



Minutes of the 2023 Annual General Meeting of Shareholders

More Return Public Company Limited

April 21, 2023

in the form of meetings via electronic media (E-AGM)

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date, time and place

Friday, April 21, 2023 at 10:00 a.m. via electronic media (E-AGM)

before the meeting

Miss Siriwaranya BoonketThanapipat Acting as moderator of this meeting welcomed all shareholders to enter the 2023 Annual General Meeting of Shareholders of More Return Public Company Limited and informed the meeting that There were shareholders attending the meeting both in person and by proxy, a total of 30 persons can count the total number of shares. 2,842,298,212 shares or equal to 39.6042% of the total issued shares of the Company A quorum was formed in accordance with Article 38 of the Company's Articles of Association which stipulated that at a shareholders' meeting, there must be at least 25 shareholders and proxies (if any) attending the meeting, and there must be shares counting In aggregate, not less than one-third of the total number of shares sold of the company. thus, constituting a quorum. It was deemed that a quorum was formed according to the Company's Articles of Association before considering the matters according to the meeting's agenda.

In this meeting, the company hired Inventech Systems (Thailand) Co., Ltd. to be the registration administrator. and vote counting the meeting was recorded in the form of video media.

The meeting facilitator clarified the voting and vote counting methods of shareholders for each agenda as follows:

**1. Voting practice for those who attend the meeting in person and of the proxies**

1.1 At this general meeting of shareholders, one share is one vote. In conducting the meeting on each agenda Shareholders can vote for, agree, disagree or abstain on each agenda. Vote counting will be counted only. Shareholders voted against and/or abstained only. Then those votes will be deducted from the total number of votes. The remainder of the attendance will be considered as agreeing votes on that agenda. In voting for the shareholders to choose the agenda they wish to vote on. Then the system will display the voting buttons: 1. Agree 2. Disagree 3. Abstain. "Cancel the last vote" in which the shareholders can amend their votes until that agenda is closed for voting. "Cancel the last vote" or "not vote", the company will assume that you agree with that agenda. And voting can be changed until the notice of voting closes.

1.2 In case of a proxy To receive proxies from many shareholders, click on "User icon" and press the button "Switch account" to access the accounts of other shareholders.

1.3 Any shareholder who has a special interest in any agenda will not have the right to vote on that agenda.



1.4 Shareholders have time to vote for 1 minute after the announcement of the opening of voting for each agenda. And when the voting result of each agenda is closed, the result of that agenda will be announced to the meeting later.

1.5 Shareholders who have made proxy forms for others to attend the meeting and vote according to the wishes of the shareholders. The Company used the votes of agreeing, disagreeing or abstaining. according to the wishes of the shareholders It has already been included in the registration for voting according to the agenda.

1.6 Voting in this Annual General Meeting of Shareholders is

- 1) Agenda 1,3,4,5 and 7 must be approved with majority votes of majority of shareholders. attending the meeting and having the right to vote
- 2) Agenda 6 must be approved with a vote of not less than two-thirds (2/3) of the total votes of the shareholders. attending the meeting and having the right to vote
- 3) Agenda 8 must be approved with a vote of not less than three-fourths (3/4) of the total votes of the shareholders. attending the meeting and having the right to vote

However, in Agenda 2, voting is not required as it is an agenda for acknowledgment.

## 2. Debriefing in the meeting room

2.1 Before voting on each agenda, the Company will give the opportunity for the attendees to ask questions or express opinions on issues related to that agenda as appropriate

2.2 Participants who wish to ask questions or express their opinions on any agenda Can ask questions by pressing the button "Send a question / Question", choose an agenda. who want to ask, then type the question, then click on the symbol, send a question, or ask a question with voice by pressing the "Record" button and ask a question with voice Once the question has been asked, press the "Stop for Record" button and press the "Send Question" button.

2.3 In case of questions related to that agenda A large number of questions have been sent into the system. The company will consider and select questions as appropriate.

When the meeting facilitator has finished explaining the voting method therefore introduced the Board of Directors attending the meeting as follows: Directors of the Company who attended the meeting

- |  |   |
|--|---|
| 1. Pol. Maj. Gen. Latthasanya Piansompar | Independent Director / Chairman of the Board of Directors and Chairman of the Audit Committee |
| 2. Mr. Kavin Chalermroj                  | Director / and Acting Chief Executive Officer   |
| 3. Mr. Chattaphum Khantiviriya           | Director / Chairman of the Remuneration Committee   |
| 4. Mr. Prawit Opas                       | Independent Director / Member of the Audit Committee  |
| 5. Mr. Somchai Wongsusin                 | Independent Director / Member of the Audit Committee  |
| 6. Mr. Patbordee Chomwong                | Director  |
| 7. Ms. Kanokwan Boonprakob               | Director/ company secretary   |
| 8. Ms. Wannisa Srisuchai                 | Director/Manager of Accounting and Finance Department   |



and the highest responsible person in the accounting and finance department

In this regard, the Company has 2 sub-committees, namely the Audit Committee and the Nomination and Remuneration Committee. and there were 8 members of the Company's Board of Directors who attended this meeting for all 8 persons or equivalent to 100%.

In addition, the moderator introduced Mr. Jiroj Sirirorote, an auditor from Karin Audit Co., Ltd., whom the company invited to attend this meeting.

**The meeting started at 10.15 a.m.**

Police Maj. Gen. Latthasanya Piansomphan, Chairman of the Board of Directors Acting as the chairman of the meeting opened the meeting. and welcomed the shareholders attending the 2023 Annual General Meeting of Shareholders today and assigned Ms. Siriwaranya BoonketThanapipat to conduct the meeting in accordance with the agenda of the next meeting

The meeting facilitator proposed the meeting to consider various matters. According to the following agenda  
**Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on November 30, 2022**

The meeting moderator informed the meeting that The Company has delivered a copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on November 30, 2022 to the Stock Exchange of Thailand. and the Ministry of Commerce within 14 days from the date of the extraordinary general meeting of shareholders as required by law and delivered the said meeting minutes to the shareholders along with the meeting invitation letter. The Board of Directors considered that the minutes of the meeting were recorded correctly and completely.

when no one has comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

**meeting resolution**

The meeting has considered Resolved to certify the Minutes of the Annual General Meeting of Shareholders No. 1/2022 held on November 30, 2022 with a majority of votes as follows:

|             |               |          |         |         |
|-------------|---------------|----------|---------|---------|
| Approved    | 1,951,002,212 | votes or | 68.5590 | percent |
| Disapproved | -             | votes or | -       | percent |
| Abstained   | 894,724,200   | votes or | 31.4409 | percent |

Out of 2,845,726,412 votes who attended the meeting and had the right to vote on this agenda.

*(Number of votes required to pass a resolution in this agenda: majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote)*

**Agenda 2 Acknowledgment of the Company's operating results and financial status for the year 2022**

The Chairman invited Ms. Wannisa Srisuchai, Accounting and Finance Manager, to Report the Company's operating results for the year 2022 to the meeting. Ms. Wannisa Srisuchai Accounting and Finance Manager Reported the company's operating results for the year 2022 to the meeting as detailed in the company's annual report. Summarized as follows:



| financial position<br>(Consolidated Financial Statements) | Year 2022<br>(Unit: Million Baht) | Year 2021<br>(Unit: Million Baht) |
|---|-----------------------------------|-----------------------------------|
| total assets  | 2,002.20                          | 1,628.12                          |
| total liabilities   | 127.19                            | 173.03                            |
| Total Equity  | 1,875.01                          | 1,455.09                          |

| performance<br>(Consolidated financial statements) | Year 2022<br>(Unit: Million Baht) | Year 2021<br>(Unit: Million Baht) |
|--|-----------------------------------|-----------------------------------|
| gross income                                       | 140.21                            | 1,297.53                          |
| total cost   | 119.28                            | 136.35                            |
| Net Profit (Loss)                                  | 12.01                             | 1,157.70                          |
| loss per share                                     | 0.00                              | 0.18                              |

Consolidated financial statements, the company has a total income from business operations of 101.26 million baht, consisting of (1) income from services in the amount of 34.14-million-baht (2) income from the utility business in the amount of 46.12 million baht and (3) revenue from Trading works in the amount of 21.00 million baht or equivalent to 34, 45 and 21 percent respectively, but when compared to the consolidated financial statements in the same period last year. It can be seen that the total revenue of the company decreased in the amount of 26.46 million baht or decreased by 20.72%, mainly from the decrease in revenue from the service sector. Since the subsidiary terminated the contract for managing personnel and taking care of the USO center since June 2022, resulting in the proportion of revenue from services, the proportion has changed from 51 percent to 34 percent of total revenue, which can be seen that the income from the services segment decreased from the same period last year in the amount of 31.29 million baht or decreased by 47.82%. from 18 percent to 45 percent and is the highest proportion of total income Because the company starts to recognize revenue from a subsidiary in the new tap water distribution business. Since March 2022, and in June 2022, the government has a policy to open the country and relax measures to prevent COVID. As a result, there are more tourists, resulting in an increase in water consumption from the same period last year. and increased the revenue from the utility business in the amount of 22.95 million baht or an increase of 99.02 percent.

As for the other income of the consolidated financial statements, it was 38.95 million baht compared to the same period last year. The company's other income decreased in the amount of 1,130.85 million baht or decreased by 96.67 percent because in the previous period the company had (1) gains from the sale of investments in subsidiaries in the amount of 1,054.50 million baht; Guaranteed in the amount of 95.38 million baht from the company's release of bank guarantees, which for the year 2022 the company did not have such transactions.

The Company's consolidated operating results for the year ended December 31, 2022, the Company remains positive. from the recognition of increased revenues of the new subsidiary in the tap water distribution



business in early March 2022 and from the policy of opening the country to relax the government's anti-COVID measures in the middle of 2022, which caused revenues in the utility sector to increase by 99.02 percent, and the company had a profit from measurements. The value of warrants to purchase ordinary shares of Health Empire Corporation Public Company Limited, resulting in the company's net profit for the year 2022 in the amount of 12.01 million baht.

#### **Factors or events that may significantly affect the financial position and operating results in the future**

Based on the analysis of the company's financial ratios in the past year, which reflects the company's financial position. It was found that most of the company's capital structure came from the shareholders' equity for business use. That is, the company has no loans from financial institutions. Therefore, the company has no financial risk from obligations to pay debts and interest expenses. The company does not have too many liabilities that could affect its financial position and ability to pay debts in the future.

In addition, the management has prepared for factors and situations or current circumstances, both controllable and uncontrollable, that may occur and affect the Company's operations. The management team has investment plans in many business groups. In order to diversify the risks that may occur and affect the Company's operations in the future, the Company currently divides its businesses according to the revenue of the operating segments of the Company as follows: 1) Trading segment 2) Service Segment 3) Utilities Segment. At present, the recurring income or the main income of the company is in the utilities sector, which is a business related to the fundamentals of consumption and consumption. However, the company has opened business channels in the entertainment group. After this Rolling Loud concert was completed. The company may have a change in revenue and cost structure. The revenue from the service business may increase and the cost of organizing concert services will increase significantly in the future. (The company structured revenue and cost in this concert segment at the service segment, because the company receives income as a management fee varying with the amount of concert tickets sold this time) In summary, the company has a business plan in the utility sector that is a basic factor in life in order to require recurring income as the main income. This is to ensure income stability and reduce risks from all factors and events that may occur and affect the company's operations. The company plans to expand the business in this sector to increase more and / or invest in businesses that receive additional returns in the form of recurring income and the company plans to operate in the entertainment group. This will open the opportunity to build relationships with partners, to increase income channels by this group of businesses. The company expects revenue, reputation, rewards and public relations to build a good brand image of the company.

**The meeting facilitator informed the meeting that there were questions from shareholders/proxies as follows:**

**Mr. Phuwanart Na Songkhla** shareholder rights protection volunteer from the Thai Investors Association Asked questions in Agenda 2 as follows:



1. In the case of MORE stock orders that were big news at the end of last year and lead to inspection Freezing the property of multiple people Including directors and senior executives of the company, he would like to know if the lawsuit affects the operations and business of the company or not. and has caused damage to the company or not and how Including whether the Board of Directors needed to resolve such issues or not. Especially in terms of image and CG.

2. I would like to know about the organizing of the Rolling Loud concert. Before the event, there was an issue that the regulator asked to clarify. I now know that the event has already been organized. therefore, would like the Board of Directors to provide preliminary information to the shareholders. as much as can be given whether it was successful or not And, in the end, should it help to have a profitable performance or not?

**The chairman of the meeting invited Mr. Kavin Chalermroj, Acting Chief Executive Officer, to who responded to this inquiry**

**Mr. Kavin Chalermroj** Acting Chief Executive Officer answered questions as follows:

1. In the case of MORE stock orders that were big news at the end of last year It affects the image of the company and its stock price. Stock prices depend on market forces. Investors were shocked and sold out and did not dare to go back to buy. This event does not happen very often in the stock market. for the lawsuit It is still unclear the culprit and the offender. It will take some time. However, the company still operates the main business according to the plan, namely Public Utilities (Water projects at Samet Island and Pluak Daeng District area and surrounding areas in Rayong) real estate business group and most recently a business group Entertainment

2. For the Concert Rolling Loud held between April 13-15 at Legend Siam Pattaya, it received a very good response from the audience who attended the event. The venue is ready, with over 100 rai of land, ready to host events of 100,000 people as this is the first national music festival in Asia featuring world-class Hip Hop artists such as Travis Scott, Chris Brown, Cardi B and others. Many more. On the first day there were more than 30,000 visitors, most of which more than 70% were fan clubs of artists who flew in from abroad. The event on the first day was well received, causing the next 2 days to have more than 50,000 people attending the event. The company is in the process of summarizing revenue and expenses figures from various related departments which will appear in the second quarter financial statements.

When there were no further questions, the chairman concluded, since this agenda was for acknowledgment, no resolution was required. Therefore, I would like to conclude that the meeting acknowledged the Company's operating results for the year 2023 and,

on behalf of More Return Public Company Limited, would like to inform that the Company has an ideology in conducting business with integrity. By adhering to social responsibility and all groups of stakeholders according to good corporate governance and the company's code of conduct, as well as policies and guidelines for various groups of stakeholders of the company and to ensure that the company has a policy Establishing appropriate responsibilities, guidelines and requirements for conduct to prevent corruption in all business activities of the company and to make business decisions and actions that may be subject to corruption risks.



Fraud and corruption have been carefully considered and treated. The company has prepared a "anti-corruption policy" in writing. To be a clear guideline for conducting business and developing to a sustainable organization and disseminating Such policy on the company's website is completed

**Agenda 3 To consider and approve the financial statements for the year 2022 ended December 31, 2022 which have been audited by a certified public accountant.**

The meeting facilitator clarified details about the agenda to consider and approve the financial statements for the year 2022 ending December 31, 2022, which had been audited by a certified public accountant, saying that in order to comply with Section 112 of the Public Limited Company Act P. 1992 and according to Article 56 of the Company's Articles of Association, the Board of Directors has prepared a balance sheet and profit and loss account for the year 2022 ending December 31, 2022 of the Company to be proposed to the 2023 Annual General Meeting of Shareholders for approval. The statement of financial position and statement of comprehensive income for the year 2022 ended December 31, 2022, which has been reviewed by the Audit Committee of the Company and has been audited by a certified auditor.

The Audit Committee is of the opinion that the accounting report preparation process The company's financial and internal control systems are sufficiently good to ensure that Financial reports reflect the financial position and performance of the company accurately as they should according to the accounting standards. required by law Including sufficient and timely disclosure of information in the financial statements for the benefit of shareholders. Investors or users of financial statements to make investment decisions.

The Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the balance sheet and income statement for the year 2022 ended December 31, 2022, which had been reviewed by the Audit Committee of the Company and audited. Audited by a certified public accountant.

**The meeting facilitator informed the meeting that there were questions from shareholders/proxies as follows:**

**Mr. Phuwanart Na Songkhla** shareholder rights protection volunteer from the Thai Investors Association Asked questions in Agenda 3 as follows:

1. According to the information in the invitation letter in this 3<sup>rd</sup> agenda, total assets in 2021 increased from 1,628.12 million baht to 2,002.20 million baht, and total liabilities from 173.03 million baht decreased to 127.19 million baht, which is a trend that is considered better. but it appears that Total income in 2021 from 1,297.53 million baht decreased to 140.21 million baht despite the total expenses decreased. More importantly, the net profit from the profit in 2021 was 1,157.70 million baht, leaving a profit of only 12.01 million baht in 2022, so we would like to know the reasons for the above financial statements, what happened, the financial statements came out in such a way.

**The chairman of the meeting invited Ms. Wannisa Srisuchai, Accounting and Finance Manager, to attend the meeting. who responded to this inquiry**



Ms. Wannisa Srisuchai Accounting and Finance Manager answered questions as follows:

From the profit figures shown in the financial statements for the year 2021 caused by the transaction "Investment disposal transaction" but in 2022, the company has no such transaction. For the total assets that increased from the previous year Because during the year 2022, money was received from the capital increase. For the decrease in total liabilities from debt repayment during the year.

and when no one has any additional comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

meeting resolution Approval of the financial statements for the year 2022 ending December 31, 2022 which have been audited by a certified public accountant.

with the votes as follows:

|             |               |          |         |         |
|-------------|---------------|----------|---------|---------|
| Approved    | 1,955,502,212 | votes or | 68.6086 | percent |
| Disapproved | -             | votes or | -       | percent |
| Abstained   | 894,724,200   | votes or | 31.3913 | percent |

Out of 2,850,226,412 votes who attended the meeting and had the right to vote on this agenda.

*(Number of votes required to pass a resolution in this agenda: majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote)*

**Agenda 4 To consider and approve the omission of dividend payment and the omission of profit allocation as legal reserve for the year 2022**

The Chairman assigned the meeting conductor to report details of the reasons for the omission of dividend payment and the omission of profit allocation as legal reserve for the year 2022 to the meeting for approval.

The meeting facilitator informed the meeting that according to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 51 of the Company's Articles of Association, the Company must allocate part of its annual net profit as a reserve fund of not less than 5 percent of its regular net profit. year Until the reserve fund is not less than 10 percent of the registered capital. And according to the Public Limited Company Act BE 2535, Section 115 stipulates that dividends cannot be paid from other types of money besides profits. and in the event that the company still has accumulated losses It is forbidden to pay dividends.

Considering the company's performance as shown in the company's separate financial statements for the year 2022 ended December 31, 2022, the company had net profit in the accounting year in the amount of 12,008,684 baht and retained profit in the amount of 214,176,031 baht. arising from the realization of profit from warrants to purchase ordinary shares of Health Empire Corporation Public Company Limited, therefore considering the omission of dividend payment and omission of profit allocation as a legal reserve.

**The meeting facilitator informed the meeting that there were questions from shareholders/proxies as follows:**





Mr. Phuwanart Na Songkhla, shareholder rights protection volunteer from the Thai Investors Association Asked questions in Agenda 4 as follows:

1. Ask the committee to clarify the information stating that Since the net profit for the year is the accounting profit from the recognition of profit from the warrants to purchase ordinary shares HEMP-W2 , even though there is a retained profit of as much as 214.17 million baht, but the dividend payment must be omitted. And will such cases happen again in the future?

**The chairman of the meeting invited Dr. Somchai Wongsapsin to Member of the Audit Committee / Responded to this question**

Dr. Somchai Wongsapsin Audit Committee Answered the following questions:

This part of net profit is non-monetary profit, meaning it is the profit arising from holding HEMP securities in the future, if the price of this security increases, this profit will increase. or if the stock price drops This profit will be reduced. However, this profit will turn into money. Only when the company sells these securities will it receive cash and when no one has any additional comments or questions

**The chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:**

**meeting resolution** Approved the omission of dividend payment and the omission of profit allocation as legal reserve.

with the votes as follows:

|             |               |          |         |         |
|-------------|---------------|----------|---------|---------|
| Approved    | 1,955,501,652 | votes or | 68.6086 | percent |
| Disapproved | -             | votes or | -       | percent |
| Abstained   | 894,724,760   | votes or | 31.3913 | percent |

Out of 2,850,226,412 votes who attended the meeting and had the right to vote on this agenda.

*(Number of votes required to pass a resolution in this agenda: majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote)*

**Agenda 5 To consider and approve the appointment of directors to replace those retiring by rotation**

The moderator clarified the reasons and principles for this agenda. to the meeting for acknowledgment and approval meeting operator Said to the meeting that according to Section 71 of the Public Limited Companies Act B.E. The members of not less than one-third of the total number of members of the Board shall retire by rotation. If the number of directors cannot be divided into three parts, then the number nearest to one-third shall be issued. and the retiring directors may choose to take another position

In this 2023 Annual General Meeting of Shareholders, the directors who will be retired by rotation at the rate of one-third of the total number of directors are 2 persons, namely:

1. Mr. Prawit Opas Director/Independent Director/Audit Committee/Nomination and Consideration Committee
2. Mr. Patbordee Chomwong Director/ Independent Director



In this regard, the Company has given the opportunity to shareholders to nominate persons to be considered for selection as Company Directors. For the 2023 Annual General Meeting of Shareholders via the Company's website between 20 December 2022 and 20 February 2023 according to the principles of good corporate governance of listed companies. It appeared that no shareholder nominated a person to be considered for selection as a company director.

Nomination and Remuneration Committee (excluding nominated directors) jointly consider qualifications, knowledge, ability and experience in various fields. Including the performance, position and duties of individual directors. taking into account the diversity in the structure of the Board of Directors Qualifications as a director in various fields Appropriateness of qualifications, experience and expertise Performance as a director of the Company in the past Including being a person who has all the qualifications and has no characteristics Prohibited under Section 68 of the Public Limited Companies Act B.E. 2535 and the rules set by the Securities and Exchange Commission. and the Stock Exchange of Thailand including other criteria related Opined that the two directors who retired by rotation are experts. Have knowledge and experience in the business of the company in the past, he has performed his duties as a director of the Company with efficiency.

Opinion of the Board of Directors the Board of Directors (excluding nominated directors) has considered through the screening process according to the Company's director nomination criteria and deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of directors who retire by rotation. Re-appointed as a director for another term According to the opinion of the Nomination and Remuneration Committee

when no one has comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

**meeting resolution** Approved the appointment of directors for another term as follows:

**1. Mr. Prawit Opas Director/Independent Director/Audit Committee**

|             |               |          |         |         |
|-------------|---------------|----------|---------|---------|
| Approved    | 1,955,502,212 | votes or | 68.6086 | percent |
| Disapproved | -             | votes or | -       | percent |
| Abstained   | 894,724,760   | votes or | 31.3913 | percent |

Out of 2,850,226,412 votes who attended the meeting and had the right to vote on this agenda.

*(Number of votes required to pass a resolution in this agenda: majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote)*

**2. Mr. Patbordee Chomwong Director/Independent Director**

|             |               |          |         |         |
|-------------|---------------|----------|---------|---------|
| Approved    | 1,955,502,212 | votes or | 68.6086 | percent |
| Disapproved | -             | votes or | -       | percent |
| Abstained   | 894,724,760   | votes or | 31.3913 | percent |

Out of 2,850,226,412 votes who attended the meeting and had the right to vote on this agenda.

*(Number of votes required to pass a resolution in this agenda: majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote)*



**Agenda 6 To consider the remuneration and meeting allowance for the directors for the year 2023**

The chairman assigned the meeting conductor to explain details about the remuneration and meeting allowance for the directors for the year 2023 to the meeting for approval. The meeting facilitator informed the meeting that according to Section 90 of the Public Company Act B.E. Total number of votes of shareholders attending the meeting."

The Nomination and Remuneration Committee has considered the directors' remuneration for the year 2023 by considering the appropriateness of the remuneration in line with their duties. and responsibilities assigned Including comparing with businesses of similar types and sizes. According to the survey report on the remuneration of directors of listed companies of the Thai Institute of Directors Association. Including business expansion and growth in the company's performance. The Nomination and Remuneration Committee therefore resolved to approve the proposal to determine the amount of remuneration for the Board of Directors for the year 2023 in the amount not exceeding 4,300,000 baht (the same amount as the year 2022). of the Company for the year 2023 as follows:

**The composition of the Board of Directors' remuneration for the year 2023**

| position                               | Compensation monthly | meeting allowance per time | special gratuity          |
|--|----------------------|----------------------------|---------------------------|
| chairman of the board                  | 40,000 baht          | 25,000 baht                | depending on the turnover |
| director                               | 15,000 baht          | 20,000 baht                | depending on the turnover |
| Chairman of the Audit Committee        | 25,000 baht          | 25,000 baht                | depending on the turnover |
| Audit Committee                        | -                    | 20,000 baht                | depending on the turnover |
| Chairman of the Remuneration Committee | -                    | 25,000 baht                | depending on the turnover |
| Remuneration Committee                 | -                    | 20,000 baht                | depending on the turnover |

In the case of the chairman of the board and Chairman of the Audit Committee are the same person will receive monthly compensation only at the rate higher by only one amount

The Board of Directors has considered based on the recommendation of the Nomination and Remuneration Committee. It was deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the directors' remuneration for the year 2023 in the amount not exceeding 4,300,000 baht, the same amount as the previous year. as proposed by the Nomination and Remuneration Committee

and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

**meeting resolution** Approved the remuneration and meeting allowance for the directors for the year 2023 in the amount not exceeding 4,300,000 baht (equal to the year 2022). and Chairman of the Audit Committee being the same person will receive monthly compensation only at the higher rate of only one amount

|             |               |          |         |         |
|-------------|---------------|----------|---------|---------|
| Approved    | 1,955,502,212 | votes or | 68.6086 | percent |
| Disapproved | -             | votes or | -       | percent |
| Abstained   | 894,724,760   | votes or | 31.3913 | percent |



Out of 2,850,226,412 votes who attended the meeting and had the right to vote on this agenda.

*(Number of votes required to pass a resolution in this agenda: votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting and having the right to vote.)*

**Agenda 7 To consider and approve the appointment of the auditor and determine the audit fee for the year 2022**

The chairman assigned the meeting moderator to clarify the following details. In order to comply with the Public Limited Companies, Act B.E. 2535, Section 120 and the Company's Articles of Association, Article 59. and Article 60, which requires that the Annual General Meeting of Shareholders appoint an auditor and determine the audit fee of the company every year.

The Audit Committee has considered selecting auditors from Karin Audit Co., Ltd. as the company's auditors for the year 2023. This appointment is the sixth fiscal year since Karin Audit Co., Ltd. is a company that provides auditing services. Auditor with standard and expertise in auditing. Including having an appropriate audit fee. It was proposed to the Board of Directors to propose to the Annual General Meeting of Shareholders for approval.

The Board of Directors agreed with the proposal of the Audit Committee. It was deemed appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors from Karin Audit Co., Ltd. as the audit firm of the Company and its subsidiaries for the year 2023 by assigning one of the following auditors: go here to audit and express opinions on the financial statements of the Company and its subsidiaries for the year 2023

1. Mr. Jirote Sirirorote, Certified Public Accountant No. 5113 and/or
2. Ms. Kannika Wipanurat, Certified Public Accountant No. 7305 and/or
3. Ms. Nonglue Pattanabandit, Certified Public Accountant Registration No. 4713

In this regard, the above 3 auditors and Karin Audit Co., Ltd., an audit firm, were previously approved by the Board of Directors' Meeting and the Shareholders' Meeting. has been the auditor of the Company and its subsidiaries for 5 years. In the event that the aforementioned auditors are unable to perform their duties, Karin Audit Co., Ltd. shall assign other certified auditors of Karin Audit Company. In addition, Karin Audit Company Limited and such nominated auditors have no relationship and/or interest in the Company /sub sidiaries /executives/major shareholders. or a person related to such person in any manner that would affect the independent performance of duties in any way in the auditor's remuneration The Audit Committee has already considered the duty of reviewing and auditing the financial statements of the Company and its subsidiaries. The Board of Directors agreed to propose to the shareholders' meeting to consider and approve the audit fee for the Company and its subsidiaries for the year 2023 in the amount not exceeding 3,880,000 baht.

and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

**meeting resolution** Approved the appointment of auditors from Karin Audit Co., Ltd. to be the audit firm of the Company and its subsidiaries. and approve the audit fee for the Company and its subsidiaries for the year 2023 in the amount not exceeding 3,880,000 baht



|             |               |          |         |         |
|-------------|---------------|----------|---------|---------|
| Approved    | 1,955,502,212 | votes or | 68.6086 | percent |
| Disapproved | -             | votes or | -       | percent |
| Abstained   | 894,724,760   | votes or | 31.3913 | percent |

Out of 2,850,226,412 votes who attended the meeting and had the right to vote on this agenda.

*(Number of votes required to pass a resolution in this agenda: majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote)*

**Agenda 8 To consider and approve the amendment of the Company's Articles of Association to be in line with Public Company Limited Act (No. 4) B.E. 2565 by electronic means**

The meeting facilitator clarified the details as follows. Due to the promulgation of the Public Limited Companies Act B.E. 2535 (No. 4) which stipulates that public limited companies can use electronic methods in their Board of Directors meetings and shareholders' meetings. delivery of books or documents as well as granting proxies in shareholders' meetings to reduce the burden and facilitate the business operations of public limited companies and the public, the company has therefore amended the regulations to be in line with the Public Limited Companies Act B.E. 2535 (No. 4), details appear in Enclosure 6

The Board considered and agreed to propose to the shareholders' meeting to consider amending the Articles of Association of the Company. to comply with Public Company Limited Act (No. 4) B.E. 2565 with electronic methods that are currently in force.

and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

**Resolution of the meeting** the meeting has considered Resolved to disapprove the amendments to the regulations to be in line with Public Company Limited Act (No. 4) B.E. 2565 by electronic means Since there are less than 3/4 of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

|             |               |          |         |         |
|-------------|---------------|----------|---------|---------|
| Approved    | 1,955,502,212 | votes or | 68.6086 | percent |
| Disapproved | -             | votes or | -       | percent |
| Abstained   | 894,724,760   | votes or | 31.3913 | percent |

Out of 2,850,226,412 votes who attended the meeting and had the right to vote on this agenda.

*(Number of votes required to pass a resolution in this agenda: no less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.)*

**Agenda 9 Consider Other Matters**

The Chairman informed the meeting that now all the agenda items as specified in the invitation letter have been considered by the shareholders' meeting. I do not know if any shareholder will propose other matters. to consider or not

The meeting facilitator informed the meeting that there were questions from shareholders/proxies as follows:



**Mr. Piyapong Prasatthong** a shareholder who attended in person, asked whether

1. Why did the stock price of more decrease from before? After converting more-w2 on October 20, 2022, the highest price was 2.74 baht as of January 9, 2023. Today, the share price was 0.22 baht yesterday. 10 times what is the cause? I would like the company to clarify to the shareholders for more acknowledgment.

**chairman of the meeting Answered questions that This question has the same answer that has already been answered in the agenda above.** The meeting facilitator informed the meeting that there were questions from shareholders/proxies as follows:

**Mr. Prasarn Tangmuttiyanon** Being a shareholder attending in person, would like to ask

1. In addition to revenue from tap water and concert projects RL, does the Company have any other project besides that to increase revenue for the Company?
2. Pyrolusites water filter case filed by the company on August 11, 2022 with the total value of the lawsuit at 879,147,884 baht. And how much is the chance to win?

**Mr. Kavin Chalermroj**, Acting Chief Executive Officer answered questions as follows:

1. Currently, income from water comes from 2 projects, one from Koh Samet. and at Pluak Daeng District, Rayong Province, and is still in the process of studying water in other areas. As for entertainment, in addition to the Rolling Loud concert and other concerts under negotiation and real estate Expect new projects likely to happen this year
2. This case is still under consideration. If there is progress, it will be updated through the information system of the Stock Exchange of Thailand.

**The meeting facilitator informed the meeting that there were questions from shareholders/proxies as follows:**

**Mr. Prasarn Tangmuttiyanon** Being a shareholder attending in person ask for more information

1. The company's cash received from the conversion of more-w2 in the amount of 691.75 million baht and received from the sale of capital increase shares to Khun Amarit in the amount of 132 million baht, totaling 823.75 million baht in cash. What are they used for, and how much and how much is left now
2. If the lawsuit on stock manipulation ends and Khun Amrit was cleared of the allegations. Is there a chance that Khun Ummarit will come back to take any position in the company again?

**Mr. Kavin Chalermroj**, Acting Chief Executive Officer answered questions as follows:

1. Regarding capital increase, in fact, the stock market It is required that the company must submit a report on the utilization of capital increase. It's already around the time You may follow news clarifications. that can be sent through the system of the Stock Exchange of Thailand
2. For Khun Ummarit to return to the position again or not It's a matter of the future.

**The meeting facilitator informed the meeting that there were questions from shareholders/proxies as follows:**



Mr. Prasarn Tangmuttiyanon Being a shareholder attending in person Ask for more information as follows.

1. For the concert that just finished, would like to know how profit or loss, how much for this RL concert?
2. Part organized in Thailand Will there be a change next year?
3. Seeing that the copyright purchased by getting the right to be the only owner in Asia There is a project taking advantage of this right. in some foreign arrangements or not

Mr. Kavin Chalermroj, Acting Chief Executive Officer answered questions as follows:

1. About profit and loss, we probably won't be able to answer at this time because it's in the process of collecting.
2. The format of the concert should remain the same.
3. This is a matter that is being considered to expand to neighboring countries. But it's not a big concert like we do in Thailand, maybe using Road to Rolling Loud.

When no one proposed any other matter to the meeting for consideration. The president has said On behalf of More Return Public Company Limited, we would like to thank all shareholders for taking the time to attend today's meeting. and asked to close the meeting

The Chairman adjourned the meeting at 11:50 a.m.

*--Lathasanya Piansompha--*

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(Police Major General Lathasanya Piansomphan)

Chairman of the Board of Directors/ Chairman of the Meeting

*--Kanokwan Boonprakob--*

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(Ms. Kanokwan Boonprakob)

Company secretary