



Minutes of the 2024 Annual General Meeting of Shareholders

Dimet (Siam) Public Company Limited

- Date** : Wednesday, 10th April 2024 at 9:00 AM.
- Meeting Place** : The meeting via Electronic Meeting (e-AGM) in accordance with the Emergency Decree on Electronic Media Conference B.E. 2563 only, using DAP e-Shareholders Meeting, the meeting control system provided by Digital Access Platform Co., Ltd, a company within the group companies of the Stock Exchange of Thailand. Shareholders and other participants were identified in DAP e-Shareholders Meeting and/or Webex, as the case may be. Shareholders and other participants were able to interact with each other and gain access to the supporting information via Webex. The Meeting was broadcast live via Webex from 602 Moo 2, Bangpoo Industrial Estate Soi 1, Muang, Samutprakran Samut Prakarn. The audio and audiovisual recordings were made throughout the period of the Meeting in the form of electronic data.
- The chairman** : Mr. Teng-Shih Huang, The Chairman of the Board of Directors
- Corporate Secretary** : Miss Chuthamas Chittithaworn
- The Right to Attend** : Number of shareholders as at 13th March 2024 (Record Date) at the total number of 5,469 shareholders, representing 2,438,123,579 shares
- Agenda 1** : Number of shareholders and proxies attending the meeting were 101, representing 1,580,393,910 shares or 64.82% of total shares which met the quorum, according to the Company's Regulation.
- Agenda 2** : This agenda is only for acknowledgement; therefore, no voting is required.
- Agenda 3** : Number of shareholders and proxies attending the meeting were 101, representing 1,580,393,910 shares or 64.82% of total shares which met the quorum, according to the Company's Regulation.
- Agenda 4** : Number of shareholders and proxies attending the meeting were 102, representing 1,581,593,910 shares or 64.86% of total shares which met the quorum, according to the Company's Regulation.



Agenda 5 : Number of shareholders and proxies attending the meeting were 101, representing 1,580,393,910 shares or 64.82% of total shares which met the quorum, according to the Company's Regulation.

Agenda 6-8 : Number of shareholders and proxies attending the meeting were 102, representing 1,581,593,910 shares or 64.86% of total shares which met the quorum, according to the Company's Regulation.

Before the Meeting

Miss Yaowarate Anukarn, emcee of the meeting, welcomed the shareholders to Dimet (Siam) Public Company Limited ("Company")'s the 2024 Annual General Meeting of Shareholders.

Commencement of the Meeting

Miss Yaowarate Anukarn informed to the meeting that there were 5 shareholders participating in person via the DAP e-Shareholder Meeting system, totaling 3,369,110 shares. Additionally, there were 96 shareholders represented by proxy recorded in the DAP e-Shareholder Meeting system, totaling 1,577,024,800 shares. In total, 101 shareholders participated either in person or by proxy, totaling 1,580,393,910 shares. This represents 64.82 percent of the total shares sold by the company, fulfilling the quorum requirement according to the company's regulations (Article 37).

Miss Yaowarate Anukarn has introduced the executives, consulting firms, company auditor, as well as independent vote counters who attended the meeting as follows:

Directors in attendance (Representing 67% of the total number of directors)

Directors present at the Meeting at the broadcast room:

- | | |
|---------------------------------|----------------------|
| 1. Mr. Ho-Chih Huang | Director |
| 2. Mr. Sanya Chantharut | Independent Director |
| 3. Miss Chuthamas Chittithaworn | Director |

Directors and Committees being Present via Webex:

- | | |
|-----------------------------|--|
| 1. Mr. Teng-Shih Huang | The Chairman of the Board of Directors /
Independent Director |
| 2. Mr. Prayuth Supawarapong | Independent Director |
| 3. Mr. Vasu Khunvasi | Director |



Board of Directors and Committees not being present at the Meeting:

- | | |
|--------------------------------|--------------------------|
| 1. Mr. Pisut Rakwong | Independent Director |
| 2. Mr. Vichai Wannawith | Vice Chairman / Director |
| 3. Mr. Noppadol Kanjanatawewat | Director |

Management Executive and the Highest Responsibility in Finance and Accounting:

- | | |
|----------------------|--|
| 1. Mr. Ho-Chih Huang | CEO |
| 2. Mr. Vasu Khunvasi | Acting Chief Financial Officer, the Highest Responsibility in Finance and Accounting |

The Company's Auditor:

- | | |
|-------------------------------|-----------------------------------|
| 1. Mr. Narong Luktharn | Auditor, NPS Siam Audit Co., Ltd. |
| 2. Mr. Chaikrit Warakitjaporn | Auditor, NPS Siam Audit Co., Ltd. |

Miss Yawarate Anukarn cordially invites Mr. Teng-Shih Huang, The Chairman of the Board of Directors, to open the 2024 Annual General Meeting of Shareholders.

Mr. Teng-Shih Huang, The Chairman of the Board of Directors, acted as Chairman of the meeting ("Chairman") convened the 2024 Annual General Meeting of Shareholders, and welcomed the shareholders. To ensure the meeting proceeded by good corporate governance principles before the meeting commenced, the Chairman assigned Miss Yaowarate Anukarn ("Emcee") to act as the meeting facilitator for the 2024 Annual General Meeting of Shareholders. Emcee informed the meeting procedures, voting methods, and vote-counting process as follows:

- To shareholder get the most out of the meeting, before the day of the shareholders' meeting. The board of directors has given shareholders the chance to submit questions on the meeting's agenda. For questions that are not answered at the meeting due to time constraints, the Company would provide answers to such questions on its website after the meeting.
- During the presentation of each agenda item and before any voting on that item, if shareholders have questions or comments on that agenda item, they should type their questions or comments into the DAP e-Shareholder Meeting system by clicking the "Submit Question" button and typing in the question/comment box. Once the message is typed, they should press the "Confirm" button to submit the question. Following the conclusion of the Q&A session, the chairman will call for a vote from the shareholders, and the DAP e-Shareholder Meeting system will open for voting. Voting options for each



shareholder are "For," "Against," or "Abstain." Each share was equivalent to one vote (as per Article 39 of the Company's regulations).

- For each agenda, the voting button in DAP e-Shareholders Meeting would be activated for around one minute to allow attending shareholders to vote, and then switched off after that time. Shareholders were asked to vote within a specific timeframe. Shareholders would not be permitted to vote on the already completed agenda or vote in advance.

After the emcee explained the voting procedure, the chairman announced to the meeting that for this meeting, the company requests to cancel agenda 8, next the chairman proposed that the meeting address various matters according to the following agenda items:

Agenda 1 **To certify the minutes of the Extraordinary Meeting of Shareholders No. 1/2023 which was held on Tuesday, 6th June, 2023.**

Mr. Teng-Shih Huang, the chairman of the meeting, addressed the attendees by stating that Agenda Item 1 is to propose that the meeting consider approving the minutes of the Annual General Meeting of Shareholders No. 1/2023 held on Tuesday, June 6th, 2023. He further announced that Miss Yaowarate Anukarn has been invited to explain the details related to this agenda item on behalf of the chairman.

Miss Yaowarate Anukarn then addressed the meeting, stating that the company has prepared the minutes of the Annual General Meeting of Shareholders No. 1/2023 held on Tuesday, June 6th, 2023. The company has submitted copies of these meeting minutes to the Stock Exchange of Thailand within 14 days from the meeting date and has also submitted them to the Ministry of Commerce within the prescribed period as required by law. Furthermore, the meeting minutes have been published on the company's website (www.dimetsiam.com) without any objections from any parties.

As there were no questions or comments from the shareholders, the Chairman proposed that the Minutes of Shareholders No.1/2023 which was held on Tuesday, 6th June, 2023 be certified. The votes required for this Agenda Item was a simple majority vote of shareholders attending the meeting and being entitled to cast their votes.



Resolution

The meeting resolved by a majority vote of shareholders present at the meeting who had the right to vote, to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, held on Tuesday, 6th June, 2023. The votes casted by the shareholders were as follows:

Shareholders' Votes	Number of Shares	Percentage of Shareholders Present at the Meeting and Casting Their Votes
Approved	1,580,393,910	100
Disapproved	0	0
Abstained	0	0
Invalid	0	0
Total	<u>1,580,393,910</u>	<u>100</u>

Remark: In this agenda, there was no additional shareholder registered. The number of shareholders in attendance for this meeting is 101 individuals, with a total of 1,580,393,910 shares.

Agenda 2 **To acknowledge the Company's operating results for the year 2023.**

The Chairman assigned Mr. Pattaraphan Kanidhi, Accounting and Finance Senior Manager, to report the details of this agenda.

Mr. Pattaraphan Kanidhi, Accounting and Finance Senior Manager, addressed the meeting, stating that for the fiscal year ending December 31th, 2023, the Company and its subsidiaries had a total revenue of 102.02 million baht, with a profit share from affiliated companies of 1.33 million baht, and total expenses of 194.07 million baht. Therefore, upon comprehensive consideration, it was found that the company and its subsidiaries incurred a net loss for the year 2023 amounting to 90.72 million baht. Significant events that occurred in 2023 included:

In the year 2023, significant events occurred, including:

1. Investment in SGMP Company Limited (Rubber Glove).
2. Establishment of a subsidiary named Superfast Supply Company Limited (Trading Company).
3. Settlement of disputes through negotiation and compromise.
4. Sale of shares in Agen Energy Limited, resulting in the cessation of its subsidiary status.
5. Establishment of a joint venture company named Energy Link Design (Thailand) Limited (Renewable Energy) to support the renewable energy business.



For the fiscal year ending December 31th, 2023, "Company," a subsidiary of Dimet (Siam) Public Company Limited, had a total revenue of THB 102.02 million. The primary revenue came from sales and services amounting to THB 101.23 million, accounting for 99.23% of the total revenue. The majority of the sales revenue came from the production and distribution of paints. Additionally, the company had other income of THB 0.78 million, accounting for 0.77% of the total revenue.

The total expenses of the Company and its subsidiaries amounted to THB 194.07 million. The majority of expenses, totaling THB 70.40 million, were attributed to management expenses, accounting for 36.27% of the total expenses. This primarily stemmed from losses incurred from the depreciation of assets, namely investments in joint ventures amounting to THB 23.03 million, and anticipated credit losses from debtors, totaling THB 5.29 million.

In summary, it was found that the company and its subsidiaries incurred a net loss for the fiscal year 2023 amounting to THB 90.72 million.

Operating results as ended December 31th, 2023 as following details:

Operating results	As year ended January 1 th – December 31 th , 2023	As year ended July 1 th – December 31 th , 2022	Differentiation	% Differentiation
Revenues				
Revenues from sales and services	101.233	131.00	(29.77)	-22.72%
Other revenues	0.78	81.42	(30.99)	-97.54%
Total Revenue of the Company and its subsidiaries	102.02	212.42	(60.76)	-37.33%
Share of profit (loss) from investment in associates and joint ventures	(1.32)	(3.17)	(1.31)	-49.66%
Expenses				
Cost of sales and services	93.298	93.66	(0.36)	-0.38%
Expectation of loss from credit	29.360	25.90	3.46	13.38%
Administrative expenses	70.394	209.02	(88.98)	-55.83%
Loss on impairment of assets	-	-	(5.05)	-100.00%
Loss on fair value measurement of investment	-	5.05	(14.68)	-100.00%



Loss on sales of investment in subsidiaries	1.020	14.68	(1.88)	-64.82%
Finance cost	194.072	2.90	(107.48)	-35.64%
Total Expenses	93.298	351.20	(0.36)	-0.38%
Loss (yearly)	29.360	141.96	3.46	13.38%

Summary of questions, answers and comments:

Mr. Apisit Wareechuensuk- shareholder

- The company's approach to returning to positive and sustainable performance, with the core business remaining the mainstay in the future, includes several strategies.
 - The CEO, Mr. Ho-Chih Huang outlined that the company's main business remains in the same sector. The company has four main product categories: architectural coatings, anti-corrosion coatings, wood coatings, and industrial coatings. For architectural and anti-corrosion coatings, the company utilizes distribution channels through subcontractors in various construction projects. In the past year, the company participated in construction project tenders and supplied its products for those projects. Additionally, there are plans to increase participation in construction tenders. Starting from the next fiscal year, the company will focus on selling industrial coatings as it has found that customers in this sector use coatings regularly every month. Moreover, the company has introduced new products such as DIY paint, which customers can online purchase and apply without the need for subcontractors. Additionally, the company has introduced chemical products for construction and anti-corrosion purposes. Going forward, the company plans to expand by seeking OEM partners to increase production and sales.

Miss Natpatsorn Khunasetthsak- Proxy from Thai Investors Association

- The performance analysis reveals that the company has been experiencing consecutive losses for over 5 years. It is unclear what plans the company has to address this issue and when it anticipates turning a profit to distribute dividends to shareholders.
 - The CEO, Mr. Ho-Chih Huang, pointed out that the company has recently implemented cost reduction measures by categorizing expenses into two types: fixed expenses and variable expenses. Regarding fixed expenses, the company has managed to reduce them by up to 20%,



while variable expenses have been decreased by up to 3%. Despite these efforts, the company continues to face prolonged losses. However, if the company can address the issue of sustained losses, it plans to resume distributing dividends to shareholders in the near future.

The Chairman gave an opportunity for shareholders to ask questions or express opinions and when there was no shareholder asking questions or giving opinions since this agenda is for acknowledgement; therefore, no voting.

Resolution

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 31st December 2023.

The Chairman assigned Mr. Pattaraphan Kanidhi, Accounting and Finance Senior Manager, to report the details of this agenda.

Mr. Pattaraphan Kanidhi, Accounting and Finance Senior Manager, reported to the meeting that according to the Public Limited Companies Act B.E. 2535 (1992), Section 112, the company's financial statements for the year ended December 31st, 2023, have been prepared, and the authorized accountants have audited and certified the annual report for 2023 (Form 56-1 One Report for the year 2023).

The Company "Dimet (Siam) Public Company Limited" would like to point out that the financial statements of the company and its subsidiaries "accurately reflect the financial position, operating results, and cash flows as required in the financial reporting standards" or other words, the auditors expressed an unqualified opinion on the financial statements but with a paragraph of uncertainty that is materially relevant to the ability to continue operations. This is because the group of companies/subsidiaries incurred losses of THB 91 million and THB 180 million in the consolidated financial statements and the separate financial statements, respectively. The group of companies/subsidiaries accumulated losses amounting to THB 672 million and THB 669 million in the consolidated financial statements and the separate financial statements, respectively. Based on the aforementioned situation, it is evident that there is significant uncertainty, which may raise substantial doubts about the ability of the group of companies/subsidiaries to continue operating continuously. The auditor's opinion has not changed due to this matter.



Financial Position Statement as of December 31st, 2023.

Financial Description	The year ended December 31 st , 2023	The year ended December 31 st , 2024
Current Assets		
Cash and Cash Equivalents	2,736,098	12,158,869
Trade Receivables and Other Current Receivables	26,607,301	78,030,663
Inventory	17,221,093	24,452,530
Total Current Assets	54,581,567	115,054,173
Non-current Assets		
Other Non-current Financial Assets	1,570,560	1,570,560
Investment in Associates	281,178,000	320,730,287
Land, Buildings, and Equipment	84,120,427	86,364,161
Total Non-current Assets	373,186,665	415,830,171
Total Assets	427,768,232	530,884,344
Current Liabilities		
Trade Payables and Other Current Liabilities - Other Operations	35,889,485	27,286,315
Short-term Borrowings from Other Operations	5,000,000	30,000,000
Total Current Liabilities	46,718,077	58,422,432
Non-current Liabilities	19,896,056	20,583,852
Total Liabilities	66,614,133	79,006,284
Total Equity	361,154,099	451,878,060

As there were no further questions or comments from the shareholders, the Chairman proposed that the shareholders consider and approve the Company's financial statements for the year ended 31st December 2023. The votes required for this Agenda Item was a simple majority vote of shareholders attending the Meeting and being entitled to cast their votes.



Resolution

The meeting resolved by a majority vote of shareholders present at the meeting who had the right to vote, to approve the Financial Statement for the year 2023 as ended 31st December 2023. The votes casted by the shareholders were as follows:

Shareholders' Votes	Number of Shares	Percentage of Shareholders Present at the Meeting and Casting Their Votes
Approved	1,580,393,910	100
Disapproved	0	0
Abstained	0	0
Invalid	0	0
Total	<u>1,580,393,910</u>	<u>100</u>

Remark: In this agenda, there was no additional shareholder registered. The number of shareholders in attendance for this meeting is 101 individuals, with a total of 1,580,393,910 shares.

Agenda 4 To consider and approve the non-appropriation of legal reserve and the omission of dividend payment from the Company's operation in 2023.

The chairman assigned Mr. Pattaraphan Kanidhi, Accounting and finance senior manager, to report the details of this agenda.

Mr. Pattaraphan Kanidhi said that the company's dividend payment policy is to pay dividend at the ratio of not less than 40 percent of net profit. As in accordance to 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.”

However, due to the company's financial performance in the fiscal year 2023, which resulted in a net loss of THB 90.72 million, the Board of Directors meeting No.2/2024 held on 28th February 2024, considered and passed a resolution to propose to the Annual General Meeting of Shareholders to omission of dividend payment and no allocation annual net profit as legal reserves due to company has loss in operating business.

As there were no further questions or comments from the shareholders, the chairman proposed that the shareholders consider and approve the suspension of reserves allocation according to the law and the suspension of dividend payments for the company's fiscal year 2023. The votes required for this agenda Item was a simple majority vote of shareholders attending the Meeting and being entitled to cast their votes.

Resolution

The meeting resolved by a majority vote of shareholders present at the meeting who had the right to vote, to approve non-appropriation of legal reserve and the omission of dividend payment from the company's operation in 2023. The votes casted by the shareholders were as follows:

Shareholders' Votes	Number of Shares	Percentage of Shareholders Present at the Meeting and Casting Their Votes
Approved	1,581,593,910	100
Disapproved	0	0
Abstained	0	0
Invalid	0	0
Total	<u>1,581,593,910</u>	<u>100</u>

Remark: In this agenda, there was no additional shareholder registered. The number of shareholders in attendance for this meeting is 101 individuals, with a total of 1,580,393,910 shares.



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

Miss Yaowarate Anukarn has requested that the committee members whose terms have expired, and who have attended the meeting, kindly leave the meeting room to allow time for the meeting to collectively consider matters. This is to ensure compliance with good corporate governance principles. The name list of committee members is as follow:

- | | |
|------------------------|----------------------|
| 1. Mr. Teng-Shih Huang | Independent Director |
| 2. Mr. Ho-Chih Huang | Director |
| 3. Mr. Vasu Khunvasi | Director |

When the committee members who have vested interests in this agenda have left the meeting, the board of directors has assigned Miss Chuthamas Chittithaworn, as both a director and the company secretary, to report the details in this agenda.

Miss Chuthamas Chittithaworn, Director and the Company Secretary, reported the following to the remaining attendees: 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". In this Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation are as follows:

- | | |
|------------------------|----------------------|
| 1. Mr. Teng-Shih Huang | Independent Director |
| 2. Mr. Ho-Chih Huang | Director |
| 3. Mr. Vasu Khunvasi | Director |

Miss Chuthamas Chittithaworn requested the officials to disclose the brief personal profiles of 3 nominated candidates for the meeting attendees to consider. The Chairman reported that the Nomination and Remuneration Committee (excluding directors with vested interests) in the Nomination and Remuneration Committee Meeting No.2/2024 held on February 27th, 2024, has considered each directors regarded qualifications, experiences, skills and professional expertise according to Public Limited Company ACT has no prohibited characteristics to be appointed as director of the company according to rules of the Securities and



Exchange Commission. Therefore, it was proposed to elect all 3 directors who had retired by rotation to be re-elected for another term.

There was no shareholder asking questions or giving opinions, Miss Chuthamas Chittithaworn proposed that the meeting approve the appointment of the directors who vacated their positions according to the rotation to continue serving as directors for another term individually, and this matter must receive a significant number of votes from the total votes of the attending shareholders.

1.Mr. Teng-Shih Huang (Independent Director)

Resolution

The meeting resolved by a majority vote of shareholders present at the meeting who had the right to vote, to re-elected Mr. Teng-Shih Huang for another term. The votes casted by the shareholders were as follows:

Shareholders' Votes	Number of Shares	Percentage of Shareholders Present at the Meeting and Casting Their Votes
Approved	1,578,822,410	100
Disapproved	0	0
Abstained	0	0
Invalid	0	0
Total	<u>1,578,822,410</u>	<u>100</u>

Remark: In this agenda, there was no additional shareholder registered. The number of shareholders in attendance for this meeting is 101 individuals, with a total of 1,578,822,410 shares.

2. Mr. Ho-Chih Huang (Director)

Resolution

The meeting resolved by a majority vote of shareholders present at the meeting who had the right to vote, to re-elected Mr. Ho-Chih Huang for another term. The votes casted by the shareholders were as follows:



Shareholders' Votes	Number of Shares	Percentage of Shareholders Present at the Meeting and Casting Their Votes
Approved	1,578,822,410	100
Disapproved	0	0
Abstained	0	0
Invalid	0	0
Total	<u>1,578,822,410</u>	<u>100</u>

Remark: In this agenda, there was no additional shareholder registered. The number of shareholders in attendance for this meeting is 101 individuals, with a total of 1,578,822,410 shares.

3. Mr. Vasu Khunvasi (Director)

Resolution

The meeting resolved by a majority vote of shareholders present at the meeting who had the right to vote, to re-elected Mr. Vasu Khunvasi for another term. The votes casted by the shareholders were as follows:

Shareholders' Votes	Number of Shares	Percentage of Shareholders Present at the Meeting and Casting Their Votes
Approved	1,578,822,410	100
Disapproved	0	0
Abstained	0	0
Invalid	0	0
Total	<u>1,578,822,410</u>	<u>100</u>

Remark: In this agenda, there was no additional shareholder registered. The number of shareholders in attendance for this meeting is 101 individuals, with a total of 1,578,822,410 shares.

After the vote was completed, Miss Chuthamas Chittithaworn invited all directors to return to the meeting.



Agenda 6 To consider and approve the remuneration of the Board of Directors and Sub-committees for the year 2024

The chairman assigned Miss Chuthamas Chittithaworn, Company Secretary, to report the details of this agenda.

Mrs. Chuthamas Chittithaworn, informed to the meeting; 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 Company’s regulations No.24 stated that “Directors are entitled to received remuneration from the Company as considered and approved by shareholders’ meeting. The remuneration of directors may be fixed in an amount or as specific principle and will set from time to time or to be effective until shareholders’ meeting resolves to change otherwise according to the company’s regulations”

To ensure compliance with good corporate governance practices, the company's policy on determining director remuneration will take into consideration the experience, scope of duties, roles, and accountability and responsibility of each director. It will also be aligned with similar companies listed on the Stock Exchange of Thailand within industries and businesses of comparable size. The remuneration provided to directors will be adequate to motivate them to maintain quality and fulfill their duties to achieve the company's business objectives as defined. This process will be transparent, fostering confidence among shareholders.

At the second meeting of the Nominating and Compensation Committee held on Tuesday, February 27th, 2024., the committee deliberated on the director remuneration for the fiscal year 2024 The deliberation was conducted by the company's policy on director remuneration and principles of good corporate governance. Additionally, the committee compared the proposed remuneration with the average director remuneration reported in the survey of director remuneration of registered companies conducted by the Thai Institute of Directors Association. Considering the company's business expansion, growth, and operational performance, the committee deemed it appropriate to propose the director remuneration for the fiscal year 2024 as follows:

1. Attendance fee Set in comparison with the average remuneration of the directors of registered companies based on the survey report on IOD’s Directors Compensation Survey 2023 consists of

1.1 Board of Directors

- Chairman receives THB 25,000 per attendance



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

1.2 Audit Committee, Executive Committee and Sub-Committees

Audit Committee

- Chairman receives THB 22,000 per attendance
- Member receives THB 10,000 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 10,000 per attendance

Attendance fee for Board of Directors and subcommittees for the year 2023:

During the 2023 Annual General Meeting of Shareholders held on Friday, April 28th, 2023, it was resolved not to approve the attendance fee for the Board of Directors and subcommittees for the year 2023.

3. Other compensation or other benefits:

The company does not have a policy to provide any compensation beyond the remuneration normally given to directors or employees received from the company. Additionally, there is no provision of shares or other securities to directors and executives of the company.

Therefore, when considering in conjunction with the company's performance, it is proposed to maintain the existing policy, effective from January 1th, 2024 or until a different resolution is passed.

The board of directors has considered the recommendations of the Nominating and Remuneration Committee regarding director remuneration. It is deemed appropriate to propose for approval at the ordinary shareholders' meeting the remuneration of the board of directors and the sub-committees for the fiscal years 2023 and 2024, as presented.

As there were no questions or comments from the shareholders, the chairman proposed that the meeting approve the consideration of the remuneration for the board of directors and the sub-committees



for the fiscal year 2024. It is proposed that this motion must receive a significant majority of the total votes cast by the attending shareholders.

Resolution

The meeting resolved by a majority vote of shareholders present at the meeting who had the right to vote, to approve the remuneration of the Board of Directors and Sub-committees for the year 2024. The votes casted by the shareholders were as follows:

Shareholders' Votes	Number of Shares	Percentage of Shareholders Present at the Meeting and Casting Their Votes
Approved	1,581,593,910	100
Disapproved	0	0
Abstained	0	0
Invalid	0	0
Total	<u>1,581,593,910</u>	<u>100</u>

Remark: In this agenda, there was an additional shareholder registration. There is 1 shareholder with 1,200,000 shares, making a total of 102 shareholders attending the meeting in this agenda. The total number of shares is 1,581,593,910 shares.

Agenda 7 To consider and approve the appointment of auditors and determine the audit fee for the year 2024.

The chairman has assigned Mr. Pattaraphan Kanidhi, Accounting and Finance Senior Manager, to report the details for this agenda.

Mr. Pattaraphan Kanidhi, Accounting and Finance Senior Manager, stated to the meeting that the Public Limited Company Act 1992, Section 120, stipulates that " The Annual General Meeting of Shareholders, the appointment of auditors and determination of the audit fee of the company shall be made annually. The re-appointment of the same auditor is permissible." Furthermore, Article 47 of the company's regulations states that "the auditor must not be a director, employee, staff member, or hold any position within the company."

For the audit fee for the fiscal year 2023, which was approved at the 2023 Annual General Meeting of Shareholders, amounted to a total of 2,000,000 Baht. This fee includes the audit fees for both NPS



Siam Audit Company Limited, which audits the accounts of NPS Siam Limited (Public Company), and two subsidiaries, namely, Dimet Paint Company Limited and Super Fast Supply Company Limited.

1. NPS Siam Audit Company Limited has proposed the audit service fee for the fiscal year 2024, which includes the audit fee for the annual financial statements and the consolidated financial statements, as well as the fee for reviewing the quarterly financial statements of Dimet (Siam) Public Company Limited, Dimet Paint Company Limited, and Super Fast Supply Company Limited. The total amount proposed is 2,000,000 Baht.
2. SP Audit Company Limited has proposed the audit service fee for the fiscal year, which includes the audit fee for the annual financial statements and the consolidated financial statements, as well as the fee for reviewing the quarterly financial statements of Dimet (Siam) Public Company Limited, Dimet Paint Company Limited, and Super Fast Supply Company Limited. The total amount proposed is 1,980,000 Baht.
3. Karin Company Limited proposes the audit service fee for the fiscal year 2024, which includes the audit fee for the annual financial statements and the consolidated financial statements, as well as the fee for reviewing the quarterly financial statements of Dimet (Siam) Public Company Limited, Dimet Paint Company Limited, and Super Fast Supply Company Limited. The total amount proposed is 1,980,000 Baht.

The audit committee has duly considered and passed a resolution to select NPS Siam Audit Company Limited as the service provider. This decision was made upon careful deliberation, considering that NPS Siam Audit Company Limited possesses relevant experience and technical knowledge pertaining to the current and prospective business activities. Additionally, they have demonstrated effective collaboration, communication channels, and responsiveness to provide convenient assistance and advice to the audit committee swiftly when technical matters arise. Furthermore, various qualifications of the auditors and their independence were thoroughly evaluated. Therefore, it is deemed appropriate to appoint them as the auditors.

1 Mr. Narong Luktharn	Certified Public Account No. 4700 and/or
2 Ms. Maliwan Phahuwattanakorn	Certified Public Account No. 4701 and/or
3 Mr. Chaikrit Warakitjaporn	Certified Public Account No. 7326 and/or
4 Ms. Kamontat Jitkamka	Certified Public Account No. 10356 and/or
5 Ms. Pornthip Chanatrirattanaphan	Certified Public Account No. 14457 and/or



And determine audit fees for the year 2024 in the total amount of THB 2,000,000. The Audit Fee does not include any actual expenses that will be incurred during the provided services such as traveling expenses, telephone fees, postal fees, cost of stamp duty, photocopy expenses, etc.

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.

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 the company's auditors for the year 2024 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 traveling expenses, telephone fees, postal fees, cost of stamp duty, photocopy expenses, etc.

Since there were no questions or comments from the shareholders, the chairman proposed that the meeting approve the appointment of the auditor and set the audit fee for the fiscal year 2024. This motion requires a significant majority vote from all shareholders attending and voting at the meeting.

Resolution

The meeting resolved by a majority vote of shareholders present at the meeting who had the right to vote, to the appointment of the auditor and the determination of the audit fee for the fiscal year 2024. The votes casted by the shareholders were as follows:

Shareholders' Votes	Number of Shares	Percentage of Shareholders Present at the Meeting and Casting Their Votes
Approved	1,581,593,910	100
Disapproved	0	0
Abstained	0	0
Invalid	0	0
Total	<u>1,581,593,910</u>	<u>100</u>

Remark: In this agenda, there was no additional shareholder registered. The number of shareholders in attendance for this meeting is 102 individuals, with a total of 1,581,593,910 shares.

Agenda 8 cancelled



Agenda 9 Other matters (if any)

The Chairman announced to the meeting that, as there were no other matters for consideration, they would open the floor to shareholders for questions or comments.

Summary of questions, answers and comments:

Miss Natpatsorn Khunasetthsak- Proxy from Thai Investors Association

- The Thai Investors Association proposes a policy to encourage companies registered in the Stock Exchange of Thailand to hold both On-site and Online Annual General Meetings (AGMs) simultaneously, termed as Hybrid meetings. This initiative aims to facilitate communication and inquiries among shareholders, management, and board members conveniently. This proposal aligns with the circular from the Securities and Exchange Commission (SEC) No. N.Por.2/2567 regarding cooperation in organizing AGMs, dated January 10, 2567. Therefore, we respectfully present this suggestion for your consideration and endorsement of Hybrid meetings in accordance with the aforementioned policy of the Thai Investors Association.
 - The CEO, Mr. Ho-Chih Huang, the company would like to notify shareholders that, for the convenience of all shareholders in participating in the Annual General Meeting (AGM) for the year 2024, the company has considered conducting the meeting through electronic media (e-AGM). This is in accordance with the Royal Decree concerning Meetings via Electronic Media, B.E. 2563. The company is aware of the cooperation request from the Securities and Exchange Commission (SEC) due to the company's performance, which has led the company to not consider organizing the meeting in a Hybrid platform. The company would like to taking this recommendation for consideration at the next board meeting to determine the organization of the AGM for the following year.

When no shareholder proposed any further matters, the Chairman notified the meeting that the Annual General Meeting of Shareholders for the year 2024 has completed all the agenda items as specified in the meeting invitation letter. In the absence of any shareholders or proxies who wish to inquire or provide additional comments, the Chairperson requested to adjourn the meeting and expressed gratitude to all shareholders and proxies for their time and participation in this meeting.



DIMET
Beyond Top Quality

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The Meeting adjourned at 10.30 AM.

- *Mr. Teng-Shih Huang* -

Chairman of the Board Directors

- *Miss Chuthamas Chittithaworn* -

Company Secretary

Meeting Keeper