



## Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

### Dimet (Siam) Public Company Limited

- Date** : Tuesday, June 6, 2023 at 8:00 AM.
- Meeting Place** : Head Office, Dimet (Siam) Public Company Limited, No. 602, Moo 2, Soi 1, Sukhumvit Road, Bang Pu Mai Sub-District, Mueang Samut Prakan District, Samut Prakan Province, 10280
- The Chairman** : Police General Adis Ngamchitsuksri, the Chairman of the Board of Directors / Independent Director and the Member of the Audit Committee
- Secretary of the Meeting** : Mrs. Anya Thaworanun, Company Secretary
- Shareholders entitled to attend the Meeting** : The total number of shareholders as of May 17, 2023 (Record Date) was 6,151, representing 2,438,123,566 shares.
- Meeting Commencement** : The total number of shareholders and proxies attending the Meeting was 131, representing 1,733,077,272 shares or 71.0824 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. Anya Thaworanun, the Company Secretary, welcomed the shareholders to the Extraordinary General Meeting of Shareholders No. 1/2023 of Dimet (Siam) Public Company Limited (the “Company”) and appointed Mr. Kudun Sukhumananda, Partner of Kudun and Partners Company Limited, the legal advisor of the Company, as the Moderator of the Meeting.

Mr. Kudun Sukhumananda informed the Meeting that there were 12 shareholders attending the Meeting in person, representing 31,288,010 shares and 119 proxies attending the Meeting, representing 1,701,789,262 shares. Therefore, the total number of shareholders attending the Meeting was 131 shareholders, which represented 1,733,077,272 shares, equivalent to 71.0824 percent of total number of shares sold of the Company. Thus, the quorum was formed in according with Article 37 of the Company's Articles of Association.

Mr. Kudun Sukhumananda introduced the directors, executives and advisors of the Company who were in attendance to the Meeting as follows:



**Directors Present at the Meeting:**

- |    |                                    |   |
|----|------------------------------------|---|
| 1. | Police General Adis Ngamchitsuksri | Chairman of the Board of Directors / Independent Director / Member of the Audit Committee           |
| 2. | Dr. Voradit Thanapatra             | Director / Chief Executive Officer  |
| 3. | Mr. Watchara Achakornlak           | Independent Director / Chairman of the Audit Committee (attending the Meeting via video conference) |
| 4. | Mr. Noppadol Kanjanatawewat        | Director  |
| 5. | Mrs. Anya Thaworanun,              | Director / Company Secretary / Secretary of the Audit Committee                                     |

In this instance, Mrs. Anya Thaworanun is the director with a conflict of interest pertaining to the Meeting's agenda. Thus, she attended the Meeting only as the Company Secretary and the Secretary of the Audit Committee.

**Directors Note Present at the Meeting due to the Conflict of Interest with the Meeting's Agenda:**

- |    |                     |  |
|----|---------------------|--|
| 1. | Mr. Wichai Wanavith | Vice Chairman of the Board of Directors              |
| 2. | Mr. Pisut Rakwong   | Independent Director / Member of the Audit Committee |

**Highest-Ranking Financial Executive:**

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

**Legal Advisors from Kudun and Partners Company Limited:**

- |    |                           |                  |
|----|---------------------------|------------------|
| 1. | Mr. Kudun Sukhumananda    | Partner          |
| 2. | Miss Yanin Sirilak        | Senior Associate |
| 3. | Miss Viparat Timprathuang | Associate        |

Mr. Kudun Sukhumananda 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 the minutes of the Meeting. Thus, the Company must be given prior informing to 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 the compliance with laws, regulations, and rules prescribed by the Stock Exchange of Thailand (“SET”) or the Office of the Securities and Exchange Commission and invited Police General Adis Ngamchitsuksri, the Chairman of the Board of Directors, acted as the chairman of the Meeting (the “Chairman”), to give an opening speech for the Extraordinary General Meeting of Shareholders No.1/2023.

The Chairman declared the Extraordinary General Meeting of Shareholders No.1/2023 open and gave a welcome speech to the attendees. Prior to the commencement of Meeting according to the agenda, the Chairman appointed Mr. Kudun Sukhumananda to inform the details of the letters from shareholders, which has been submitted to the Board of Directors.

In order to announce for acknowledgement of the shareholders and for the purpose of recording of the minutes of the Meeting, Mr. Kudun Sukhumananda informed the Meeting that two shareholders, being Mr. Ho Chih Huang and Mr. Thaweethap Jittasophon, submitted the letters to the Board of Directors, containing two issues as follows:

- (1) Mr. Ho Chih Huang submitted the letter dated May 22, 2023, and Mr. Thaweethap Jittasophon submitted the letter dated June 6, 2023 to the Company, by appointing Mr. Sanchai Thapcharoen as a proxy with the authority to object the Extraordinary General Meeting of Shareholders No. 1/2023, the authority to send and receive relevant documents and the authority to respond to any addressed queries. Both of shareholders had requested the Board of Directors to cancel the Extraordinary General Meeting of Shareholders No. 1/2023.

In response to such request, Mr. Kudun Sukhumananda informed shareholders that the Board of Directors has summoned the Extraordinary General Meeting of Shareholders No. 1/2023 due to Company’s necessity to carry on business operation. Further, since the 2023 Annual General Meeting of Shareholders on April 28, 2023 was pending with issues in relation to the status of the Board of Directors of the Company, resulting as an unclarified issue pertaining to the structure of the Board of Directors of the Company, the directors therefore exercise their legal authority to summon this Meeting to consider the necessary agenda and to have a complete number of the directors attending the Meeting and enable the Company to carry on the business without any further doubts; and



- (2) Mr. Ho Chih Huang had requested the Company to submit information in relation to the personal data of the shareholders attending the 2023 Annual General Meeting of Shareholders.

In response to such request, Mr. Kudun Sukhumananda informed shareholders that, even though the Company acknowledged such request proposed by Mr. Ho Chih Huang, the Company has an absolute necessity to comply with personal data protection laws. As a result, the Company could not provide such information to Mr. Ho Chih Huang as requested. However, if this information is necessary for court proceeding, and the court has the discretion and issues any order to compel the Company to disclose such information to relevant parties, the Company would be pleased to conform and provide cooperation to such orders of the relevant courts.

In addition, prior to the commencement of the Meeting according to the agendas, the Chairman provided the opportunities for shareholders to pose any queries or additional comments in relation to the aforementioned requests. Mr. Kudun Sukhumananda opened the floor shareholders who had questions, including the two shareholders who submitted the request letters. If there were any unclear clarification or if any further information is required, shareholders are notified to raise such questions to the Meeting prior to proceeding to the first agenda.

**Mr. Sanchai Thapcharoen, the proxy acting on behalf of Mr. Thaweethap Jittasophon,** inquired that this Extraordinary General Meeting of Shareholders shall nominate three persons who were the former directors of the Company with the intention to nominate such persons as directors of the Company. For this instance, Mr. Sanchai inquired that, as the resolution of the 2023 Annual General Meeting of Shareholders on April 28, 2023 is legally effective and pending on the lawsuit filed at the Samut Prakan Provincial Court, and the court has yet to order any temporary injunction nor has the court ordered the revocation of the resolution of such meeting, the resolutions of such meeting would still be legally effective. Therefore, the nomination of such three persons by the Board of Directors (being the former directors who was disapproved by the 2023 Annual General Meeting of Shareholders to be appointed as directors of the Company for another term) to be appointed as directors by the resolution of this Meeting is, from Mr. Sanchai's opinion, is unlawful. Mr. Sanchai has requested this details in the minutes of the Meeting. In addition, Mr. Sanchai informed that Mr. Thaweethap Jittasophon, a shareholder of the Company, has not received any notice summoning the Meeting. The absence of the notice being submitted to Mr. Thaweethap Jittasophon is considered unlawful as the Company failed to submit the notice of the Meeting to Mr. Thaweethap Jittasophon within 7 days prior the Meeting as required by the law. Mr. Sanchai requested the Company to provide clarification.



Mr. Kudun Sukhumananda, the Moderator and the legal advisor of the Company, thanked for the questions and informed relevant details for recording in the minutes of the Meeting as follows; Mr. Kudun Sukhumananda informed the Meeting that the questioner was Mr. Sanchai Thapcharoen, acting on behalf of the shareholder, being Mr. Thaweethap Jittasophon, and attended this Meeting. Mr. Kudun clarified that, with reference to the details present in the letter submitted by Mr. Sanchai Thapcharoen and the letter submitted by Mr. Ho Chih Huang, there are two main rationales to oppose the Extraordinary General Meeting of Shareholders No.1/2023. Mr. Kudun further informed that the Extraordinary General Meeting of Shareholders No.1/2023 has two separated lawsuits; (1) the pursuit of cancellation of the resolutions of the 2023 Annual General Meeting of Shareholders on relevant agendas; and (2) the dispute relating to the ownership of approximately 56 million shares. According to the letters of two shareholders, the primary reasons is that, since the lawsuit on the dispute of ownership of shares and cancellation of the resolution of the shareholders' meeting were not yet final, the Board of Directors had no authority to summon any Extraordinary General Meetings of Shareholders as it is required to obtain the court's final decision. Mr. Kudun informed that the dispute revolves around the disputes proceeded by the shareholders in relation to the cancellation of the resolutions of the Annual General Meeting of Shareholders and the dispute over ownership of shares. Nevertheless, the Board of Directors and the legal advisor opinion that, formerly the Company had seven directors, three directors have completed their terms according to the Articles of Association of the Company or according to the law. In this respect, there was a dispute in relation to the resolution of the meeting (where the 2023 Annual General Meeting of Shareholders had resolved to disapproved the appointment of three directors), and the Company could not register the amendment to the number of directors as appeared on the Company Affidavit with the Ministry of Commerce. Thus, there was a legal question whether how many directors there are at present, between 4 and 7. For this issue, in order to provide clarification and avoidance of any further legal question, Mr. Kudun proposed the Board of Directors convene another meeting to vote for the number of vacant positions of directors.

Further in this regards, for the issues relevant to Mr. Thaweethap Jittasophon, the shareholder appointing Mr. Sanchai Thapcharoen as the proxy, with queries in relation to the event where Mr. Thaweethap Jittasophon did not receive any notice of the Extraordinary General Meeting of Shareholders No.1/2023, Mr. Kudun informed that the invitation letter to Meeting, whether through newspaper publishing, publication through the website of SET and the website of the Company, the Company has duly proceeded in accordance with the statutory requirement as required by the laws. If any shareholder informed that the information was incomplete, or the invitation letter was not received, such events can be recorded. Nevertheless, for the smooth and timely arrangement of this Meeting, any inconvenience or interrupting events can be considered and recorded. Upon the completion of this Meeting,



the Company is pleased to conduct an inspection accordingly. Apart from such, the Chairman has clarified that the Company has submitted the invitation of the Meeting through registered mail which is traceable, and the Company is committed to inspect the circulation system of such invitation notice through Thailand Securities Depository Company Limited (TSD) onwards.

**Mr. Sanchai Thapcharoen, the proxy acting on behalf of Mr. Thaweethap Jittasophon,** posed two additional queried on the Chairman and Mr. Kudun Sukhumananda as follows; (1) whether the resolutions of the 2023 Annual General Meeting of Shareholders on April 28, 2023 were still legally effective; and (2) whether the resolution of the 2023 Annual General Meeting of Shareholders on April 28, 2023 to disapprove the agenda was still legally effective. Mr. Sanchai further requested the Company and the legal advisor to provide confirmation as to whether the nomination of the three former directors, who was disapproved by the 2023 Annual General Meeting of Shareholders, to be appointed as directors by resolutions of this Meeting is lawful. Mr. Sanchai requested this details to be recorded in the minutes of the Meeting.

**Mr. Kudun Sukhumananda, the Moderator and the legal advisor of the Company,** thanked for the questions and clarified to the Meeting that, the questions could be categorized into two parts; (1) the confirmation of legal effectiveness of the resolutions of the 2023 Annual General Meeting of Shareholders on April 28, 2023; and (2) the confirmation whether the conduct within this Meeting is legitimate. Mr. Kudun informed the Meeting that, for the first part of the question, the resolutions of the 2023 Annual General Meeting of Shareholders are still pending on disputes in the court. The Board of Directors would not rely on such issue as the basis for the summoning of this Meeting and rather adhere to the fact that the number of the directors is currently less than seven, which may hinder the Company from continuing its business due to legal restrictions. Although there are currently seven directors in the Company Affidavit, and in order to resolve any questions that may arise in legal terms, the Company therefore summoned another meeting to confirm the complete appointment of Company's directors. For the second part of the question, whether this Meeting is legitimate, Mr. Kudun informed that the summoning of this Meeting is the exercise of rights, discretion and authority of the directors according to the Articles of Association of the Company and relevant laws.

Mr. Kudun Sukhumananda provided the opportunities for shareholders to pose any queries or additional comments. There was no other questions from the shareholders, the Chairman therefore informed the Meeting to proceed onto the first agenda as stipulated in the invitation notice of the Meeting.



In order for the meeting to be in accordance with good corporate governance policy, before the Meetings, Mrs. Anya Thaworanun, the Company Secretary, 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.

When Mrs. Anya Thaworanun, the Company Secretary, clarified the voting method, the Chairman proposed the meeting of shareholders to consider the following agenda items:

**Agenda 1**      **Consider and approve the appointment of directors who will retire by rotation to be the Company's directors for another term and to fill the vacant positions.**

The Chairman informed the Meeting that according to Clause 19 of the Company's article of association which specified the information as shown on the screen that "*Every annual general meeting of shareholders, the 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, and that a director who vacates office may be reelected.*" Currently, the Company has 7 directors in total and in this Annual General Meeting of Shareholders 2023, there are 3 directors who are due to retire by rotation as follows:

- 1) Mr. Wichai Wanavit      Director
  
- 2) Mr. Pisut Rakwong      Independent Director
  
- 3) Mrs. Anya Thaworanun      Director and the member of Nomination and Remuneration Committee

In this regard, the Board of Directors has considered and agreed to propose these 3 persons to be the director of the Company for another term. However, due to Agenda 5 of the 2023 Annual General Meeting of Shareholders which held on April 28, 2023, to consider and approve the appointment of directors to replace those who are due to retire by rotation. The Company has received a request from a shareholder to suspend the disclosure of the resolution results because it is an invalid vote and causing damage to such shareholders and asked the Company to arrange a meeting of the Board of Directors to arrange for the Extraordinary General Meeting of Shareholders No. 1/2023 on the relevant agenda.

In addition to the case that Mr. Ho-Chih Huang, a director, and Mr. Boonchoke Khanabkeo, an independent director, resigned from their positions as directors of the Company since February 28, 2023. In this regard, several shareholders have collectively proposed the names of individuals to be considered for appointment as directors to fill the vacant positions. There are two individuals as follows:





1) Mr. Pichai Chainarongloka has been appointed as a director to replace Mr.Ho-Chih Huang

2) Mr. Vasu Khunvasi has been appointed as a director to replace Mr. Boonchoke Khanabkeo.

The Nomination and Remuneration Committee Meeting No. 2/2023 which held on May 2, 2023 (excluding interested directors), has considered the qualifications of all 5 persons which nominated as directors of the Company, it was concluded that all 5 persons have knowledge, and professional expertise according to Public Limited Company Act, and does not have any characteristics that indicate a lack of suitability to be entrusted with the management of a business management as required by the Securities and Exchange Commission according to the database of nomination of the new director, which the retired directors and the nominated directors, totaling 5 persons, have qualifications, abilities and experience as shown on the screen and the documents which delivered to the shareholders together with the meeting invitation notice.

In this regard, the Company's Nomination and Remuneration Committee has considered the nomination of directors according to the principles of good corporate governance for listed companies or CG Code, by recruiting directors with skills, experiences, and various abilities. In order to have several of expertise that are suitable for performing both regulatory and strategic roles in accordance with the business context and the Company's main goals. Therefore, the Company prepares the BOD Skill Matrix as shown in the table below.

Name	Position	Specific knowledge and expertise														Remark
		Sex	Knowledge of the Company's Business	Retail Business	Energy Business	International Business	Account and Finance	Business Management	Legal	Human Resources	Construction and Real Estate Management	Organization Development and Innovation	Information Technology and Digital	Social, Environment, and Security	Risk Management and Crisis	
1. Pol.Gen. Adis Ngamchitsuksri	Chairman / Independent Director	Male	x		x	x		x	x	x		x	x	x		
2. Voradit Thanapatra	Director	Male	x		x	x		x			x					
3. Mr. Noppadol Kanjanatawawat	Director	Male	x				x	x								
4. Mr. Watchara Achakomlak	Independent Director	Male	x		x	x	x	x								
5. Mr. Wichai Wanavit	Vice Chairman	Male	x	x	x	x	x	x			x	x	x	x		Retired Director
6. Mr. Pisut Rakwong	Independent Director	Male	x					x	x						x	Retired Director
7. Mrs. Anya Thaworanun	Director / Company Secretary	Female	x					x	x		x		x			Retired Director
8. Mr. Pichai Chainarongloka	Director	Male	x				x	x			x		x		x	New Director
9. Mr. Vasu Khunvasi	Director	Male	x	x	x			x			x		x			New Director
<b>Total</b>	3 Independent Directors, 6 Directors	8 Males, 1 Female	9	2	5	4	4	9	2	1	3	3	4	4	3	



The Chairman gave the shareholders an opportunity to ask questions or express their opinions, and when there is no shareholder asked additional questions or expressed opinions. Therefore, the Chairman proposed to the shareholders meeting to vote to approve the re-appointment of the directors who retired by rotation to be the Company's directors for another term, and appoint 2 new directors to be the Company's directors. Before voting, the Chairman requested the directors who are retire by rotation to leave the meeting room for the meeting to consider this agenda in accordance with the principles of good corporate governance.

In this regard, the Chairman asked the shareholders to cast their votes to approve the appointment of directors who retired by rotation and the appointment of 2 new directors by voting individually as follows:

1) Mr. Wichai Wanavit

**Resolution** The Meeting resolved by a majority vote of the shareholders attending the meeting and casting their votes to appoint Mr. Wichai Wanvit to be a director of the Company for another term with the following votes:

Result	No. of votes	Percentage of shareholders attending the Meeting and casting their votes
Approved	946,028,672	54.5866
Disapproved	787,048,500	45.4133
Abstained	100	-
Voided Ballot	0	0
Total	1,733,077,272	100

**Remark:** In this agenda, there were 0 additional shareholder which hold 0 shares, and there were 131 shareholders which hold 1,733,077,272 shares attending the meeting in this agenda.



2) Mr. Pisut Rakwong

**Resolution** The meeting resolved by a majority vote of the shareholders attending the meeting and casting their votes to appoint Mr. Pisut Rakwong to be a director of the Company for another term with the following votes:

Result	No. of votes	Percentage of shareholders attending the Meeting and casting their votes
Approved	946,028,672	54.5866
Disapproved	787,048,500	45.4133
Abstained	100	-
Voided Ballot	0	0
Total	1,733,077,272	100

**Remark:** In this agenda, there were 0 additional shareholder which hold 0 shares, and there were 131 shareholders which hold 1,733,077,272 shares attending the meeting in this agenda.

3) Mrs. Anya Thaworanun

**Resolution** The meeting resolved by a majority vote of the shareholders attending the meeting and casting their votes to appoint Mrs. Anya Thaworanun be a director of the Company for another term with the following votes:

Result	No. of votes	Percentage of shareholders attending the Meeting and casting their votes
Approved	946,028,672	54.5866
Disapproved	787,048,500	45.4133
Abstained	100	-
Voided Ballot	0	0
Total	1,733,077,272	100

**Remark:** In this agenda, there were 0 additional shareholder which hold 0 shares, and there were 131 shareholders which hold 1,733,077,272 shares attending the meeting in this agenda.



4) Mr. Pichai Chainarongloka

**Resolution** The meeting resolved by a majority vote of the shareholders attending the meeting and casting their votes to appoint Mr. Pichai Chainaronglokabe as a director of the Company with the following votes:

Result	No. of votes	Percentage of shareholders attending the Meeting and casting their votes
Approved	946,028,672	54.5866
Disapproved	787,048,500	45.4133
Abstained	100	-
Voided Ballot	0	0
Total	1,733,077,272	100

**Remark:** In this agenda, there were 0 additional shareholder which hold 0 shares, and there were 131 shareholders which hold 1,733,077,272 shares attending the meeting in this agenda.

5) Mr. Vasu Khunvasi

**Resolution** The meeting resolved by a majority vote of the shareholders attending the meeting and casting their votes to appoint Mr. Vasu Khunvasi as a director of the Company with the following votes:

Result	No. of votes	Percentage of shareholders attending the Meeting and casting their votes
Approved	946,028,672	54.5866
Disapproved	787,048,500	45.4133
Abstained	100	-
Voided Ballot	0	0
Total	1,733,077,272	100

**Remark:** In this agenda, there were 0 additional shareholder which hold 0 shares, and there were 131 shareholders which hold 1,733,077,272 shares attending the meeting in this agenda.



**DIMET**  
Beyond Top Quality

บริษัท ไดเมท (สยาม) จำกัด (มหาชน)  
Dimet (Siam) Public Company Limited.

602 Bangpoo Industrial Estate, Muang, Samutprakarn 10280 Thailand  
Tel: + 66 2323 2800-6 Fax: + 66 2323 2807  
www.dimetsiam.com e-mail : contact@dimetsiam.com

The Chairman gave an opportunity to the shareholders or proxies to ask questions and give additional opinion, or propose other matters for the meeting to consider. There is no shareholder and proxy proposed any other matters for the meeting to consider. The Chairman informed the Meeting that the Extraordinary General Meeting No. 1/2023 has completed all agenda items specified in the meeting invitation letter. The Chairman thanked all shareholders and proxies for taking time to attend the meeting and closed the meeting at 10:00 a.m.

Signed \_\_\_\_\_

(Police General Adis Ngamchitsuksri)

Chairman

Signed \_\_\_\_\_

(Mrs. Anya Thaworanun)

Meeting Keeper