

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

## Srisawad Corporation Public Company Limited

**Date, Time, and Place**

The Extraordinary General Meeting of Shareholders via electronic means was held on Friday, June 23, 2023 at 10.00 a.m. broadcasted from the Auditorium, 3<sup>rd</sup> Floor, Srisawad Building, 99/ 392 Chang Wattana Road, Thung Song Hong, Lak Si, Bangkok.

**Start of Meeting**

The MC welcomed the shareholders to the Extraordinary General Meeting of Shareholders No. 1/2023 (“The Meeting”) of Srisawad Corporate Public Company Limited (“The Company”) and introduced the directors who attended the Meeting in the broadcasted room as follows:

List of Directors who attended the meeting in the Meeting room as follows:

- |    |                   |                  |   |
|----|-------------------|------------------|---|
| 1. | Mr.Sukont         | Kanjanahuttakit  | Chairman  |
| 2. | Mr.Vinai          | Vittavasgarnvej  | Vice Chairman/Chairman of Audit<br>Committee/Independent Director                         |
| 3. | Pol.Lt.Gen.Pharnu | Kerdlarpphon     | Chairman of Nomination and Remuneration<br>Committee/Audit Committee/Independent Director |
| 4. | Mr. Sumate        | Maneewattana     | Independent Director  |
| 5. | Ms. Doungchai     | Kaewbootta       | Director/ Managing Director   |
| 6. | Mr. Somyot        | Ngerndamrong     | Director/ Executive Director  |
| 7. | Mr. Wichit        | Phayuhanaveechai | Director  |
| 8. | Mr. Pinit         | Puapan           | Director  |

List of Directors who attended the meeting via electronic means as follows:

- |     |               |                 |   |
|-----|---------------|-----------------|---|
| 9.  | Mr. Chatchai  | Kaewbootta      | Chief Executive Officer/ Chairman of Executive<br>Committee                   |
| 10. | Mr. Weerachai | Ngamdeevilaisak | Chairman of Risk Management Committee/Audit<br>Committee/Independent Director |
| 11. | Mr. Tzung-Han | Tsai            | Director  |

Management member who were in attendance at the Meeting include:

- |               |              |                         |
|---------------|--------------|-------------------------|
| Ms. Thida     | Kaewbootta   | Investor Relation       |
| Mrs. Wanaporn | Pornkitipong | Chief Financial Officer |

There were 7 shareholders attended the E-Meeting in person, accounting for 314,762,937 shares, and 1,323 shareholders represented by proxies accounting for 689,213,761 shares. Therefore, the numbers of shareholders attending in person and proxies totaled 1,330 persons, and the numbers of shares held by attendees totaled 1,003,976,698 shares, or 73.11 percent of the total 1,373,152,393 shares outstanding; which constituted a quorum in accordance with the Company's Articles of Association.

Mr. Sukont Kanjanahuttakij, Chairman of the Board, acting as the Chairman of the Meeting ("Chairman"), declared the Extraordinary General Meeting of Shareholders No. 1/2023 of the Company duly convened and conducted the Meeting.

The Company had announced regarding this Extraordinary General Meeting of Shareholders ("EGM") through 3 channels: 1) sending the invitation letter by mail to all shareholders 15 days before the Meeting for sufficient time to study all agendas and information, 2) placed an advertisement of the invitation letter on the Company's website, and 3) sending the itinerary and agenda of the EGM via broadcast to the Stock Exchange of Thailand and, along with posting related information on the Company's website since June 1, 2023. Procedures of the Meeting and the voting rules consist of the following:

1. Each shareholder shall have voting right equal to total number of shares held by the shareholder, whereby one share equals one vote. Each shareholder has the right to cast their vote for each of the proposed agenda as one of the following only: approve, disapprove, or abstain. Otherwise, the ballot will be deemed as nullified; except for the Custodian appointed by shareholder from outside the country to supervise their shares.

2. For casting the vote during the e-meeting, shareholders may cast their vote in each agenda item by selecting "approve", disapprove", or "abstain from voting" during each agenda. If shareholders do not cast vote in any agenda item, the system will automatically count your vote as "approve" and cannot change the vote.

3. For those acting as proxies to the shareholders who have already indicated their votes for each agenda item in the proxy statement, the Company has already counted the votes from the proxy statement for your convenience.

4. In an event that a shareholder can review quorums and voting results of closed agenda items throughout the meeting period and to ensure that shareholders are informed of the minutes of the meeting and can verify their accuracy. The Company will publish the minutes of the meeting on the Company's website within 14 days from the date of the meeting.

5. The resolution of each agenda will be announced by the Chairman, whereby the result will include the votes from shareholders attending in-person and from proxies.

6. For each of the agenda item, shareholders or proxies may ask questions by microphone and chat's popup, click and type your question. If Shareholder have problem in the E-Meeting system, inquiries technical,

please contact the officer supervising the system at the telephone numbers as informed 080 008 7616 or [info@quidlab.com](mailto:info@quidlab.com)

Mr. Sukont Kanjanahuttakij, acting as the Chairman of the Meeting (“Chairman”), conducted the Meeting agendas as followings.

**Agenda 1. Consideration of the minutes of the Annual General Meeting of Shareholders for the year 2023**

Chairman proposed the minutes of the Annual General Meeting of Shareholders for the year 2023 held on April 21, 2023 for adoption. The minutes had been accurately recorded, and its content is contained within the attachment in Enclosure No. 1

The resolution of this agenda item shall be passed by majority votes of the shareholders who attended the meeting and casted their votes.

**Resolution:**

The Meeting passed the resolution to adopt the minutes of Annual General Meeting of Shareholders for the year 2023 by majority votes as follows:

Approved	1,003,932,998	vote(s)	equivalent to	100.00%
Disapproved	-	vote(s)	equivalent to	-
Abstained	43,700	vote(s)	equivalent to	0.00%
Voided ballot	-	vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 2 To approve the acquisition of ordinary shares in Fast Money Company Limited.**

Chairman assigned Miss Doungchai Kaewbootta to propose for approval the acquisition of ordinary shares Fast Money Company Limited. As Fast Money Company Limited (“FM”) provides personal loan under supervision of Bank of Thailand with registered capital of Baht 1,000 million, in which the Company holds 49%, Government Saving Bank holds 49% and NT Asset (Cayman) holds 2%. The Company has entered into shareholders agreement between the Company and Government Saving Bank whereby the Company can repurchase FM at the price of Baht 306 per share, which was the same price as prior sale to GSB with details as follows:

Buyer: Srisawad Corporation Public Company Limited

Seller: Government Saving Bank

Details of the Asset being acquired: 4,900,000 ordinary shares of Fast Money Company Limited or 49% of FM’s registered capital, at the price of Baht 306 each, total value of 1,499.4 million Baht. After this transaction the Company’s holding proportion will change from 49% to 98%, which caused FM transformed from associate to subsidiary company.

The entering into of the agreement to purchase shares in FM which is subject to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) which requires the Company to convene a shareholders meeting to obtain approval on the entering into of such transaction, whereby the resolution for this agenda shall be passed by a vote of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote. In addition, the transaction also constitutes an asset acquisition transaction in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, 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, 2004 (collectively, the “**Notifications on Acquisition or Disposal**”) as the transaction represents the maximum value of 5.62 percent calculated on the net tangible asset basis from the audited Consolidated Financial Statements for the year ending 31 December 2022. After accumulating such transaction value with other asset acquisition transactions that have occurred during the past six months, the size of the transaction is also calculated to be less than 15 percent when taking into account other transactions during the 6 months prior to the transaction date. the Company disclosed this information to investors and the Stock Exchange of Thailand.

However, the acquisition or disposal of an investment in another company and caused the said company to change its “subsidiary” status in relation to the subsidiary or the listed company itself. The acquisition of FM from GSB, will cause the Company held 98% in FM and FM will change to be the Company’s subsidiary. Therefore, the Board propose the Shareholders’ Meeting to consider the amendment of Articles of Association of FM in compliance with the changes of management structure, this amendment shall not be contrary to applicable laws and regulations.

Also, the Company’s Board of Directors resolved to authorise the Company’s Board of Directors and/or Managing Director and/or a person delegated by the Board of Directors and/or Managing Director to:

1. determine and/or amend other details that are necessary for or relevant to the Share purchase as well as the appropriated Articles of Association that it is not contradictory to or inconsistent with relevant notifications, regulations, or laws;
2. coordinate, negotiate, enter into, execute, and amend contracts, applications, waivers, notices, and other evidence that is necessary for and relevant to the Share purchase as well as the appropriated Articles of Association

3. take steps that are necessary for or relevant to the successful Share purchase as well as the appropriated Articles of Association and the appointment and sub-delegation of other suitable persons to do things described above.

In this session, the resolution must be approved by no less than three-fourths vote of the total number of votes of the shareholders attending the meeting.

**Resolution:**

The Meeting passed the resolution to approve the acquisition of ordinary shares in Fast Money Company Limited, by majority votes as follows:

Approved	951,407,441	vote(s)	equivalent to	94.76%
Disapproved	52,562,457	vote(s)	equivalent to	5.24%
Abstained	6,800	vote(s)	equivalent to	0.00%
Voided Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

The Chairman asked if the shareholders have any question but no question.

The Chairman thanked the shareholders for the suggestions and questions, and announced the closing of the meeting at 10.30 am.

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(Mr. Sukont Kanjanahuttakit)

Chairman

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(Mrs.Chomchaba Sathapornpong)

Secretary