefits

The Company has no policy to pay other compensations apart from what has been paid for remuneration as director or officer who regularly received from the Company. Additionally, the Company also has no policy to provide any shares or other securities for any directors and executives. This result will start from January 1, 2023 onwards until there is a revision on the committee's resolution in otherwise.

Board's Opinion : The Board of Directors has considered, taking into account the opinions of the Nomination and Remuneration Committee (NRC), and deemed it appropriate to propose to the shareholders' meeting to approve the remuneration of the Board of Directors and the sub-committee for the year 2023 as proposed.

Vote Required : The resolution on this agenda item shall be passed by the votes of no less than two-thirds of the total votes cast by the shareholders attending the meeting.

Agenda 7

To consider and approve the appointment of auditors and determine the audit fee for the year 2023

Fact and Rationale : Section 120 of the Public Limited Companies Act B.E. 2535 (1992) states that “The annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the Company every year. In appointing the auditor, the former auditor may be reappointed”, and Memorandum of Association of the Company section 47 stated that the auditor should not be director, staff, employee, or holds any position of the company.

Audit fees for year 2022, approved from 2022 Annual General Meeting of Shareholders at, total of THB 920,000 for Karin Audit Company Limited. In selecting the auditor for year 2023, two auditor companies were invited to propose the audit fee, in consideration of the past performance, experience, and readiness of the auditor, an accepted standard in their working performance, as well as the audit fee proposed by the auditors, detailed as follows.,

1. NPS Siam Audit Company Limited propose audit fees for year 2023 consisting of fee for the annual audit of the annual and consolidated financial statements and the fee for reviewing the financial statements and the consolidated 3 quarters of Dimet Siam Plc., Dimet Paint Co., Ltd. and Super Fast Supply Co., Ltd., a total of THB 2,000,000.
2. Karin Audit Company Limited propose audit fees for year 2023 consisting of fee for the annual audit of the annual and consolidated financial statements and the fee for reviewing the financial statements and the consolidated 3 quarters of Dimet Siam Plc., Dimet Paint Co., Ltd. and Super Fast Supply Co., Ltd., a total of THB 1,980,000.

The Audit Committee has considered and resolved to submit NPS Siam Audit Co., Ltd. as a service provider. Due to consideration and opinion that NPS Siam Audit Co., Ltd. has experience and technical knowledge related to current business and business will happen in the future. Including cooperation, contact and communication channels to facilitate the Audit Committee in case of any matters requiring discussion in order to receive advice important technical issues quickly and promptly. In addition, considered the various properties of the auditor as well as the independence of the auditor. Therefore, it is appropriate to appoint an auditor as follows:

- | | | |
|---|------------------------------|---|
| 1 | Ms. Maliwan Phahuwattanakorn | Certified Public Account No. 4701 and/or |
| 2 | Mr. Narong Luktharn | Certified Public Account No. 4700 and/or |
| 3 | Mr. Chaikrit Warakitjaporn | Certified Public Account No. 7326 and/or |
| 4 | Ms. Kamontat Jitkarnka | Certified Public Account No. 10356 and/or |

and determine audit fees for the year 2023 in the total amount of THB 2,000,000. The Audit Fee does not include any actual expenses which will be incurred during the provided services such as travelling expenses, telephone fee, postal fee, cost of stamp duty, photocopy expense, etc. whereby such expenses shall be limited to not exceeding 8 percent of the audit fee.

By this, the proposed auditors have no benefit and/or relationship with the Company/ subsidiary/ executives/ major shareholders or any related parties so they are independent in auditing and expressing opinions on the Company's financial statements.

Board's Opinion: The Board of Directors has considered, taking into account the opinions of the Audit Committee and deemed it appropriate to propose to the shareholders' meeting to approve NPS Siam Audit Company Limited as company's auditors for year 2023 and set audit fees at the total amount of THB 2,000,000. The Audit Fee does not include any actual expenses which will be incurred during the provided services such as travelling expenses, telephone fee, postal fee, cost of stamp duty, photocopy expense, etc.

Vote Required: This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 8

To consider and approve the increase of the Company's registered capital under General Mandate in the amount of THB 487,624,650 from the registered capital of THB 1,649,640,413 to THB 2,137,265,063 by issuing ordinary shares 975,249,300 shares with a par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase.

Fact and Rationale: According to the Company has a purpose to increase of the Company's registered capital under General Mandate in the amount of THB 487,624,650 from the registered capital of THB 1,649,640,413 to THB 2,137,265,063 by issuing ordinary shares 975,249,300 shares with a par value of THB 0.50 per share and approve the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase as follows

Clause 4.

Registered capital	:	2,137,265,063 Baht	(Two billion one hundred thirty-seven million two hundred sixty-five thousand sixty-three Baht)
Divided into	:	4,274,530,126 shares	(Four billion two hundred seventy-four million five hundred thirty thousand one hundred twenty-six shares)
par value	:	0.50 Baht	(Fifty satang)
Ordinary shares	:	4,274,530,126 shares	(Four billion two hundred seventy-four million five hundred thirty thousand one hundred twenty-six shares)
Preferred shares	:	- noun -	-

In this regard, the details of the Company's registered capital increase appear in the Capital Increase Form (F53-4) (Enclosure 4)

Board's opinion: The Board of Directors has considered and resolved to propose a shareholders' meeting to consider and approve to

(1) increase the Company's registered capital under general mandate in the amount of THB 487,624,650 from the registered capital of THB 1,649,640,413 to THB 2,137,265,063 by issuing ordinary shares 975,249,300 shares with a par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase and

(2) authorize the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company's authorized director to have a power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to effect the registration.

Vote Required: The resolution on this agenda item shall be passed by the votes of not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote.

Agenda 9 To consider and approve the allocation of the company's registered capital under the General Mandate in the amount of not exceeding 975,249,300 shares at par value of 0.5 baht per share

Fact and Rationale: To use as working capital for the Company's operation and to reserve for the Company's future business expansion and to broaden the Company's capital base for investment in manufacturing and/or distributing of consumer goods businesses and/or related business and/or related to the current business and/or potential business that have a good return on investment. The resolution from the Board of Directors' Meeting No.3/2023 is approval to purpose to the Shareholders' Meeting to consider and approve the allocation of the company's registered capital under the general mandate not exceeding 975,249,300 shares at par value of 0.5 baht per share the details of which are as follows.

- 1) Allotment to existing shareholders, in proportion to the number of shares already held by each shareholder of not exceeding 731,437,000 shares (Right Offering: RO)
- 2) Allotment to specific persons of not exceeding 243,812,300 shares (Private Placement: PP)

The Company may either entirely or partially allocate the newly issued ordinary shares, whether in single or sequential allocation. In any case, for allotment of newly-issued shares under 1) and 2) the total increase in paid-up capital must not be more than 30% of paid-up capital as of the date that the company's Board of Directors approved the capital increase or not exceeding 731,437,000 shares

Allotted to	Type of shares	Number of shares (shares)	Percentage of paid-up capital*	Note
Existing	Ordinary	731,437,000	30	-
Shareholders	Preferred	-	-	-
General public	Ordinary	-	-	-
	Preferred	-	-	-
Private	Ordinary	243,812,300	10	-
Placement	Preferred	-	-	-

*Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under General Mandate

The Board of Directors' Meeting also has resolved to approve the authorization to the Board of Directors to take any action relating to the allocation of the newly issued ordinary shares as follows:

1) to consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price of newly issued ordinary shares, number of allocations of the newly issued ordinary shares, whether single or sequential allocation, period of the offering, payment of share subscription price, name of specific persons under private placement basis, other conditions, and details in connection with the allocation of such newly issued ordinary shares.

2) to enter into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and

3) to execute applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver documents and evidence to the relevant authorities or agencies, listing of such newly issued ordinary shares on the Stock Exchange of Thailand

“(SET)”and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

Allocation of the newly issued shares shall be completed by the date of the next Annual General Meeting or by the date required by law to fix the date of the next Annual General Meeting, whichever comes first. In this regard, the details of the Company's registered capital increase appear in the Capital Increase Form (F53-4) (Enclosure 4)

Board's Opinion : Approved to purpose to the Shareholders' Meeting to consider and approve the allocation of the company's registered capital under the general mandate not exceeding 975,249,300 shares at par value of 0.5 baht per share and to approve the authorization to the Board of Directors to take any action relating to the allocation of the newly issued ordinary shares

In this regard, the details of the Company's registered capital increase appear in the Capital Increase Form (F53-4) (Enclosure 4)

Vote Required: The resolution on this agenda item shall be passed by the votes of not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote.

Agenda 10 Other matters (if any)

In this regard, the Company would like to invite shareholders to attend the meeting on date, time and place as mentioned above. The Company will open the registration at 08.00 am.

The Board of Directors provides an opportunity for shareholders to submit questions related to the agenda of the shareholders' meeting to Board of Directors In advance thus send questions to company by following ways:

- Shareholders may submit questions together with details (if any) and shareholders contact information such as Name-Last name, Phone number, FAX and E-mail etc.
- Channels to send questions: email corporatesecretary@dimetsiam.com
- Registered mail sends to Mrs. Anya Thaworanun, Corporate Secretary
- Period of sending the questions: During April 7 – 20, 2023
- Investor Relation Manager will collect all questions and hand in to Executive Chairman to consider respectively.

In case shareholders send questions before the date of shareholders meeting then the company will consider on those questions and answer the question on date of shareholders meeting.

If shareholders are unable to attend the meeting by themselves and desire to give an individual a proxy, please use the provided proxy forms, enclosure No. 10 and No. 11 which also can be downloaded at www.dimetsiam.com There are 3 proxy forms, only one form can be used and the proxy shall be sent to the Company at least one day prior to the meeting date to expedite the identity verification process.

In case of shareholders are unable to attend the meeting by themselves, Proxy can give to an individual or the following persons to attend the meeting and vote on the shareholder behalf as the name of independent direction as enclosure No. 6 and to meet the requirement of quorum according to the company's regulation. Please send the proxy to company 1 business day before shareholders meeting date in order to facilitate the examination of evidence.

Please be informed for acknowledgement and thank you so much

By the order of The Board of Director

Pol.Gen

Adis Ngamchitsuksri

(Adis Ngamchitsuksri)

Chairman



DIMET
Beyond Top Quality

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Enclosure no.1

(Transaltion)

The Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022

Dimet (Siam) Public Company Limited

- Meeting Date** : Thursday, June 30, 2022 at 9 :00 AM
- Meeting Place** : Ballroom, Bangpoo Golf & Sport Club, No. 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan Province 10280
- The Chairman** : Police General Adis Ngamchitsuksri, the Chairman of the Board of Directors
- Secretary of the Meeting** : Mrs. Anya Thaworanun
- Shareholders entitled to attend the Meeting** : The total number of shareholders as of June 6, 2022 (Record Date) was 7,423, representing 2,015,123,566 shares
- Agenda 1** : This agenda is for acknowledgment. Therefore, no voting is required.
- Agenda 2-4** : The total number of shareholders and proxies attending the Meeting was 55, representing 1,000,784,677 shares or 49.66 percent of the total number of shares, which constituted a quorum according to the Company's Articles of Association.
- Agenda 5-6** : The total number of shareholders and proxies attending the Meeting was 57, representing 1,002,837,677 shares or 49.77 percent of the total number of shares, which constituted a quorum according to the Company's Articles of Association.

Before the commencement of the Meeting

Mrs. Orana Chainikom, the Moderator of the Meeting, welcomed the shareholders to the Extraordinary General Meeting of Shareholders No. 1/2022 of Dimet (Siam) Public Company Limited (the "Company").

Mrs. Orana Chainikom informed the Meeting that there were 12 shareholders attending the Meeting in person, representing 59,577,615 shares and 39 proxies attending the Meeting, representing 921,911,562 shares. Therefore, the total number of shareholders and proxies attending the Meeting was 51,



representing 981,489,177 shares, equivalent to 48.71 percent of the total number of shares sold of the Company. Thus, the quorum was formed in accordance with Article 37 of the Company's Articles of Association.

Mrs. Orana Chainikom introduced the Company's executives, advisors, auditor, and independent inspector to observe the vote counting who were in attendance to the Meeting as follows:

Directors Present at the Meeting

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|---------------------------------------|--|
| 1. Police General Adis Ngamchitsuksri | Chairman of the Board of Directors/ Independent Director/
Member of the Audit Committee |
| 2. Mr. Vichai Wannawith | Vice Chairman of the Board of Directors |
| 3. Mr. Ho-Chih Huang | Chief Executive Officer/ Director |
| 4. Dr. Voradit Thanapatra | Executive Chairman / Director |
| 5. Mr. Watchara Achakornlak | Independent Director /Chairman of the Audit Committee |
| 6. Mr. Pisut Rakwong | Independent Director |
| 7. Mr. Boonchoke Kanabkeo | Independent Director/ Member of the Audit Committee |
| 8. Mr. Noppadol Kanjanatawewat | Director |
| 9. Mrs. Anya Thaworanun | Director/ Corporate Secretary / Secretary to the Audit
Committee |

Highest-Ranking Finance Executive

- | | |
|------------------------------|-------------------------|
| 1. Mr. Pichai Chainarongloka | Chief Financial Officer |
|------------------------------|-------------------------|

Financial and Investment Advisors from Kingsford Securities Public Company Limited

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|-------------------------------|---------------------------------------|
| 1. Mr. Woranun Thaworanun | Managing Director, Investment Banking |
| 2. Mr. Chanon Piyasoonthorn | Senior Vice President |
| 3. Mr. Phantouch Unjindamanee | Analyst |

Financial and Investment Advisors from Capital Advantage Co., Ltd.

- | | |
|-------------------------------|---|
| 1. Mr. Annop Saengvanich | Managing Director |
| 2. Mr. Jirawath Pipadweeradej | Senior Vice President, Investment Banking |

Legal Advisors from Kudun and Partners Co., Ltd.

1. Mr. Kudun Sukhumananda Partner
2. Miss Viparat Timprathuang Associate
3. Miss Kwanchanok Khunanukhun Associate

Mrs. Orana Chainikom informed the Meeting that it was necessary for the Company to use the personal data of the attendees in the Meeting for the proceeding of the Meeting, where there would be photographing, video recording, and recording of meeting minutes. Thus, the Company must be given prior consent from the attendees in publishing the photos, digital videos, and the names of the shareholders who had any queries on the agendas during the Meeting, whereby such information would be published on website or the internet, of which is a compliance with the laws, regulations, and rules required by the Stock Exchange of Thailand or the Office of the Securities and Exchange Commission, including any publication on any bulletin board in public or any other places with the commercial purpose of the Company or as the Company sees appropriate. Therefore, in accordance with the Personal Data Protection Act B.E. 2562 (2019), which has been enforced since June 1, 2022, the Company is obliged to obtain your consent for the collection, use, and disclosure of personal data for the aforementioned purposes. The Company would only process the personal data only to the extent permitted and consented. The Meeting was then informed of the responsible independent intermediaries to verify the vote counting including Miss Viparat Timprathuang, an associate from Kudun and Partners Co., Ltd., and 2 shareholders who volunteered to inspect the vote counting, namely Mrs. Yasupatsorn Tanacharoenyongtiti and Mr. Chatchvit Rod-Ud. Police General Adis Ngamchitsuksri, the Chairman of the Board of Directors, was then invited to give an opening speech for the Extraordinary General Meeting of Shareholders No. 1/2022.

Police General Adis Ngamchitsuksri, the Chairman of the Board of Directors, acted as the chairman of the Meeting (the “**Chairman**”). The Chairman declared the Extraordinary General Meeting of Shareholders No. 1/2022 open and gave a welcome speech to the attendees. To ensure that the Meeting is conducted according to good corporate governance principles, the Chairman appointed Mrs. Orana Chainikom as the moderator of the Extraordinary General Meeting of Shareholders No.1/2022 (the “**Moderator**”). The Moderator informed the Meeting of the procedures for vote casting and vote counting as follows:

1. In voting at Shareholders’ Meetings, one share equals to one vote, as provided in Article 39 of the Company’s Articles of Association.



2. Voting at the Meeting shall be done openly. In each agenda item, shareholders shall cast their votes either to “approve” or “disapprove” the agenda item or “abstain from voting” where only votes of “Disapproval” and “Abstention” will be counted. Any shareholders who wish to cast vote of disapproval or abstain from voting shall fill out the ballots received at the registration and raise their hands to signal to the staff to collect the ballots for vote counting. The Company will deduct the votes of disapproval and abstention from the total number of votes of the shareholders and proxies attending the Meeting, and the remaining number will be treated as the votes of approval for such agenda item. In each agenda item, if no objection or different opinion is expressed, it would be deemed that the Meeting unanimously resolved to approve such agenda item.
3. As for the shareholders who have appointed directors as their proxies, votes must be cast in accordance with the votes specified in the proxy form.
4. To prevent the spread of COVID-19, the use of microphone for making inquiries or expressing opinions is not allowed. Shareholders wishing to ask a question shall write it down on a given paper and specify their name, surname, and capacity as a shareholder or a proxy to ensure that the minutes of the Meeting are accurately and thoroughly recorded and raise their hands to signal to the staff to collect the note paper.. For expedient collection of questions, submissions must be made beforehand. Necessary steps in managing questions and answers are outlined as follows;
 - 1) Prior to vote casting in each agenda item, questions received will be read and issues relevant to that agenda matter will be answered.
 - 2) If the questions were extraneous to the agenda being considered, the Company would answer such questions in other agenda at the end of the Meeting.
 - 3) In case there are additional or numerous questions that cannot be responded in due course or instantly, the Company will provide answers to such questions on its website after the Meeting.

After the Meeting is over, the Company will collect the ballots from all shareholders for keeping as evidence.



After the shareholders had been informed of the voting procedures, the Chairman then proceeded with the Meeting in accordance with the following agenda items.

Agenda item 1 Matter for Acknowledgement

- concealed -

Agenda item 2 To consider and certify the minutes of the 2022 Annual General Meeting of the Shareholders held on April 27, 2022

- concealed -

Agenda item 3 To consider and approve the investment in SGMP Company Limited (“SGMP”) by acquiring SGMP’s shares from an existing shareholder of SGMP, namely Gold Dynamic Holdings Limited, which is the connected person of the Company

The Chairman informed the Meeting that, to ensure the compliance with corporate governance principles, Mr. Ho-Chih Huang, a director with personal interest in the agenda, was requested to leave the Meeting.

Since Agenda item 3 to Agenda item 5 are considered related agendas and conditional upon each other, if any one of those agenda items is not approved by the Extraordinary General Meeting of Shareholders No. 1/2022, other related agendas that have been approved by the Extraordinary General Meeting of Shareholders No. 1/2022 will be deemed cancelled, and there shall be no consideration of the other related agenda. It will be deemed that the matters in Agenda item 3 to Agenda item 5 are not approved by the Extraordinary General Meeting of Shareholders No. 1/2022.

In this agenda item, the Chairman assigned Mr. Pichai Chainarongloka, Chief Financial Officer, to explain the matter.

Mr. Pichai Chainarongloka informed the Meeting that the Company intends to acquire 6,150,000 shares in SGMP at the par value of THB 5.00 per share consisting of 6,000,000 ordinary shares and 150,000 preferred shares, representing 30 percent of the total number of shares in SGMP, from one of its existing shareholders, namely Gold Dynamic Holdings Limited which is a Hong Kong legal entity (the “**Seller of SGMP Shares**”) at the purchase price of THB 60.439 per share, totaling not exceeding THB 371,700,000, and to enter into the Share Purchase Agreement, and other arrangements, contracts and documents relating to the acquisition of shares in SGMP (the “**Share Purchase Transaction of SGMP**”). The details of how the Company will pay for the



shares in SGMP are as follows:

(1) The Company will pay part of the consideration by issuance of newly issued ordinary shares of the Company by way of a private placement as payment in kind for the acquisition of shares instead of cash. Upon comparison between the fair value of SGMP and that of the Company, the Board of Directors resolved to propose that the Shareholders' Meeting consider and approve the issuance and allocation of not exceeding 423,000,000 shares at a par value of THB 0.50 per share, with the offering price of THB 0.59 per share, totalling THB 249,570,000, to the Seller of SGMP Shares as payment in kind for the acquisition and acceptance of shares in SGMP from the Seller of SGMP Shares, representing 17.35 percent of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of the Share Purchase Transaction of SGMP) with the share swap ratio of 1 SGMP share to 102.439 newly issued shares of the Company (fractions of shares will be discarded) (the "Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP").

(2) The Company will pay the remainder of the consideration in cash in the amount of THB 122,130,000.

The Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP is an offering of newly issued ordinary shares by way of private placement, whereby the Shareholders' Meeting of the Company shall pass a resolution to specifically determine the offering price at THB 0.59 per share, which is not lower than 90 percent of the market price of the Company's shares pursuant to the requirements of the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement dated October 28, 2015 (as amended) (the "Notification No. TorJor. 72/2558"). In this regard, the "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose the capital increase and the allocation of new shares to the Shareholders' Meeting of the Company for approval, whereby the weighted average price of the Company's shares calculated for the past 7 consecutive business days during the period from May 5, 2022 to May 13, 2022 is equal to THB 0.54 per share (Source: SETSMART from www.setsmart.com). The Company's newly issued ordinary shares shall be used as payment in kind for the acquisition and acceptance of shares in SGMP from the Seller of SGMP Shares.

The Share Purchase Transaction of SGMP is regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B. E. 2547 (2004) dated October 29, 2004 (as amended) (the “**Notifications on Acquisition and Disposition of Assets**”). Upon review of the transaction size using various approaches under the Notifications on Acquisition and Disposition of Assets, the highest value of the transaction is equal to 75 percent, according to the total value of consideration basis, calculated based on the reviewed quarterly financial statements of the Company ended March 31, 2022. The Company has not entered into any acquisition of assets transaction in the past 6 months prior to the entry into this transaction which has not been approved by the Shareholders’ Meeting. Therefore, such transaction is classified as a “Class 1 Transaction” under the Notifications on Acquisition and Disposition of Assets, i.e. a transaction which has a value equal to 50 percent or higher but lower than 100 percent. The Company is, therefore, obliged to prepare and disclose information memorandum in respect of the entry into the transaction to the SET immediately, which must at least contain information as required in List (1) attached to the Notifications on Acquisition and Disposition of Assets, and convene a Shareholders’ Meeting to approve the entering into the transaction with affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, excluding such votes of the interested shareholders. The Company must also appoint an independent financial advisor (IFA) who is a financial advisor approved by Office of the Securities and Exchange Commission (the “**SEC Office**”).

In addition, the Share Purchase Transaction of SGMP and Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP are also regarded as connected transactions of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (as amended) (the “**Notifications on Connected Transactions**”). This is because Mr. Ho-Chih Huang, the Chief Executive Officer and a director of the Company, holds shares in the Seller of SGMP Shares in the proportion of 100 percent of the total shares in the Seller of SGMP Shares. The aforementioned connected transaction is an asset transaction with a value of 99.4 percent of the Company's net tangible assets, calculated based on the reviewed quarterly financial statements of the Company ended March 31, 2022. The Company has not entered into any transaction with connected persons or related persons and close relatives of such persons in the past 6 months. Such transaction has the total transaction size of



more than 3 percent of the net tangible assets of the Company. Therefore, the Company is required to disclose information on the connected transactions to the SET, obtain approval for the transaction from the Board of Directors' Meeting and the Shareholders' Meeting of the Company, whereby the Shareholders' Meeting must approve such transaction by affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, excluding such votes of the interested shareholders. Then Company must also appoint an independent financial advisor (IFA) who is a financial advisor approved by the SEC Office.

However, the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP shall proceed only after the conditions precedent as specified in the Share Purchase Agreement between the Company and the Seller of SGMP Shares (the "**Share Purchase Agreement**"), have been fulfilled or waived. The material conditions precedent include, but are not limited to the following.

- (1) The Company is satisfied with the findings of the legal due diligence on SGMP.
- (2) The Shareholders' Meeting of the Company shall have resolved to approve the execution of the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP, including approval on various matters necessary for and/or in connection with such transactions;
- (3) as of the date of acquisition of shares in SGMP, there shall be no event or action having occurred or caused to occur or reasonably believed to be likely to occur, which may give rise to any material adverse effect on SGMP or jeopardize the execution of the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP;
- (4) The SEC Office shall have approved the offering of the newly issued ordinary shares to the Seller of SGMP Shares by way of private placement.

In entering into this transaction, the Company will pay the consideration of the Share Purchase Transaction of SGMP to the Seller of SGMP Shares in the amount of not exceeding THB 371,700,000, partly by cash payment of THB 122,130,000 which the Company will pay from the Company's operating cash flow, and partly by the newly issued shares of the Company of not exceeding 423,000,000 shares or 17.35 percent of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of the Share Purchase Transaction of SGMP) at the share swap ratio of 1 SGMP share to 102.439 newly issued ordinary

shares of the Company (fractions of shares will be discarded).

In addition, the Board of Directors' Meeting of the Company has resolved to propose that the Shareholders' Meeting consider and approve the authorization of the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company's authorized director to take any actions in connection with or necessary for the execution of the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP including negotiating, entering into, signing and amending the Share Purchase Agreement, and other arrangements, contracts and documents necessary and relating to the Share Purchase Transaction of SGMP, as well as setting out rules, conditions and other details necessary for and in connection with the Share Purchase Transaction of SGMP as necessary and appropriate under the applicable laws.

The Chairman gave an opportunity to the shareholders to ask questions or express opinions. The shareholders had questions as follows:

Mr. Methee Anadirekkul, a proxy of Thai Investors Association, asked about the suitability of the investment in the rubber industry as he was of the view that the rubber industry is not related to the business of the Company and the rubber gloves market may be on a downward trend.

Mr. Woranun Thaworanun, the Company's Financial Advisor from Kingsford Securities PCL, pointed out that the main business of SGMP is the manufacturing of medical rubber gloves which are made from nitrile rubber, not natural rubber. In addition, SGMP has been in this industry for over 20 years and did not increase production capacity during the COVID-19 pandemic to meet an increase in demand, thus when the COVID-19 situation has improved and the demand in rubber gloves has decreased, SGMP does not have problem with oversupply. Furthermore, the Company and its financial advisors have paid a visit to SGMP's manufacturing plants and conducted a valuation of SGMP using different factors and assumptions that are suitable based on the market context and are of the opinion that SGMP is a highly stable company with the potential for growth to benefit the Company in the long term.

The Chairman gave an opportunity to the shareholders to ask additional questions or express opinions. When there was no shareholder asking questions or giving opinions, the Chairman then asked the Meeting to vote on this agenda item. The resolution on this agenda item must be passed by not less than three-fourths of all votes of the shareholders attending the Meeting and entitled to vote.



Resolution The Meeting unanimously resolved to approve the investment in SGMP by purchasing 6,150,000 shares in SGMP, with the par value of THB 5.00 per share, being 6,000,000 ordinary shares, and 150,000 preferred shares in SGMP, or 30 percent of the total number of shares in SGMP, from the existing shareholder of SGMP, namely Gold Dynamic Holdings Limited, which is a connected person of the Company, and to approve the authorization of the Board of Directors of the Company or the Executive Committee or the Company's authorized directors or any persons authorized by the Board of Directors of the Company or the Executive Committee or the Company's authorized director to have the power to take any actions in relation to or necessary for the execution of the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP, including negotiating, entering into, signing and amending the Shares Purchase Agreement, and other arrangements, contracts and documents necessary and relating to the Share Purchase Transaction of SGMP, as well as setting out rules, conditions and other details necessary for and in connection with the Share Purchase Transaction of SGMP as necessary and appropriate under the applicable laws, as proposed in all respects, with the voting results as follows:

Shareholders' votes	Number (votes)	Percentage of the total number of votes of the shareholders attending the Meeting and entitled to vote
Approved	1,000,784,677	100
Disapproved	0	0
Abstained	0	0
Invalid	0	0
	1,000,784,677	100

Remark In this agenda item, there was no additional shareholder attending the Meeting, and as such, the total number of shareholders present at the Meeting in this agenda item was 55 shareholders, representing a total of 1,002,784,677 shares.



Agenda item 4 To consider and approve the increase in the Company's registered capital by THB 211,500,000 from the existing registered capital of THB 1,438,140,413 to THB 1,649,640,413 by issuing 423,000,000 newly issued ordinary shares at a par value of THB 0.50 per share and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the Company's registered capital

The Chairman assigned Mr. Pichai Chainarongloka, Chief Financial Officer, to explain this matter.

Mr. Pichai Chainarongloka informed the Meeting that the Company intends to issue and offer not exceeding 423,000,000 newly issued ordinary shares with a par value of THB 0.50 per share by way of private placement to the Seller of SGMP Shares at the offering price of THB 0.59 per share, totaling THB 249,570,000, as payment in kind for the purchase of the shares in SGMP to the Seller of SGMP Shares. Instead of cash, the Seller of SGMP Shares shall pay the purchase price for the Company's shares with 6,150,000 fully paid-up shares in SGMP at the par value of THB 5.00 per share, representing 30 percent of all issued and paid-up shares of SGMP. In this regard, the Company, therefore, intends to increase its registered capital by THB 211,500,000, from the current registered capital of THB 1,438,140,413 to THB 1,649,640,413 by issuing 423,000,000 newly issued ordinary shares at a par value of THB 0.50 per share to accommodate the allocation of newly issued ordinary shares by the way of private placement to the Seller of SGMP Shares, and to amend Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the Company's registered capital as follows:

Clause 4. Registered capital	: THB 1,649,640,413	(One Billion Six Hundred Forty-Nine Million Six Hundred Forty Thousand Four Hundred Thirteen Baht)
Divided into	: 3,299,280,826 shares	(Three Billion Two Hundred Ninety-Nine Million Two Hundred Eighty Thousand Eight Hundred Twenty-Six Shares)
Par value	: THB 0.50	(Fifty Satang)
Divided into		
Ordinary shares	: 3,299,280,826 shares	(Three Billion Two Hundred Ninety-Nine Million Two Hundred Eighty Thousand Eight Hundred Twenty-Six Shares)
Preferred shares	: - None -	(-)



In addition, the Board of Directors' Meeting resolved to propose that the Shareholders' Meeting consider and approve the authorization the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company's authorized director to have the power to take any actions in relation to the registration of the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary actions in compliance with the registrar's order to effect the registration.

The Chairman gave an opportunity to the shareholders to ask questions or express opinions. When there was no shareholder asking questions or giving opinions, the Chairman then asked the Meeting to vote on this agenda item. The resolution on this agenda item must be passed by not less than three-fourths of all votes of the shareholders attending the Meeting and entitled to vote.

Resolution The Meeting unanimously resolved to approve the increase in registered capital of the Company as proposed in all respects, and the amendment to Clause 4 of the Memorandum of Association to be in accordance with Company's capital increase be approved. The Meeting also resolved to approve the authorization of the Board of Directors of the Company or the Executive Committee or the Company's authorized directors or any persons authorized by the Board of Directors of the Company Directors or the Executive Committee or the Company's authorized director to have the power to take any actions in relation to the registration of the amendment to the Memorandum of Association at the Department of Business Development and to take any necessary actions in compliance with the registrar's order to effect the registration, as proposed in all respects, with the voting results as follows:

Shareholders' votes	Number (votes)	Percentage of the total number of votes of the shareholders attending the Meeting and entitled to vote
Approved	1,000,784,677	100
Disapproved	0	0
Abstained	0	0
Invalid	0	0
	1,000,784,677	100



Remark In this agenda item, there was no additional shareholder attending the Meeting, and as such, the total number of shareholders present at the Meeting in this agenda item was 55 shareholders, representing a total of 1,002,784,677 shares.

Agenda item 5 To consider and approve the allocation of 423,000,000 newly issued ordinary shares by way of Private Placement at the offering price of THB 0.59, totaling THB 249,570,000

The Chairman assigned Mr. Pichai Chainarongloka, Chief Financial Officer, to explain the matter.

Mr. Pichai Chainarongloka informed the Meeting that due to the fact that the Company intends to increase its registered capital by 211,500,000 from the current registered capital of THB 1,438,140,413 to THB 1,649,640,413 by issuing 423,000,000 newly issued ordinary share at a par value of THB 0.50 per share as detailed in Agenda Item 4 above.

In this regard, the Board of Directors' Meeting, therefore, resolved to propose that the Shareholders' Meeting consider and approve the issuance and allocation of not exceeding 423,000,000 newly issued ordinary shares of the Company at a par value of THB 0.50 per share by the way of Private Placement to the Seller of SGMP Shares at the offering price of THB 0.59 per share, totaling THB 249,570,000, as payment in kind for the acquisition of shares in SGMP to the Seller of SGMP Shares. In this regard, instead of cash, the Seller of SGMP Shares shall pay the purchase price with 6,150,000 fully paid-up shares in SGMP at a par value of THB 5.00 per share, representing 30 percent of all issued and paid-up shares of SGMP.

The issuance and allocation of newly issued ordinary shares in consideration of the acquisition of shares in SGMP to the Seller of SGMP Shares as mentioned above is an offering of newly issued ordinary shares by way of private placement, whereby the Shareholders' Meeting of the Company shall pass a resolution to specifically determine the offering price at THB 0.59 per share, totaling THB 249,570,000, which is not less than 90 percent of the market price of the Company's shares pursuant to the Notification No. TorJor. 72/2558. In this regard, the "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days prior to the date on which the Board of Directors' Meeting passed its resolution to propose this matter to the Extraordinary General Meeting of the Shareholders No. 1/2022 to approve the offering of new shares to the investor during the period from May 5, 2022 to May 13, 2022, which is equal to THB 0.54 per share (Source: SETSMART from www.setsmart.com).

In this regard, the issuance and offering of newly issued shares to the investors is at the offering price of not lower than 90 percent of the market price of the ordinary shares of the Company as detailed above,



therefore, it shall not give rise to the need for rights adjustment as specified in the terms and conditions governing rights and obligations of the warrant issuer and the warrant holders representing rights to purchase ordinary shares for the warrants to purchase ordinary shares of the Company Series 4 (the “Warrants of the Company”). Therefore, the Company has no obligation to adjust the exercise price and/or the exercise ratio according to the Warrants of the Company. However, the terms and conditions governing rights and obligations of the warrant issuer and the warrant holders of the Warrants of the Company specify that “the Company shall adjust the exercise price and/or exercise ratio, throughout the term of the warrant when the Company offers the newly issued ordinary shares to the existing shareholders and/or the public and/or through private placement at the average price per newly issued share which, when calculated, is lower than 90 percent of the “Market Price of the Company’s Ordinary Shares””. In this regard, the ‘Market Price of the Company’s Ordinary Shares’ means the weighted average price of the Company’s shares listed on the SET for the past period of at least 7 consecutive business days prior to the first day of the offering of newly issued ordinary shares through private placement. Therefore, the Company shall consider the rights adjustment again on the first day of the offering of newly issued ordinary shares through the private placement in this occasion.

As a result, after the allocation of shares as mentioned above, the total number of shares of the Company to be held by the Seller of SGMP Shares is 17.35 percent of all issued and paid-up shares of the Company after the Company’s capital increase. Therefore, the Seller of SGMP Shares does not hold the number of shares that reaches or passes the trigger point to make a tender offer as required by the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended), nor is in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

The issuance of such newly issued ordinary shares must be approved by the Shareholders’ Meeting of the Company, and the Company is also required to obtain approval from the SEC Office as specified in the Notification No. TorJor. 72/2558 before such offering and allocation of the Company’s newly issued ordinary shares.

Moreover, if the offering price of the newly issued ordinary shares to the Seller of SGMP Shares is lower than 90 percent of the market price of the Company’s shares before the first day of offering of the newly issued ordinary shares, the Company is obliged to prohibit the Seller of SGMP Shares from selling all of such newly issued ordinary shares within one year from the date on which the Company’s newly issued ordinary shares start trading



on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the Seller of SGMP Shares may gradually sell up to 25 percent of such locked-up shares in accordance with the requirements set out in the Notification of the SET Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (as amended).

In this regard, the Company anticipates that the entire sale and purchase process will be complete within July 2022 after all conditions precedent under the Share Purchase Agreement have been completed or have been waived by the relevant parties, and the obligations under the Shares Purchase Agreement have been fulfilled to complete the transaction and after the Shareholders' Meeting has approved the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP, including approval of matters necessary and/or in connection with such transactions.

In addition, the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP is regarded as a connected transaction under the Notifications on Connected Transactions because Mr. Ho-Chih Huang, the chief executive officer and a director of the Company, holds shares in the Seller of SGMP Shares in the proportion of 100 percent of the total shares in the Seller of SGMP Shares. The above Share Purchase Transaction of SGMP and Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP (detailed in Agenda Item 3) are an asset transaction with a value of 99.4 percent of the Company's net tangible assets, calculated based on the reviewed quarterly financial statements of the Company ended March 31, 2022. The Company has not entered into any connected transaction with any connected persons or related persons and close relatives thereof in the past 6 months prior to the date of entering into the Share Purchase Transaction of SGMP and Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP. Such transaction has the total transaction size of more than 3 percent of the net tangible assets of the Company. Therefore, the Company is required to disclose information on the connected transactions to the SET and obtain approval for the transaction from the Board of Directors' Meeting and the Shareholders' Meeting of the Company, whereby approval from the Shareholders' Meeting shall require affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, excluding such votes of the interested shareholders. The Company must also appoint an independent financial advisor (IFA) who is a financial advisor approved by the SEC Office.

In addition, the Board of Directors' Meeting resolved to propose that the Shareholders' Meeting consider and approve to authorization of the Board of Directors or the Executive Committee or the Company's



authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company's authorized director to take any actions in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following actions:

(1) To determine, amend, and add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, and the payment method for the newly issued ordinary shares (whereby the period of allocation may vary and subscription may occur on one or several occasions), including such actions relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and submission and disclosure of information to the SET;

(2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including making contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies, or other relevant authorities, and the listing of the Company's newly issued ordinary shares on the SET, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares by way of private placement.

According to the Notification No. TorJor. 72/2558, the Company shall complete the offering of shares within the period approved by the Shareholders' Meeting but not later than 3 months from the date on which the Shareholders' Meeting resolves to approve the offering of newly issued shares, or the Company must complete the offering of shares within 12 months from the date on which the Shareholders' Meeting has approved the offering of the shares in the event that the shareholders have clearly resolved that the offering of shares may occur after the expiration of the 3 months' period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

The Chairman gave an opportunity to the shareholders to ask question or express opinions. When there was no shareholder asking questions or giving opinions, the Chairman then asked the Meeting to vote on this agenda item. The resolution on this agenda item must be passed by not less than three-fourths of all votes of the shareholders attending the Meeting and entitled to vote.

Resolution The Meeting unanimously resolved to approve the allocation of the newly issued shares of 423,000,000 shares through Private Placement, with the offered price of THB 0.59 each, in the total amount of THB 249,570,000, and to approve the authorization of the Board of Directors of the Company or the Executive



Committee or the Company's authorized directors or any persons authorized by the Board of Directors or the Company Directors or the Executive Committee or the Company's authorized director of the Company, as proposed in all respects, with the voting results as follows:

Shareholders' votes	Number (votes)	Percentage of the total number of votes of the shareholders attending the Meeting and entitled to vote
Approved	1,002,837,677	100
Disapproved	0	0
Abstained	0	0
Invalid	0	0
	1,002,837,677	100

Remark In this agenda item, there were 2 additional shareholders attending the Meeting, representing 2,053,000 shares, and as such, the total number of shareholders present at the Meeting in this agenda item was 57 shareholders, representing a total of 1,002,837,677 shares.

Agenda item 6 Other matters (if any)

The Chairman informed the Meeting that since the consideration of the agenda items relating to the director with personal interest were done, Mr. Ho-Chih Huang can return to the Meeting to continue his duties in this Meeting.

The Chairman gave an opportunity to the shareholders or the proxies to propose other agenda items to be considered by the Meeting.

When there was no shareholder or proxy proposing any other agendas, the Chairman informed the Meeting that the Extraordinary General Meeting of Shareholders No. 1/2022 has covered all the agendas specified in the notice, and gave an opportunity to the shareholders and proxies to ask questions and express opinions.



DIMET
Beyond Top Quality

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The Chairman asked the meeting if there were any shareholders or proxies with questions or opinions. It turned out there was no question or opinion, the Chairman then thanked the shareholders and proxies for taking their time to attend today's meeting and gave a closing speech at 11.00 AM.

Sign *Adis Ngamchitsuksri*

(Police General Adis Ngamchitsuksri)

Chairman of the Meeting

Sign *Anya Thaworanun*

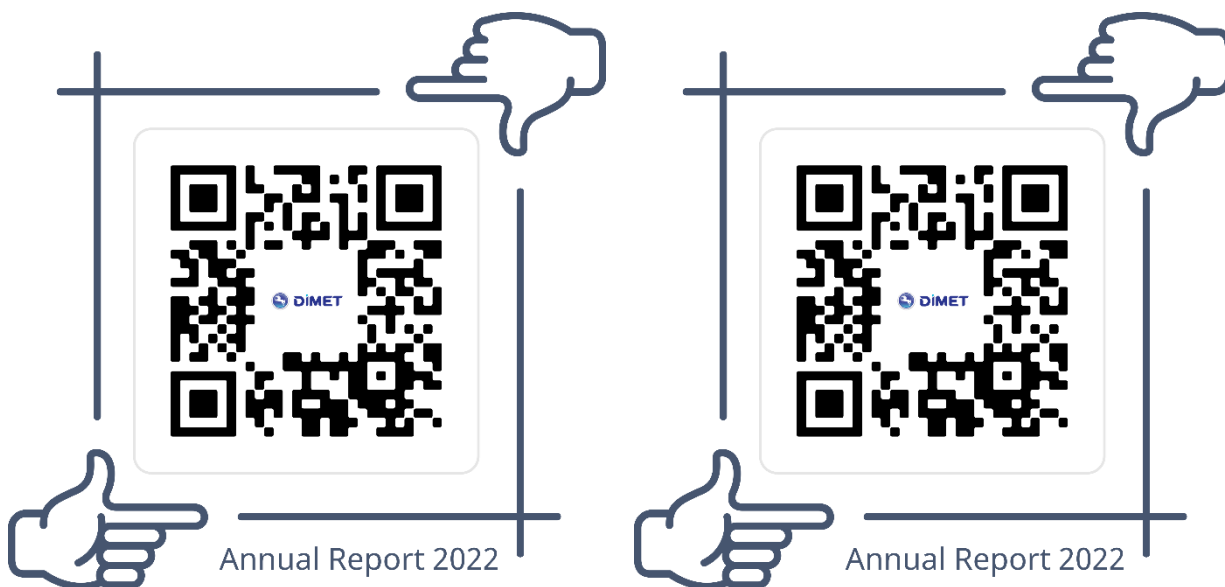
(Mrs. Anya Thaworanun)

Corporate Secretary and Secretary of the Meeting

Enclosure no.2

Annual Report (QR Code Format) and Financial Statement as ended December 31, 2022

(For Agenda 2 and 3)





Brief personal profiles of nominated candidates for agenda item no.5

Name-Surname	Mr. Wichai Wanavit	
Type of Director to be Appointed	<ul style="list-style-type: none"> - Director - Chairman of Corporate Governance & Corporate Social Responsibility Committee - Member of Nomination and Remuneration Committee 	
Age	64 years old	
Nationality	Thai	
Education		
Bachelor of industrial engineering, Chulalongkorn University		
Training		
<ul style="list-style-type: none"> ● Certificate of Director Accreditation Program (DAP) Gen. 187/2021 from the Thai Institute of Directors Association (IOD) ● Certificate of Director Accreditation Program (DAP) Gen. 36/2005 from the Thai Institute of Directors Association (IOD) ● Certificate of Director Accreditation Program (DCP) Gen. 215/2016 from the Thai Institute of Directors Association (IOD) ● Training course "Decoding 7 Habits for Success in Life and Organization" by Bangpoo Industrial Estate ● Training course "Basic Cargo Handling, Airline Business Training Dept" by Thai Airway International Public Company Limited ● Training course "Internal Quality System Tracking Course" by Direct Organizing Supply: SD – M0 ● Training course "Good Governance & Competitiveness Program" by the Federation of Thai Industries, the Stock Exchange of Thailand and Siam Commercial Bank ● Training courses "The Safety officer in management level" by the Work safety institute ● Project "Upgrading Standards, Good Manufacturing Practices, GMP Gen. 1" by the National Science and Technology Development Agency ● Business Planning for SMEs Workshop. Bangkok Bank in association with Deloitte Touche Tohmatsu ● Training courses "Business Planning for SMEs Workshop" by Bangkok Bank in association with Deloitte Touche Tohmatsu ● Certificate for contribute to the success of the 15th OCA General Assembly Olympic Council of Asia (7-9 December 1996) ● In Search of Professional Manager: MICRO MBA Advance Institute of Multi Studies ● Building Maintenance Fundamental Training Course 1 Japan Building Maintenance Association. Tokyo, Japan 		



Working experiences

- Founder & President, Hatari Next CO., LTD. (Current)
- Vice President & Managing Director, Wanavit Metal Works CO., LTD. (Current)
- Chief Executive Officer Hatari Technology CO., LTD. & Hata Auto Gas CO., LTD. (Current)
- Authorized Director DIMET Paint CO., LTD. (Current)
- Managing Director Eakthaweesup Construction CO., LTD. (Current)
- Chief Executive Officer JOON S.W.P. CO., LTD. (Current)
- Chief Executive Officer Pure Bio Farm CO., LTD.& Corporate Advisor Mindcare by Tanya Samui Co., Ltd. (Current)
- Advisor & Managing Director Hatari Electric CO., LTD. (Current)
- Chief Executive Officer Pure Supercar CO., LTD. (Current)
- Chief Executive Officer Joint Venture (FMHT)
- Chief Executive Officer Kornbordin Intertrade CO., LTD.
- Chief Executive Officer Hatari LED CO., LTD.
- President, Hatari Connect CO., LTD. (Current)


Shareholding in the Company 7.36

Relationship with executives / major shareholders of the company / subsidiaries none


Meeting attendance in 2022

- Board of Directors: 4 of 7 times since appointed. (57%)
- Corporate Governance & Corporate Social Responsibility Committee: 1 of 1 time since appointed. (100%)
- Member of Nomination and Remuneration Committee: 2 of 2 times since appointed. (100%)



Name-Surname	Mr. Pisut Rakwong	
Type of Director to be Appointed	<ul style="list-style-type: none"> • Independent Director • Member of Audit Committee • Chairman of Risk Management Committee 	
Age	48 years old	
Nationality	Thai	
Education		
<ul style="list-style-type: none"> • Bachelor of Laws, Ramkhamheang University • Barrister at Law, Institute of Legal Education of Thai Bar Association • Notarial Services Attorney Certificate, Lawyers Council of Thailand • Legal Practitioner Certificate, Lawyers Council of Thailand 		
Training		
<ul style="list-style-type: none"> • Director Accreditation Program (DAP), 164/2019, Thai Institute of Directors • Continuing Professional Development (CPD), IR GLOBAL, London 2018 • Continuing Professional Development (CPD), IR GLOBAL, Frankfurt 2017 		
Working experiences		
<ul style="list-style-type: none"> • Director, Altitude Development Co., Ltd. (Present) • Managing Partner, Managing Director, Pisut and Partners Co., Ltd. (Present) • Partner, Silk Legal Co., Ltd. • Managing Partner, Juslaw and Consult Co., Ltd. • Director, Thai Nitrate Co., Ltd. • Senior Associate, and Chief of Dispute Resolution & Litigation Department, Price Sanond Prabhas & Wynne Co., Ltd. • Partner, Rapeepat Public Law Office • Lawyer, Sak & Associate Co., Ltd. • Trainee Lawyer, Prachuab Seanganong Law Office 		
Shareholding in the Company none		
Relationship with executives / major shareholders of the company / subsidiaries none		
Meeting attendance in 2022	<ul style="list-style-type: none"> - Board of Directors: 7 / 7 times since appointed. (100%) - Risk Management Committee: 3 / 3 times since appointed. (100%) - No attending Audit Committee Meeting in 2022 due to he was appointed to be a member of Audit Committee in 2023. 	



Name-Surname	Mrs. Anya Thaworanun	
Type of Director to be Appointed	<ul style="list-style-type: none"> ● Director ● Member of Corporate Governance & Corporate Social Responsibility Committee ● Member of Nomination and Remuneration Committee ● Corporate Secretary ● Audit Committee Secretary ● Chief Operating Officer 	
Age	52 years old	
Nationality	Thai	
Education		
<ul style="list-style-type: none"> ● Master of Business Administration; Mount Vernon College (Currently, a campus of George Washington University), Washington D.C., USA ● Faculty of Arts, Chulalongkorn University. 		
Training		
By Thai Institute of Directors (IOD)		
<ul style="list-style-type: none"> ● Certificate of Company Secretary Program (CSP) No.123/2021 ● Certificate of Director Accreditation Program (DAP) No.188/2021 ● Certificate of Effective Minutes Taking (EMT) No.51/2022 ● Training course “Board Reporting Program (BRP) No.40/2022” ● Training course “Company Reporting Program (CRP) No.32/2022” ● Training course “Subsidiary Governance Program No.3/2022” ● Training course “Disclosure and Reporting SETLink” No.2/2022 ● Seminar “Corporate Governance Report of Thai Listed Company 2023” 		
By Thai Listed Companies Association (TLCA)		
<ul style="list-style-type: none"> ● Seminar “Nomination and Appointment of Directors” 		
By SEC and SET		
<ul style="list-style-type: none"> ● Training course "SET Sustainability Reporting Guide ESG Metrics No.2 Consumer Product” ● Training course "SET Sustainability Reporting Guide ESG Metrics No.8 Property & Construction” ● Seminar “Open House Best practices in Reporting and Disclosure” ● Seminar “Preparation 56-1 One Report 2566 SETLink” ● Seminar “Preparation 56-1 One Report 2023 for DAP e-Shareholder Meeting 		



Working experiences

- Director, Corporate Secretary and Chief Operating Officer of Dimet (Siam) PCL. (Current)
- Director and Managing Director of Super Fast Supply Co., Ltd. (Current)
- HR Consultant, MST Logistics Co., Ltd. (2021)
- Thai Airways International PCL. (2000-2021)
 - Provident Fund Office
 - HR Business Partner (for Commercial Department)
 - Personnel Planning & Analysis Department
 - Manpower Planning & Analysis Department
 - Travel Industry Relations Department
 - Customer Relations Department (Services & Settlement)
- HR Consultant, Watson Wyatt Thailand Co.,Ltd. (1997-1999)
- Private Banking Group, Consulting and Advisory Services Department, and Credit Card Department, Bangkok Bank PCL. (1993-1995)

Shareholding in the Company None

Relationship with executives / major shareholders of the company / subsidiaries none

Meeting attendance in 2022

- Board of Directors: 7 / 7 times since appointed. (100%)
- Corporate Governance & Corporate Social Responsibility Committee: 1 of 1 time since appointed. (100%)
- Member of Nomination and Remuneration Committee: 2 of 2 times since appointed. (100%)

Capital Increase Report Form

Dimet (Siam) Public Company Limited

March 16, 2023

We, Dimet (Siam) Public Company Limited hereby report of the resolution of the Board of Directors No.3/2023, held on March 16, 2023, from 10.30 a.m. to 12.00 p.m., relating to a capital increase and share allotment as follows:

1. Capital Increase

The meeting of the Board of Directors passed a resolution approving the increase of the Company's registered capital from 1,649,640,413 Baht to 2,137,265,063 Baht by issuing 975,249,300 shares at par value of 0.50 Baht per share as 487,624,650 Baht in total. The detail of each type of capital increase as follows.

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Preferred	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary Preferred	975,249,300 -	0.50 -	487,624,650

2. Allotment of new shares

2.1 Specific Purpose of Use of Proceeds

Allotted to	Number of shares (shares)	Ratio (Old : New)	Sale price (THB/share)	Subscription and payment period	Note
-	-	-	-	-	-

2.2 The details of allotment under the General Mandate

Allotted to	Type of shares	Number of shares (shares)	Percentage of paid-up capital*	Note
Existing Shareholders	Ordinary	731,437,000	30	-
	Preferred	-	-	-
General public	Ordinary	-	-	-
	Preferred	-	-	-
Specific persons	Ordinary	243,812,300	10	-
	Preferred	-	-	-

*Percentage of paid-up capital on the date that The Board of Directors resolves to increase capital under General Mandate

Remarks :

1. The Company may either entirely or partially allocate the newly issued ordinary shares, whether in single or sequential allocation. In any case, the aggregate number of newly issued ordinary shares to be allocated to the existing shareholders (Rights Offering) and to specific persons (Private Placement) under the General Mandate basis shall not exceed 731,437,000 shares or not exceed 30 percent of the paid up registered capital of the Company as at the date the board of directors approving the increase of the registered capital
2. The specific persons under the Private Placement basis, who shall receive the allocation of the newly issued ordinary shares under the General Mandate basis, must at least have one of the following qualifications and shall not be the related persons of the Company as specified in the Notification of the Capital Market Supervisory Board No.TorChor. 21/2551 Re : Rules on Connected Transaction and the Notification of the Stock Exchange of Thailand Re : Disclosure of Information and Practices of Listed Company in Respect of Connected Transaction B.E. 2546:
 - 1) being institutional investors in accordance with the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re :Determination of Definitions in the Notification Relating to Issuance and Offer for Sale of Securities; or
 - 2) being individual investors or juristic persons that have a stable financial status and a potential to an actual investmentIn case of allocation newly issued ordinary shares to specific person under Private Placement basis, the Company will disclose the name of specific persons who shall receive the allocation of newly issued ordinary shares accordingly.
3. The offering price of the newly issued ordinary shares to the specific investors by means of the Private Placement under the General Mandate shall be “Market Price” which means the weighted average price of the Company’s shares trading on the stock exchange of not fewer seven consecutive business days but not more than fifteen consecutive business days prior to the date for determination of such subscription price. The weighted average price using in the calculation must be the daily average price for trading. In this regard, the date for determination of the subscription price shall not be earlier than three business days prior to the first subscription date where the shares shall be offered to the investors. In the case that the Board of Directors of the Company deems that there is an appropriate cause by taking into account of the best interests of the Company, the Board of Directors may determine the offering price with a discount of not more than 10 percent of the market price, provided that the Board of Directors has taken into consideration of the market status at that time in determining such discount, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor.

72/2558, Re: Approval of Offering for Sale of Newly--Issued Shares by Listed Companies to Specific Persons.

4. The Board of Directors' Meeting has resolved to approve the authorization to the Board of Directors to take any action relating to the allocation of the newly issued ordinary shares as follows:

- 1) to consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price of newly issued ordinary shares, number of allocations of the newly issued ordinary shares, whether single or sequential allocation, period of the offering, payment of share subscription price, name of specific persons under private placement basis, other conditions, and details in connection with the allocation of such newly issued ordinary shares.
- 2) to enter into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and
- 3) to execute applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver documents and evidence to the relevant authorities or agencies, listing of such newly issued ordinary shares on the Stock Exchange of Thailand "(SET)" and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

3. Schedule for a shareholders' meeting to approve the capital increase/allotment.

The Annual General Meeting of 2023 held on April 28, 2023 at 9.00 a.m. at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan Province 10280.

The record date for determining the right of shareholders to attend the 2023 Annual General Meeting of shareholders will be on April 3, 2023 (Record Date).

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

- 4.1 The Company will apply for the registration of the capital increase, the change of paid-up capital and amendment of the Memorandum of Association with with the Department of Business Development, Ministry of commerce.
- 4.2 The Company shall apply for approval from the SET for listing of the newly issued ordinary shares as listed securities on the SET.

5. Objectives of the capital increase and the use of proceeds received from the capital increase.

5.1 To use as working capital for the Company's operation.

5.2 To reserve for the Company's future business expansion and to broaden the Company's capital base for investment in manufacturing and/or distributing of consumer goods businesses and/or related business and/or related to the current business and/or potential business that have a good return on investment.

6. Benefits to the Company related to the capital increase/share allotment.

An increase in capital will improve the Company's source of funds. This is to strengthen the Company's capital structure and financial position, as well as to increase operational efficiency in the Company's existing business and to invest in new businesses that can be extended from the Company's existing business flexibly, which will affect the Company's performance to be a better development.

7. Benefits which the shareholders will receive from the capital increase/share allotment.

7.1 The Company has a policy to pay dividends to the shareholders at the rate of 40 percent of net profit after deducting all kinds of reserves as prescribed in the Articles of Association and by law if there is no other necessity and the dividend payment shall in no way affect the Company's operations in material aspects. The Board of Directors' meeting shall propose the dividend payment to the Shareholders' Meeting for approval, except interim dividend, which the Board of Directors is empowered to approve such interim dividend payment, and then report the same to the next Shareholders' Meeting.

7.2 After the private placement investors have been allocated the newly issued ordinary shares and have been registered as shareholders of the Company, they will be entitled to receive the dividends when the Company declares dividends in the same manner as the Company's existing shareholders.

8. Other Details Necessity for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation

- none -

9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase or allotment of new shares.

No.	Procedures	Date/Month/Year
1	The Board of Directors' Meeting No. 3/2023	March 16, 2023
2	Record Date to determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders No.1/2023	April 3, 2023
3	Date of the Annual General Meeting of Shareholders No.1/2023	April 28, 2023
4	Registration of the change of the paid-up capital with the Ministry of Commerce	Within 14 days from the date the Company received payment for newly issued ordinary shares



บริษัท ไดเมท (สยาม) จำกัด (มหาชน)
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Tel: + 66 2323 2800-6 Fax: + 66 2323 2807
www.dimetsiam.com e-mail : contact@dimetsiam.com

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

-Voradit Thanapatra-
Signature.....
(Mr.Voradit Thanapatra)
Director

-Anya Thaworanun -
Signature.....
(Mrs.Anya Thaworanun)
Director

Enclosure no.5

Definition of “Independent Director”

1. Holding shares not more than one percent of total number of shares with voting rights applicant new company, subsidiary, affiliated company, major shareholders or authorized person.
2. Shall not be a Director, staff, employee, monthly consultant or authorized person whom controls company, subsidiaries, associates, same level of subsidiaries, major shareholders unless termination of such relationship has been not less than 2 years before appointed as Audit Committee. Mentioned, relationship not includes Independent formers governor or consultant of governor which are major shareholders or authorized person whom control company.
3. No Family relationship or registered under law as father, mother, spouse, brother and child includes spouse’ s child, executives, major shareholders, authorized control person or any person proposed as Executives or authorized control person of company or subsidiaries.
4. No business relationship with company, major company, subsidiaries, Associates, major shareholders or company control person in nature of interfere with independent discretion nor are or having been a significant shareholder or who has control of people who have business relationships with major companies, subsidiaries, associates, major shareholders or person control of company unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors Business Relationship under the first paragraph including any business trading to operates, lease, property rental or transaction involving assets or services or giving or receiving financial assistance with reception or loan, guarantee of assets as collateral as well as other circumstances with effects company or contract parties owed to the other party from 3 percent of company tangible assets or from 25 Million Baht onward whichever is lower. By this, the calculations of liabilities are in accordance with calculation of related transaction as announces from Capital Market Supervisory Board by defer only to consider the debt burden than total debts incurred during 1 year before the date of business relationship with same person.
5. Nor or Auditor of company, subsidiaries, associates, major shareholders or person control company nor are or having been a significant shareholders or who has control of people or partner of Audit Firm with partner of Auditor of company, subsidiaries, associates, major shareholders or people control company belong unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.
6. Not be or used to be professional services including law consulting service or financial assistance which has been charged over 2 million Baht per year from company, subsidiaries, associates, major shareholders or people control company nor are or having been a significant shareholders or who has

control of people or partner with professional services unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.

7. Not be appointed Directors for behalf of Company Director, major shareholders or shareholders who are concerned with major shareholders.
8. Not operate the same business and significant competitive business with company or subsidiaries or not significant partner in partnership or Directors of such business, employees who earn fixed or held more than 1 percent of overall Ordinary Share of another company which operates the same business and be a significant with company or subsidiaries.
9. Other characteristic preventing the independent opinion of company operation.

After being appointed as an independent director with characteristics as in items (1) to (9), an independent director may be assigned by the Board of Director to decide the business operations of the licensor, parent company, subsidiary company, associated company, same level subsidiary company major shareholder or the controlling party of the licensor either decisions in the form of collective decisions.

Enclosure no.6

Profiles of the independent directors for proxies appointment

1. Police General Adis Ngamchitsuksri

- Age : 63 Years Old
- Nationality : Thai
- Position Before Retirement : Special Advisor of Royal Thai Police
- Highest Education
 - Master of Public Affairs, Kentucky State University United States of America
 - Master of Political Science , Sukhothai Thammathirat Open University
 - Bachelor of Public Administration, Royal Police Cadet Academy
- Highest Education
 - “Energy Literacy for a Sustainable Future” TEA Class 15, Thailand Energy Academy
 - “Top Executive Program in Commerce and Trade” Class 9, University of the Thai Chamber of Commerce
 - “The National Defence College of Thailand” Class 56,
 - “Senior Justice Administrator” Class 14, Judicial Training Institute
 - “Politics and Governance in Democratic Systems for Executives” Class 8, King Prajadhipok's Institute
- Present holding position of director / other
 - Sub Committee on Water Transport and Merchant Marine, The Chamber of Commerce and Board of Trade of Thailand
 - Vice President of the Cannabis Utilization Monitoring Committee
 - Director of Thailand Transport Portal
 - Executive Director of Express Transportation Organization of Thailand
 - Advisor of the State Railway of Thailand



- ❖ Holding a position in a business that competes with or is related to the Company's business -None-
- ❖ that may cause conflicts of interest to the Company
- ❖ Illegal record in the past 10 years -None-
- ❖ Interests in the Company / Parent Company / Subsidiary / -None-
- ❖ Associated Company or juristic person that may have conflicts of interest at present or during the past 2 years
 - Being a director who takes part in the management, an employee, an employee or an advisor who receives a regular salary -None-
 - Have a significant business relationship which may result in inability to act independently -None-

2. Mr. Pisut Rakwong

- Age : 48 Years Old
- Nationality : Thai
- Highest Education



- Thai Barrister Office of Legal Education Training of the Thai Bar Association 2010
- Diploma of the Lawyer Program who certifies signatures and documents, Class 12 of the Lawyers Council of Thailand 2009
- Certificate in Law Course Lawyers Training Office of the Lawyers Council 1999
- Bachelor of Laws Ramkhamhaeng University 1998

- Training

- Director Accreditation Program (DAP) No. 164/2019
- Certificate of Continuing Professional Development from IR GLOBAL Institute in London, United Kingdom, 2018
- Certificate of Continuing Professional Development from IR GLOBAL Institute in Frankfurt, Federal Republic of Germany 2017

- Present holding position of director / other

- Managing Director, Pisut and Partners Co., Ltd. (May 2016 to present)
- Independent Director, Altitude Development Company Limited (October 2018 to present)

❖ Holding a position in a business that competes with or is related to the Company's business -None-

❖ that may cause conflicts of interest to the Company

❖ Illegal record in the past 10 years -None-

❖ Interests in the Company / Parent Company / Subsidiary / -None-

❖ Associated Company or juristic person that may have conflicts of interest at present or during the past 2 years

- Being a director who takes part in the management, an employee, an employee or an advisor who receives a regular salary -None-
- Have a significant business relationship which may result in inability to act independently -None-

3. Mr.Watchara Achakornlak

- **Age** : 57 Years Old
- **Nationality** : Thai
- **Highest Education**
 - Master of Science in Finance (MSF) with Honor, University of Houston-Clear Lake, USA
 - Master of Business Administration (M.B.A.), Chulalongkorn University
 - Bachelor of Engineering (Civil Engineering), Chulalongkorn University
- **Training**
 - Director Accreditation Program (DAP) No. 164/2019
 - Certificate of Continuing Professional Development from IR GLOBAL Institute in London, United Kingdom, 2018
 - Certificate of Continuing Professional Development from IR GLOBAL Institute in Frankfurt, Federal Republic of Germany 2017
- **Present holding position of director / other**
 - Director of the Board, PPTC Co., Ltd.
 - Director of the Board, SSUT Co., Ltd.
 - Director of the Board, TAC Energy Co., Ltd.
 - Director of the Board, Thassiri Co., Ltd.
 - Director of the Board, Eastern Cogeneration Co., Ltd
- ❖ **Holding a position in a business that competes with or is related to the Company's business -None- that may cause conflicts of interest to the Company**
- ❖ **Illegal record in the past 10 years** -None-
- ❖ **Interests in the Company / Parent Company / Subsidiary /** -None-
- ❖ **Associated Company or juristic person that may have conflicts of interest at present or during the past 2 years**
 - Being a director who takes part in the management, an employee, an employee or an advisor who receives a regular salary -None-
 - Have a significant business relationship which may result in inability to act independently -None-



Enclosure no.7

Memorandum of Association of the Company regarding the Shareholders' Meeting

1. Shareholders' Meeting

Article 35. The Board of Directors shall call an Annual General Meeting of shareholders within four months of the end of the Company's fiscal year.

The meeting of shareholders other than the above mentioned shall be called extraordinary meeting of shareholder.

The board of directors may call an extraordinary meeting of shareholders when appropriate or when shareholders holding shares of not less than 10 percent of total shares sold thus writing, they may request Board of Directors to call an extraordinary general meeting of shareholders any time but need to specify clearly subjects and reasons in invitation letter. In this regard, Board of Directors shall proceed to call extraordinary meeting of shareholders within 45 days counting from date received letter from shareholders

In case Board of Directors did not call the meeting in accordance to paragraph two all shareholders who are nominated or Holding other shares together, the number of shares as specified, may call a meeting by oneself within 45 days counting from due to expiration of period under paragraph two. In this case, considered shareholders meeting called by Board of Directors will be responsible for any expenses as necessary from arrangement of meetings and appropriate facilities

In case meeting held under paragraph three, amount of shareholders which meeting does not constitute a quorum as specified in Article 35 then shareholders under third paragraph must jointly be responsible for expenses incurred from arrangement of meeting at that time for company

Article 36. To call a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient details. Moreover, the agenda shall be explained clearly as proposed for acknowledgement, approval or consideration including the comments and explanations by the board of directors. The written notice shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

The board of directors shall fix the date, time and place of the meeting. The place shall be in the locality in which the head office or a branch of the Company is located or unless otherwise stipulated by the articles of association

2. Quorum

Article 37. In a meeting of shareholders, the number of shareholders and proxies (if any) attending shall not be less than 25 persons and the number of shares combined shall not be less than one - third of the total number of authorized shares then meets a quorum

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed under paragraph one, if such meeting of shareholders was called as a result of a request by the shareholders such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 38. Chairman of the board of directors shall be chairman of the shareholders' meeting. In the event that Chairman of the Board is not present at the meeting or is unable to perform his duties then Vice Chairman of the Board shall preside over the meeting. If there is no Vice Chairman or is absent in the meeting or unable to perform his duties then meeting shall elect any of the shareholders present to be the chairman of such meeting.

3. Voting

Article 39. In voting at the shareholders' meeting one share shall be deemed to have one vote and any shareholder has a special interest in any matter. That shareholder has no right to vote on that matter. In addition to voting for the election of directors and resolution of shareholders' meeting must consist of the following votes

- General case: the resolution shall be passed by a simple majority vote of the shareholders present at the meeting with the right to vote. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
- The resolution on following agenda item shall be passed by the votes of not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote.
 - Selling or transferring of the whole or important parts of the business of the Company to other parties
 - Purchasing or accepting of transfer of the business of other companies or private companies by the Company
 - Making, amending or terminating of contracts for renting out the whole or important parts of the business of the Company

- Assigning other person(s) to manage the Company's business
- Merger of the Company and others with an objective to share profit and loss
- Amending the Articles of Association or the Company's regulations
- Increasing or decreasing the Company's capital or issuing debenture
- Merger or liquidating the Company

Enclosure no.8

Registration conditions and procedure and necessary documents to be presented at the meeting

◆ Documents and Identification (an attendee has to present prior to attend the meeting)

1. In case of individual person

1.1 Ordinary Person

Valid identification documents issued by the government, such as a national ID card or government official ID card or driver license or passport (Foreigner). For those shareholders or individual who have change the name or surname, documentary evidence of such change shall be presented for admission purpose.

1.2 Juristic Person by representative of Juristic Person (Authorized Directors)

- (1) The original identity document in Clause 1.1 of the juristic person's representative (Authorized Director)
- (2) Certified copy of the company registration certificate of the juristic person (Authorized director) showing the name of the individuals authorized to sign on behalf of the juristic person (authorized directors) attend the meeting in person as authorized directors on behalf of juristic person as shareholders; not more than 6 months before meeting dated thus certified true copy by the juristic person's representative (Authorized director) with company seal (if any)

2. In case of proxy

2.1 Proxy holder is an individual

- (1) Proxy Form (A, B or C any one of them) duly and correctly filled out and signed by the shareholder as proxy grantor.
- (2) A certified copy of valid identification documents shareholders issued by a government agency under clause 1.1
- (3) A certified copy of valid identification documents of the proxy holder issued by a government agency under clause 1.1
- (4) The original identity document in clause 1.1 of proxy holder

2.2 Proxy holder is a Thai juristic person (A completed Proxy Form A or Form B which is accurately filled and signed by grantor with company's seal)

Proxy Form A or Form B, filled with correct and complete information and signed by authorized director of the juristic person granting proxy. With the company seal (if any) and the person by proxy

- (1) A copy of shareholder's juristic registration certificate issued by the Department of Business Development; Ministry of Commerce (which shows that the director who signed as the proxy Being a director who has the authority to sign on behalf of a juristic person (shareholder) not more than 6 months before the meeting date and signed to certify a true copy by an authorized director with company seal (if any)
- (2) A copy of the identity document in accordance with Article 1.1 of the authorized signatory director who signs the proxy form. Which such person has signed to certify a true copy
- (3) A shareholder has signed a certified true copy.
- (4) A copy of the identity document in accordance with Clause 1.1 of the proxy which the proxy has signed to certify a true copy
- (5) The original identity document in Clause 1.1 of the proxy holder.

2.3 In case of proxies to independent directors of Dimet (Siam) PCL.

If a shareholder wishes to appoint an independent director, directors of Dimet (Siam) Public Company Limited attend the meeting and vote. Please provide the following documents and request to send it back to Corporate Secretary, Dimet (Siam) Public Company Limited, No.602, Moo 2, Sukhumvit Road, Bang Poo Mai, Muang Samutprakarn, Samutprakarn, 10280

Proxy Form A or B which is filled in correct, complete, clear as signed by the proxy

1. In case a shareholder is an ordinary person, the documents in accordance with Clause 2.1 (2) are required
2. In the event that a shareholder is a juristic person, the documents as specified in 2.2 (2) and 2.2 (3) are required.

3. In case using finger print instead of signing

Print with your left thumb and write a message saying "Left thumb print of " and two witnesses must certify that it is fingerprinting. Indeed must print fingerprints in presence of witnesses which witness must sign for certification and must attach a copy of a national identity card or government official identification card or any other

Registration conditions and procedure and necessary documents to be presented at the meeting

identification card issued by a government agency which appears the photograph and has not expired (In case of correction of name - surname must present evidence certifying such change) of the witness and certified true copy attached together.

4. In case shareholders has pass away

Let the trustee attend the meeting in person or authorize others to attend the meeting on their behalf. There must be a court order document appointing the trustee which signed by the authorized person not more than 6 months before meeting date to show additional

5. In case shareholder is underage

To allow parents or legal guardians to attend the meeting in person or to give proxy to others attend meeting instead. A copy of the house registration of underage shareholders must also be presented

6. In case a shareholder is an incompetent person or a quasi-incompetent person

Have a guardian or a guardian to attend meeting in person or authorize others to attend the meeting on their behalf. There must be an order document appointing a custodian or guardian certified by an authorized person not more than 6 months prior to the meeting date.

7. In case foreigner investor and assigned custodian in Thailand as depository

In the case of a shareholder appointing a proxy to attend the meeting

1. Proxy Form A or B or C which information is correct, complete, clear and signed by the grantor and the proxy, the proxy must be signed by the custodian authorized person and the evidence must be attached with the proxy form.
 - 1.1 Power of attorney from shareholders to the Custodian to act to sign the proxy form.
 - 1.2 A letter confirming that the person who signs the proxy form is authorized to operate business Custodian.
2. The proxy must present the original identity document issued by a government agency, such as an ID card or passport. (In the case of a foreigner) government official identification card or any other identification card issued by a government agency Which appears the photograph And has not expired (In case of correction of name - surname Must show evidence certifying such changes) of the proxy to the officer To register to attend the meeting.

◆ Proxy Authorization

The forms to vote by proxy in accordance with the announcement of the Department of Business Development, Ministry of Commerce as follow;

- Proxy Form A: a general and simple form.
- Proxy Form B: a fixed and specific details authorizing form
- Proxy Form C: for foreign shareholders appointing Custodians in Thailand

Shareholder who is unable to presence at the meeting has to comply with the following procedures

- Use only one proxy form.
- The appointment of a proxy holder must be made to only 1 individual by giving name and details of the proxy holder.
- Any correction made in the Proxy Form must be initial by the grantor.
- To be binding upon the parties, a THB 20-duty stamp must be place in the Proxy Form.

However, the shareholders cannot split number of shares by granting multiple proxies to split their votes. And shareholders must give proxy equal to the number of shares they hold by being unable to partially appoint proxies less than amount they holds

◆ Registration to attend the meeting

Registration for attending the shareholders' meeting will begin 1 hour before or from 08.00 am onwards on Friday 28th April 2023 at 09.00 am, at Ballroom Meeting Room, Bangpoo Golf & Sport Club, 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan 10280. according to the map of the meeting venue

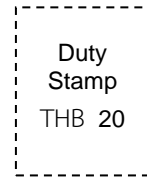
◆ Voting in shareholders' meeting

1. Voting for each agenda shall be made openly by raising of hand. By counting one share as one vote how many shareholders or proxies have to vote? One thing is to agree, disagree, or abstain. A partial vote cannot be divided.
2. In the case of proxy - The proxy must vote as the grantor stated in the proxy form only. If the proxy does not specify the intention to vote in the proxy form or not clearly stated Proxies have the right to consider and vote, but cannot split the voting into certain parts, i.e. agree, disagree or abstain

Map of venue of
2023 Annual General Meeting of Shareholder
Ballroom Meeting Room, Bangpoo Golf & Sport Club,
No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District,
Mueang Samut Prakan District, Samut Prakan 10280



PROXY FORM A (SIMPLE FORM)
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550



Written at.....

Date.....Month.....Year.....

1. I / We.....Nationality.....

Resides at Road Tambon/Kwaeng

ProvincePostal Code

2. Being a shareholder of **Dimet (Siam) Public Company Limited**

holds a total of..... shares and entitled to have.....vote(s) as follows:

Ordinary share:shares, entitled to have.....vote(s); and

Preference share:shares, entitled to have.....vote(s).

3. Giving a proxy to:

(3.1) Age:years Residing at House No.....

Road:.....Sub-district:.....

District:Province:Postal Code: or

(3.2) POL.GEN Adis Ngamchitsuksi Age 63 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai, Muang Samutprakarn, Samutprakarn or

(3.3) Mr. Pisut Rukwong Age 48 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai, Muang Samutprakarn, Samutprakarn

(3.4) Mr.Watchara Achakornlak Age 57 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai, Muang Samutprakarn, Samutprakarn

Any one of the above persons is my representative to attend the meeting and vote on my behalf in 2023 Annual General Meeting of Shareholders on Friday, April 28, 2023 at 9.00 am, at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan Province 10280

Any actions taken by the proxy in the meeting are regarded as my own action

Sign.....Grantor

(.....)

Sign.....Proxy Holder

(.....)

Sign.....Proxy Holder

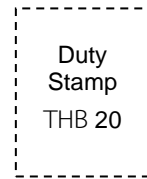
(.....)

Sign.....Proxy Holder

(.....)

Notes:

The Shareholder who wishes to give a proxy must authorize only one proxy to attend and vote in the meeting. Dividing of shares to several proxies for the purpose of voting is not permitted in the meeting. Dividing of shares to several proxies for the purpose of voting is not permitted.



PROXY FORM B (SPECIFIC DETAILS FORM)

Date.....Month.....Year.....

(1) I,Nationality:.....

Residing at House No..... Road:Sub-district:

District:Province:Postal Code:

(2) Shareholder of **Dimet (Siam) Public Company Limited**

holds a total of..... shares and entitled to have.....vote(s) as follows: Ordinary share:
.....shares, entitled to have.....vote(s); and Preference share:shares, entitled
to have.....vote(s).

(3) Giving a proxy to: (details attached in enclosure no.5)

1 Age:years Residing at House
No.....Road:.....Sub-district:.....

District:Province:Postal Code: or

2 Age:years Residing at House
No.....Road:.....Sub-district:.....

District:Province:Postal Code: or

3 Age:years Residing at House
No.....Road:.....Sub-district:.....

District:Province:Postal Code: or

4 POL.GEN Adis Ngamchitsuksi Age 63 years old, No.602, Moo 2, Bangpoo Industrial Estate,
Bangpoo Mai, Muang Samutprakarn, Samutprakarn or

5 Mr. Pisut Rukwong Age 48 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai,
Muang Samutprakarn, Samutprakarn

6 Mr.Watchara Achakornlak Age 57 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai, Muang
Samutprakarn, Samutprakarn

Any one of the above persons is my representative to attend the meeting and vote on my behalf in 2023
Annual General Meeting of Shareholders on Friday, April 28, 2023 at 9.00 am, at Ballroom Meeting Room, Bangpoo
Golf & Sport Club, No. 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District,
Samut Prakan Province 10280 or on the date maybe postpone or changed

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2022 which was held on June 30, 2022.

(A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda 2 To acknowledge the Company's operating results for the year 2022.

Since this agenda is for acknowledgment therefore, no voting

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2022.

(A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda 4 To consider and approve the non-appropriation of legal reserve and the omission of dividend payment from the Company's operation in 2022.

(A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda 5 To consider and approve the election of Company's directors to replace of those who will retire by rotation

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.

(B) The proxy shall vote as per my/our intention as follows:

Appointment of the Whole Board of Directors

Approve Disapprove Abstain

Appointment of Individual Director

1. Mr. Wichai Wanavit

Approve Disapprove Abstain

2. Mr. Pisut Rakwon

Approve Disapprove Abstain

3. Mrs. Anya Thaworanun

Approve Disapprove Abstain

Agenda 6 To consider and approve the remuneration of the Board of Directors and Sub-committees for the year 2023

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 7 To consider and approve the appointment of auditors and determine the audit fee for the year 2023

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 8 To consider and approve the increase of the Company's registered capital under General Mandate in the amount of THB 487,624,650 from the registered capital of THB 1,649,640,413 to THB 2,137,265,063 by issuing ordinary shares 975,249,300 shares with a par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase.

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 9 To consider and approve the allocation of the company's registered capital under the General Mandate in the amount of not exceeding 975,249,300 shares at par value of 0.5 baht per share

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 10 Other matters (if any)

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

(5) In case that the proxy holder does not vote per my/our intention specified in the proxy, the vote is regarded as invalid vote and not accounted as my/our, a shareholder(s), vote.

(6) If I/we did not declare or indicate clearly the requirement to vote in any agenda item; or if the Meeting is to consider and vote for a resolution on other agenda items to other agenda not mentioned in the proxy, the proxy holder will have full right to consider and vote accordingly for me/us.

Signed.....Grantor
(.....)

Signed.....Proxy Holder
(.....)

Signed.....Proxy Holder
(.....)

Signed.....Proxy Holder
(.....)

Signed.....Proxy Holder
(.....)

Remarks

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. Agenda for election directors could be the whole Board of Directors or certain directors can be elected.
3. In case that there are other agenda for consideration other than those abovementioned, the shareholder may additionally specify on the regular continued Proxy Form B (attached).

The regular continued Proxy Form B

The proxy of the shareholder of **Dimet (Siam) Public Company Limited**

The 2023 Annual General Meeting of Shareholders to be held on Friday April 28, 2023 at 09.00 AM at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No. 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan Province 10280 or on the date and the place as may be postponed or changed

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda..... Subject: Elect new Directors (continue)

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

I certify that All entries in the identification form per proxy form are correct and true in all respects.

Signed.....Grantor
(.....)

Signed.....Proxy Holder
(.....)

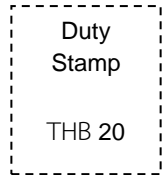
Signed.....Proxy Holder
(.....)

Signed.....Proxy Holder
(.....)

Signed.....Proxy Holder
(.....)

PROXY FORM C

(In case of the shareholder's foreign investor and appoint
Local custodian as their representation)



Date.....Month.....Year.....

(1) I,Nationality:.....

Residing at House No..... Road:Sub-district:

District:Province:Postal Code:

As entrepreneur and maintain a depository shares (custodian) to

.....

(2) am / are a shareholder(s) of **Dimet (Siam) Public Company Limited**

Holding the total amount of.....shares Cast Vote Totaling.....Vote (s)

Common Share.....shares Cast Vote Totaling.....Vote (s)

(3) Giving a proxy to: (details attached in enclosure no.5)

1 Age:years Residing at House
No.....Road:.....Sub-district:.....

District:Province:Postal Code: or

2 Age:years Residing at House
No.....Road:.....Sub-district:.....

District:Province:Postal Code: or

3 Age:years Residing at House
No.....Road:.....Sub-district:.....

District:Province:Postal Code: or

4 POL.GEN Adis Ngamchitsuksi Age 63 years old, No.602, Moo 2, Bangpoo Industrial Estate,
Bangpoo Mai, Muang Samutprakarn, Samutprakarn or

5 Mr. Pisut Rukwong Age 48 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai,
Muang Samutprakarn, Samutprakarn

6 Mr.Watchara Achakornlak Age 57 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai, Muang
Samutprakarn, Samutprakarn

Any one of the above persons is my representative to attend the meeting and vote on my behalf in
2023 Annual General Meeting of Shareholders on Friday, April 28, 2023 at 09.00 am, at Ballroom Meeting Room,
Bangpoo Golf & Sport Club, No. 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan
District, Samut Prakan Province 10280 or on the date maybe postpone or changed

(4) We authorize our proxy to attend the meeting and cast the votes on our behalf in the following manner

Grant proxy the total amount of shares held and entitled to vote

Grant partial shares of

Common Shareshares and having the right to votes equal tovotes

Total voting right votes

(5) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2022 which was held on June 30, 2022.

(A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve

Disapprove

Abstain

Agenda 2 To acknowledge the Company's operating results for the year 2022.

Since this agenda is for acknowledgment therefore, no voting

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2022.

(A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve

Disapprove

Abstain

Agenda 4 To consider and approve the non-appropriation of legal reserve and the omission of dividend payment from the Company's operation in 2022.

(A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve

Disapprove

Abstain

Agenda 5 To consider and approve the election of Company's directors to replace of those who will retire by rotation

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
- Appointment of the Whole Board of Directors
 - Approve Disapprove Abstain
 - Appointment of Individual Director
 1. Mr. Watchara Achakornlak
 - Approve Disapprove Abstain
 2. Mr. Ho-Chih Huang
 - Approve Disapprove Abstain
 3. Mr. Noppadol Kanjanatawewat
 - Approve Disapprove Abstain
 4. Mr. Yao Lang Chang
 - Approve Disapprove Abstain

Agenda 6 To consider and approve the remuneration of the Board of Directors and Sub-committees for the year 2023

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 7 To consider and approve the appointment of auditors and determine the audit fee for the year 2023

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 8 To consider and approve the increase of the Company's registered capital under General Mandate in the amount of THB 487,624,650 from the registered capital of THB 1,649,640,413 to THB 2,137,265,063 by issuing ordinary shares 975,249,300 shares with a par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase.

(A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda 9 To consider and approve the allocation of the company's registered capital under the General Mandate in the amount of not exceeding 975,249,300 shares at par value of 0.5 baht per share

(A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda 10 Other matters (if any)

(A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

(5) In case that the proxy holder does not vote per my/our intention specified in the proxy, the vote is regarded as invalid vote and not accounted as my/our, a shareholder(s), vote.

(6) If I/we did not declare or indicate clearly the requirement to vote in any agenda item; or if the Meeting is to consider and vote for a resolution on other agenda items to other agenda not mentioned in the proxy, the proxy holder will have full right to consider and vote accordingly for me/us.

I/we shall be fully liable for any action, except not voting per my/our specified intention, taken by the proxy holder at the Meeting.

Signed.....Grantor

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Remarks

1. Proxy Form C is only for whose name appears in registration book as foreign investor
2. Evidence must attaches with proxy
 - (1) Letter of Proxy from shareholders to custodian signing instead
 - (2) Confirmation letter of signing instead to business license of custodian
3. Shareholders who appoint a proxy must authorized only one to attend the meeting and voting shares could not be separated for so many people to for separate proxy voting.
 1. Agenda of election Directors can elect all Directors or individual.
 2. In case that there are other agenda for consideration other than those abovementioned, the shareholder may additionally specify on the regular continued Proxy Form C (attached).

The regular continued Proxy Form C

The proxy of the shareholder of **Dimet (Siam) Public Company Limited**

The 2022 Annual General Meeting of Shareholders to be held on Friday April 28, 2023 at 09.00 AM at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No. 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan Province 10280 or on the date and the place as may be postponed or changed

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/ our behalf, as he/ she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/ our behalf, as he/ she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/ our behalf, as he/ she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/ our behalf, as he/ she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/ our behalf, as he/ she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda..... Subject: Elect new Directors (continue)

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

Registration Form

I / We.....Nationality.....

AddressShareholder's Registration's No.....

Being a shareholders of Dimet (Siam) Public Company Limited

Holding the total amount ofshares

Ordinary share.....shares

<p>การประชุมสามัญผู้ถือหุ้น ประจำปี 2566 The Annual General Meeting of Shareholders for The Year 2023 บริษัท ไดเมท (สยาม) จำกัด (มหาชน) Dimet (Siam) Public Company Limited วันศุกร์ที่ 28 เมษายน 2566 เวลา 09.00 น. Friday 28 April 2023 At 09.00 AM. ณ ห้องบอลรูม สนามกอล์ฟ บางปู กอล์ฟ แอนด์ สปอร์ต เลขที่ 191 หมู่ที่ 3 ถนนสุขุมวิท ตำบลแพรกษาใหม่ อำเภอเมืองสมุทรปราการ จังหวัดสมุทรปราการ 10280 at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan 10280. ข้าพเจ้า.....เป็นผู้ถือหุ้น หรือ ผู้รับมอบฉันทะของผู้ถือหุ้น Ishareholder of proxy holder of บริษัท ไดเมท (สยาม) จำกัด (มหาชน) หมายเลขบัตรประจำตัวประชาชน..... Dimet (Siam) Public Company Limited of which the identification number ได้มาเข้าร่วมประชุมดังกล่าวข้างต้น Attend the above-mentioned meeting ลงชื่อ.....ผู้เข้าร่วมประชุม Sign Meeting Attendant (.....) เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารชุดนี้มาด้วย For your convenience, shareholders or proxy holders wishing to attend the meeting, Kindly bring this set of documents for registration</p>	
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แบบฟอร์มขอรับรายงานประจำปี 2565

Requisition Form for 56-1 One Report

(กรุณารอรายละเอียดด้านล่าง แล้วส่งโทรสารไปที่หมายเลข 02-323-2807 หรือ

email: corporatesecretary@dimetsiam.com, investorrelations@dimetsiam.com)

(Please fill in the form and fax to 02-323-2807 หรือ email: corporatesecretary@dimetsiam.com,

investorrelations@dimetsiam.com)

เรียน เลขาธิการบริษัท

Dear Corporate Secretary

ข้าพเจ้า

I, (name)

ที่อยู่

Address

เมือง / จังหวัด

ประเทศ

City Country

รหัสไปรษณีย์

Postcode

มีความประสงค์จะขอรับรายงานประจำปี 2565 โดยขอให้จัดส่งไปยังที่อยู่ข้างต้น

Request for 56-1 One Report and financial statement by sending to the above address