



Minutes of the 2024 Annual General Meeting of Shareholders  
April 19, 2024 In the form of electronic meeting (E-AGM)

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**Date, time and place**

Friday, April 19, 2024 at 10:00 a.m. via electronic media (E-AGM)

**Before the meeting begins**

Miss Siriwaranya Bunket Thanapiphat Acting as the facilitator for this meeting He welcomed all shareholders. To enter the 2024 Annual General Meeting of Shareholders of More Return Public Company Limited and informed the meeting that There were shareholders attending the meeting in person. and by proxy, a total of 31 persons can count the total number of shares. 2,791,774,120 shares or equal to 38.9002 percent of the total issued shares of the company. A quorum was formed according to Article 38 of the Company's regulations, which stipulates that in a shareholder meeting there must be shareholders and proxies from shareholders (if any) attending the meeting in total of not less than 25 people and must There are shares totaling not less than one-third of the total number of shares sold in the company. This will constitute a quorum. Therefore, from the number of shareholders attending the meeting and the said number of shares It is considered that a quorum is formed according to the Company's regulations before starting to consider various matters according to the agenda.

This meeting was an electronic meeting (E-AGM). The company appointed Inventech Systems (Thailand) Co., Ltd. to be the registration administrator. Meeting attendance and voting via Inventech Connect, voting or e-Voting, which is a standard system consistent with the conditions and methods specified. in the Royal Decree on Meetings via Electronic Media, B.E. 2020 and the announcement of the Ministry of Digital Economy and Society, B.E. 2020, regarding security standards for meetings via electronic media, B.E. 2020, which the Company has Recording of meetings in the form of video media and record the registration information for meeting attendance and voting in each agenda in writing.

The meeting facilitator explained the voting methods and vote counting at this meeting. The company will process, collect, use and disclose personal information. including still images Sounds and animations of all meeting participants for recording and preparing meeting minutes Meeting management and would like to clarify the method Meeting criteria are as follows:

1. The meeting will consider matters in the order of the agenda specified in the meeting invitation letter. Information will be presented in each agenda. and provide opportunities for shareholders to ask questions before voting and the results of the scores will be reported to the meeting. When the votes are counted in that agenda Finished in order

2. In voting Let shareholders choose the agenda they want to vote on. Then press the "Vote" button. The system will display 3 fields for voting: agree, disagree and abstain. If you want to cancel your vote, press the "Cancel voting" button for your shareholders. Whoever did not vote within the specified time The company will assume that shareholders agree with that agenda. and voting can make amendments Until there is notification of the closing of voting in that agenda. The company gives voting time 1 minute and



when the voting results for each agenda are closed. The results of that agenda will be announced to the meeting later.

3. In the event that the shareholder wishes to leave the meeting Before closing voting on any agenda Shareholders' votes will not be counted as a quorum for the said agenda. and votes will not be counted immediately for the remaining agenda items. However, leaving the quorum for any agenda item will not disqualify shareholders' rights. or a proxy to return to attend the meeting and vote on the next agenda in the system

#### Asking questions or expressing opinions in the meeting room

Before voting on each agenda the company will give meeting attendees the opportunity to ask questions. or express opinions on issues related to that agenda as appropriate by selecting the agenda on which you want to ask questions or express opinions. Then press the "Question" button.

- Can type the desired inquiry Then press the "Send Questions" button. The company will answer questions in the conference room on the agenda related to that question. However, if there are a large number of questions sent, the company reserves the right to consider and select questions as appropriate.

- Voting at this general meeting of shareholders is

- 1) **Agenda 1, 3, 4, 5 and 7** must be approved by a majority vote of a majority of shareholders. who came to the meeting and had the right to vote
- 2) **Agenda 6** must be approved by a vote of not less than two-thirds (2/3) of the total number of votes of shareholders. who came to the meeting and had the right to vote

**In Agenda 2**, there is no need to vote because it is an agenda for information.

When the meeting facilitator has finished explaining the voting method. Therefore, we would like to introduce the Board of Directors who attended the meeting as follows:

#### Company directors attending the meeting

- |  |  |
|--|--|
| 1. Police Major General Latthasanya Phiansompan, | Independent Director / Chairman of the Board of Directors and Chairman of the Audit Committee. |
| 2. Mr. Kawin Chalermroj,                         | Director / Chief Executive Officer   |
| 3. Mr. Chathaphum Khantiviriya,                  | Director / Chairman of the Compensation Committee  |
| 4. Mr. Prawit Opas,                              | Independent Director / Audit Committee Member  |
| 5. Mr. Somchai Wongsinsap,                       | Independent Director / Audit Committee Member  |
| 6. Mr. Phatbodi Chomwong,                        | Director   |
| 7. Miss Kanokwan Boonprakob                      | Director/ Company Secretary  |
| 8. Miss Wannisa Srisuchai,                       | Director/Financial Accounting Manager  |



and the most responsible person in the financial accounting department The Company has 2 subcommittees: the Audit Committee and the Nomination and Remuneration Committee, and there are a total of 8 company directors, all 8 of whom attended this meeting, or 100 percent.

In addition, the moderator introduced Mr. Jiroj Siriroroj, an auditor from Karin Audit Company Limited, whom the company had invited to attend this meeting.

**The meeting starts at 10:15 a.m.**

Police Major General Latthasanya Phiansompan, Chairman of the Board of Directors Acting as the chairman of the meeting, he opened the meeting, along with welcoming the shareholders who attended the 2024 Annual General Meeting of Shareholders today and assigned Ms. Siriwaranya Bunket Thanapiphat Be the next person to conduct the meeting according to the agenda.

The meeting facilitator proposed that the meeting consider various matters. according to the following agenda

**Agenda 1: Consider certifying the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024, held on February 23, 2024.**

The meeting facilitator informed the meeting that The Company has sent a copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024, held on February 23, 2024, 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 the minutes of the said meeting were sent to the shareholders along with the meeting invitation letter. The Board of Directors considered and saw that the minutes of the meeting were recorded correctly and completely.

When no one has an opinion or question The Chairman then asked the meeting to vote and the meeting facilitator summarized the meeting resolutions as follows:

**Resolution of the meeting:** The meeting has considered. It was resolved to certify the minutes of the Annual General Meeting of Shareholders No. 1/2024, held on February 23, 2024, with a majority vote as follows.

Agreed,	1,952,778,119 votes,	equivalent to	69.9475 percent
Disapproved,	101 votes,	equivalent to	0.0000 percent.
Abstaining	838,995,900 votes,	equivalent to	30.0524 percent.

from the number 2,791,774,120 All votes attending the meeting and having the right to vote on this agenda

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

**Agenda 2: Acknowledge the operating results and financial position of the company for the year 2023.**

The Chairman invited Miss Wannisa Srisuchai, Financial Accounting Manager, to Report the company's operating results for the year 2023 to the meeting. Miss Wannisa Srisuchai, Financial Accounting Manager The



company's operating results for the year 2023 were reported to the meeting according to the details appearing in the company's annual report. In summary as follows:

financial status (Consolidated financial statements)	Year 2023 (Unit: million baht)	Year 2022 (Unit: million baht)
Total assets	1,485.84	2,002.20
Total debt	100.14	127.19
Total shareholders' equity	1,385.70	1,875.01

Performance (Consolidated financial statements)	Year 2023 (Unit: million baht)	Year 2022 (Unit: million baht)
Total income	89.10	140.21
Total cost	314.10	119.28
Net profit(loss)	(228.34)	12.01
Loss per share	0.02	0.00

Statement of financial position for 2023, the company has total assets of 1,485.84 million baht. Compared to the financial statements of 2022, total assets decreased by 516.36 million baht or a decrease rate of 25.79 percent, with current assets decreasing in the amount of 265.22 million baht due to Decreased in cash and cash equivalents by 472.90 million baht from investments in real estate. Invest in other current financial assets and investment in organizing concerts

However, in 2023, there is an allowance for other receivables and prepaid expenses according to the contract for organizing concerts, including repayment of current liabilities. As a result, current assets decreased.

For non-current assets, which decreased in the amount of 251.14 million baht, this was due to the fair value of equity instruments - securities listed on the stock exchange at the end of the period having decreased in value.

Total liabilities in 2023 amounted to 100.15 million baht, compared to the financial statements of 2022, which decreased by 27.04 million baht or a decrease rate of 21.26 percent because the company had paid accrued interest. and pipe-laying creditors of subsidiaries as a result, current liabilities in the consolidated financial statements decreased from the previous year.

Shareholders' equity in 2023 amounted to 1,385.69 million baht, compared to the financial statements of 2022, decreased from the previous year by 489.32 million baht or a decrease of 26.10 percent due to the fair value of securities listed on the stock exchange and warrants having a higher value. Decreased



in the amount of 261.25 million baht and net loss for 2023 in the amount of 228.34 million baht, resulting in a decrease in shareholders' equity from the previous year.

Operating results for the year ending December 31, 2023 can be seen that the company had a net loss on the consolidated financial statements of 228.34-million-baht, accounting for 256.27 percent of total revenue. When compared to the previous period, it was found that the company had a decreased net profit. amount of 240.35 million baht due to

- Set allowance for credit losses in the amount of 231.72 million baht. The reason that the company has considered setting allowance for credit losses in associates in the amount of 205.17 million baht (loans to associates 149.37 accrued interest receivable and royalty fees of 53 million baht) and unrelated companies of 26.55 million baht (money seized by the Legal Execution Department 17.37 and prepaid expenses of 9.18 million baht)

- Service income decreased by 32.74 million baht due to the subsidiary canceling the contract for personnel management and USO center maintenance from June 2022 and during 2023, the company did not create a new service contract.

- Gain from measuring the value of warrants to purchase common shares in the amount of 25.66 million baht, which the company does not have a measurement item in 2023, resulting in operating results for the year having a net profit lower than the previous year.

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

From the analysis of the company's financial ratios over the past year. The company's current ratio in 2023 has shown a good ability to service short-term debt, which reflects the company's financial position. It was found that the company's capital structure comes mostly from shareholders' equity for use in business operations. That is, the company does not have any loans from financial institutions. Therefore, the company has no financial risk from debt repayment obligations and interest expenses. The company does not have too much debt that will affect its financial position and ability to repay debt in the future.

In addition, the management has prepared factors and factors with the current situation or circumstances, both controllable and uncontrollable, that may occur and affect the operations of the company. The management team has plans to invest in several business groups. In order to diversify risks that may occur and affect the company's operations in the future.

In summary, the company has a plan to conduct business in the public utilities sector which is a basic factor in living in order to require recurring income as the main income for income stability. And reduce the risk of every factor and every event that may occur and affect the company's operations. The company has plans to expand this business further and/or invest in businesses that receive additional returns in the form of recurring income. The company has also started operating businesses in the entertainment group.



This will provide an opportunity to build relationships with trading partners. To increase income earning channels by this group of businesses. The company expects income Reputation rewards and public relations to continue building a good brand image of the company.

The company's current ratio in 2023 is equal to 5.52 times, still greater than 1, indicating good ability to pay off short-term debt. Compared to last year which decreased only slightly as for the debt-to-equity ratio, it was equal to 0.07, which had not changed from the previous year. Rate of return for shareholders: Since 2023 there will be a loss, this financial ratio will decrease.

ratio	2023	2022	increase (decrease)
Liquidity ratio	5.52	6.49	0.97
Debt to equity ratio	0.07	0.07	-
Rate of return for shareholders	-8.32%	0.84%	-9.16%

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

Mr. Phuwanart Na Songkhla volunteers to protect shareholders' rights. From the Thai Investors Association I would like to inquire in Agenda 2 as follows:

1: I would like to know the real problem of the Company's RO capital increase in the past. The date has been announced and the stock price in the market has already dropped. But in the end, they were unable to increase capital. As a result, all existing shareholders were affected by the share price. that has decreased and want to know How does the board plan to find solutions and compensate for the impacts on existing shareholders?

2 : I would like to know that the Board of Directors It has explained and provided information to the regulatory agencies, namely the SEC and the Stock Exchange. In detail or not? In order to prevent the same problem from occurring again. Because it not only affects shareholders but it also has a direct impact on the image of the company.

3: I would like to know the company's business operations from now on. that will build confidence for investors and create a good image in future business So that the company can move forward with stability and sustainability.

The chairman of the meeting invited Mr. Kawin Chalermroj, Chief Executive Officer. is the answer to this inquiry

Mr. Kawin Chalermroj, Chief Executive Officer Answered questions as follows:

The last round of capital increase was due to the resolution of the Company's Board of Directors on December 8 , 2023 , which we have informed of the resolution of the Board of Directors and various information according to the rules and regulations that have been laid down and have been revised. and



additional information According to the regulatory agency The Stock Exchange required it 2 times, with the shareholder meeting scheduled for January 19, 2024, but only 3 days before the meeting date, on January 16, 2024, the Stock Exchange An order was given to the company. Must find a financial advisor (IFA) to provide opinions on the said capital increase. This is the first time that increasing capital in the form of an RO requires an IFA, which we have complied with. and postponed the shareholder meeting on that day. However, when we proceeded to procure the IFA and the IFA gave an opinion regarding the capital increase transaction. According to the wishes of the Stock Exchange, everything has been completed. The Company has therefore called a shareholder meeting, setting February 23, 2024 as the new shareholder meeting date. This is still within the legal time limit for boarding the RD, which means a meeting must be held within 2 months from the day the sign is posted. On the day of the said meeting There were shareholders attending the meeting both in person and by proxy, and there was Thai NVDR Company Limited (NVDR), which the Stock Exchange Holds 99.99% of the registered and paid-up capital. Attend the meeting and vote and abstain from voting at the meeting on that day as well. As a result, the capital reduction agenda had 3 out of 4 votes not passed, resulting in the capital increase agenda being the next agenda. was not considered by shareholders at that time as for the question of whether the stock price has been lowered? But the capital increase has not yet been presented for consideration. How will the company plan to compensate for the damage and have a plan to increase capital? We would like to inform you that we must respect the rules there. and do the best we can in the business that continues to operate. We also have main income which is the utility business group or water supply business. We are still operating as normal. As for the purpose of the additional capital that we planned to use to organize the RL concert year 2, which we actually had to organize during Songkran. In the past April, but with the time period and conditions of various financing plans. causing us to postpone the concert It's the end of November, but even though concerts are held at the end of the year, with details and work Format of the event in the meantime, we need to prepare the funds. This is because artist deposits, various operational deposits must be paid before the event date. However, we need to use this fund in the number of hundreds of millions of baht. which is currently talking with financial institutions and other sources of funding

**Mr. Phuwanart Na Songkhla volunteers to protect shareholders' rights. From the Thai Investors Association, I would like to ask additional questions on Agenda 2 as follows:**

From the company's financial statements reported to the meeting What is the board's approach to correcting the company's current operating results and financial statements?

**Mr. Kawin Chalermroj, Chief Executive Officer Answered questions as follows:**

According to the financial statements for the year 2023, there are major losses. It's from the RL concert last year. As you know, during that time there was an incident with MORE stock securities and the company was affected because we had signed a contract with a foreign country. Various deposits have been paid. went earlier When such an event occurs More than 90% of sponsors withdrew from participating, which we can only accept and must move forward.



When there were no further questions, the Chairman concluded that because this agenda was an agenda for acknowledgment, no voting was required. Therefore, I would like to conclude that the meeting acknowledged the report of the Company's operating results for the year 2023 and on behalf of the representative of More Return Public Company Limited, I would like to inform you that the Company has an ideology of conducting business with ethics. By adhering to social responsibility and all groups of stakeholders in accordance with the principles of 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 policies Defining responsibilities, guidelines, and appropriate operating requirements to prevent corruption in all business activities of the company and to allow decisions and business operations that may have corruption risks. Corruption is carefully considered and treated. The company has prepared a written "Anti-Corruption Policy". To provide clear guidelines for conducting business and developing into a sustainable organization and have published the said policy is already on the company's website.

**Agenda 3: Consider approving the financial statements for the year 2023, ending December 31, 2023, which have been audited by a certified public accountant.**

The meeting facilitator explained details about the agenda for consideration and approval of the financial statements for the year 2023, ending December 31, 2023, which had been audited by a certified public accountant, saying that in order to comply with Section 112 of the Public Limited Companies Act B.E. 1992 and according to the Company's Articles of Association, Article 56. The Board of Directors has arranged for the preparation of a balance sheet and profit and loss account for the year 2023 ending December 31, 2023 of the Company to be presented to the 2023 Annual General Meeting of Shareholders for consideration and approval. The statement of financial position and statement of comprehensive income for the year 2023 ending December 31, 2023, which has been considered by the Company's Audit Committee and has been audited by a certified public accountant.

The Audit Committee is of the opinion that the accounting report preparation process and the company's finances have a good enough internal control system to ensure that the financial report accurately reflects the financial position and operating results of the company as expected according to accounting standards. required by law Including adequate and timely disclosure of information in the financial statements for the benefit of shareholders. Investors or users of financial statements in making investment decisions.

The Company's Board of Directors has considered and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider approving the balance sheet and income statement for the year 2023, ending December 31, 2023, which have been considered by the Company's Audit Committee and have been audited. Examined by a certified public accountant.

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

**Mr. Sukan Hirunrujipong (shareholder) would like to inquire in Agenda 3 as follows:**





MORE RETURN Company holds only 25% of the shares in the concert project, right? But why did the company lose over 100 million baht

**Mr. Kawin Chalermroj, Chief Executive Officer Answered questions as follows:**

Because organizing concerts is a joint venture in More Money Entertainment Co., Ltd., which is an investment in the form of loans, and when past concerts have resulted in losses, causing More Money to have insufficient cash flow, MORE therefore has Setting up an allowance for doubtful accounts on loans Including the royalty fee that MORE has collected in full.

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

**Mr. Phuwanart Na Songkhla volunteers to protect shareholders' rights. From the Thai Investors Association Please ask for more information. and asked to be recorded in the meeting minutes as well**

at this meeting, did the Thai NVDR company attend the meeting? Have there been any resolutions in advance

**Mr. Kawin Chalermroj, Chief Executive Officer Answered questions as follows:**

Today's meeting did not have Thai NVDR Company Limited (NVDR) attending the meeting. And there was no proxy sent to attend the meeting with a proxy that had voted in advance.

and when no one has additional comments or questions The Chairman then asked the meeting to vote and the meeting facilitator summarized the meeting resolutions as follows:

**Meeting Resolution:** The meeting considered and resolved to approve the Company's financial statements for the year 2023, ending on December 31, 2023, with a majority vote as follows:

Agreed,	1,922,608,654 votes, equivalent to	68.8669 percent
Disapproved,	10,151,366 votes, equivalent to	0.3636 percent.
Abstained,	859,014,100 votes, equivalent to	30.7694 percent.

from the number 2,791,774,120 All votes attending the meeting and having the right to vote on this agenda

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

**Agenda 4: Consider approving the suspension of dividend payments and the allocation of profits as legal reserves for 2023.**

The Chairman assigned the meeting facilitator to report details of reasons regarding the omission of dividend payment and the omission of profit allocation as legal reserve for 2023 to the meeting for consideration and approval.

The meeting facilitator told the meeting that according to the Public Limited Companies Act, B.E. 2535, Section 116 and the Company's Articles of Association, Section 51., the company is required to allocate part of the annual net profit as a reserve fund, not less than 5 percent of the regular net profit. year Until the reserve fund is not less than 10 percent of the registered capital. And according to the Public Limited



Companies Act, B.E. 2535, Section 115 stipulates that the payment of dividends from any type of money other than profits cannot be made. and in the case where the company still has accumulated losses Prohibited from paying dividends

Considering the company's operating results as shown in the company's separate financial statements for the year 2023, ending on December 31, 2023, the company had a net profit in the fiscal year of 12,008,684 baht and a retained profit of 214,176,031 baht. This is because the net profit for the year is accounting profit. arising from the recognition of profits from warrants to purchase common shares of Health Empire Corporation Public Company Limited, therefore considering not paying dividends and refraining from allocating profits as legal reserves.

and when no one has additional comments or questions The Chairman then asked the meeting to vote and the meeting facilitator summarized the meeting resolutions as follows:

**Resolution of the meeting:** The meeting has considered. It was resolved to approve the suspension of dividend payments and the allocation of profits as legal reserves for the 2023 annual operating results with the following majority votes:

Agreed,	1,929,206,820 votes,	equivalent to 69.1032 percent
Disagree,	0 votes,	equivalent to 0.0000 percent.
Abstained	862,567,300 votes,	equivalent to 30.8967 percent.

From the number 2,791,774,120 All votes attending the meeting and having the right to vote on this agenda

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

**Agenda 5:** Consider approving the appointment of directors to replace those who retire by rotation.

The meeting facilitator explained the reasons and principles for this agenda. to the meeting for consideration and approval Meeting facilitator Said to the meeting that according to Section 71 of the Public Limited Companies Act B.E. 2535 and according to the Company's Articles of Association, Article 18., it is stated that in the annual general meeting of shareholders Not less than one-third of the total number of directors on the committee shall retire from office upon completion of their term. If the number of directors cannot be divided into three parts, then issue the amount closest to one-third. and directors who have resigned from their positions You may choose to take another position.

In this 2024 Annual General Meeting of Shareholders, the directors who will have to retire from office at the rate of one-third of the total number of directors, representing 3 persons, are as follows:

1. Mr. Chathaphum Khantiviriya Director
2. Mr. Kawin Chalermroj, Director
3. Miss Wannisa Srisuchai, committee member



The Company has provided an opportunity for shareholders to nominate individuals to be considered for selection as Company directors. For the 2023 Annual General Meeting of Shareholders via the Company's website between 23 November 2023 and 24 January 2024 in accordance with 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 (which does not include nominated directors) jointly considered qualifications, knowledge, abilities, and experience in various fields. Including the performance of each director's position and duties. Taking into account the diversity in the structure of the committee Qualifications as a director in various fields Suitability of qualifications, experience, and expertise Performance results as a company director in the past Including being a person who has all the qualifications and does not have any characteristics Prohibited according to 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 It is seen that all 3 directors who are due to retire by rotation are qualified experts. Have knowledge, ability and experience in the company's business. And in the past, he has performed his duties as a director of the company effectively.

Opinion of the Board of Directors (which does not include nominated directors) has been considered through a screening process in accordance with the Company's director selection criteria and has deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of directors who will retire from office upon the expiration of their terms. Return to the position of director for another term. According to the opinion of the Nomination and Remuneration Committee

When no one has an opinion or question The Chairman then asked the meeting to vote to elect each director individually. And the meeting facilitator summarized the meeting resolutions as follows:

**Resolution of the meeting:** The meeting considered. It was resolved to approve the selection of all 3 directors to return to the position of directors for another term. As proposed in all respects with a majority vote as follows:

- |  |  |
|--|--|
| <b>1. Mr. Chathaphum Khantiviriya,</b> | Director/Chairman of the Nomination and Remuneration |
| <b>by vote</b>                         |  |
| Agreed,                                | 1,922,608,654 votes, equivalent to 68.8669 percent   |
| Disapproved,                           | 23,571,400 votes, equivalent to 0.8443 percent.      |
| Abstaining from voting:                | 845,594,066 votes, equivalent to 30.2887 percent.    |

From the number 2,791,774,120 All votes attending the meeting and having the right to vote on this agenda



2. Mr. Kawin Chalermroj, Director/Chief Executive Officer

by vote

Agreed, 1,922,608,654 votes, equivalent to 68.8669 percent

Disapproved, 30,169,566 votes, equivalent to 1.0806 percent.

Abstained 838,995,900 votes, equivalent to 30.0524 percent.

from the number 2,791,774,120 All votes attending the meeting and having the right to vote on this agenda

3. Miss Wannisa Srisuchai, Director/Financial Accounting Manager

by vote

Agreed, 1,922,608,654 votes, equivalent to 68.8669 percent

Disapproved, 23,571,400 votes, equivalent to 0.8443 percent.

Abstaining 845,594,066 votes, equivalent to 30.2887 percent.

from the number 2,791,774,120 All votes attending the meeting and having the right to vote on this agenda

(Number of votes required to pass a resolution in this agenda: a majority vote of the total number of votes of shareholders who attend the meeting and have the right to vote)

**Agenda 6: Consider determining remuneration and meeting allowances for directors for the year 2024.**

The Chairman assigned the meeting facilitator to explain details regarding the determination of remuneration and meeting allowances for directors for the year 2024 to the meeting for consideration and approval. The meeting facilitator told the meeting that according to the Public Companies Act B.E. 2535, Section 90 stipulates that "Payment of directors' remuneration shall be in accordance with the resolution of the shareholder meeting. which consists of votes of not less than two-thirds of the total number of votes of shareholders present at the meeting."

The Nomination and Remuneration Committee has considered the remuneration of directors for the year 2024 by considering and scrutinizing the appropriateness of the remuneration in line with their duties and responsibilities. and assigned responsibilities Including comparing with businesses of similar type and size. From the report on the survey of directors' remuneration rates for 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 set a limit on board remuneration for 2024 in an amount not exceeding 4,000,000 baht (a reduced amount from 2023), with details of remuneration for directors, independent directors, and committee members. Other sub-sets of the company for 2024 are as follows:

**Composition of board compensation for 2024**

position	Compensation Monthly	Meeting allowance per time	Special reward
Chairman of the Board	40,000 baht	25,000 baht	Depends on operating results
director	15,000 baht	20,000 baht	Depends on operating results



position	Compensation	Meeting allowance	Special reward
	Monthly	per time	
Chairman of the Audit Committee	25,000 baht	25,000 baht	Depends on operating results
Audit Committee	-	20,000 baht	Depends on operating results
Chairman of the Compensation Committee	-	25,000 baht	Depends on operating results
Compensation Committee	-	20,000 baht	Depends on operating results

In this case, the chairman of the committee and Chairman of the Audit Committee It's the same person. Will receive monthly compensation only at the rate that is higher than only one amount.

The Board of Directors has considered the opinions of the Nomination and Remuneration Committee. It is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the determination of directors' remuneration for the year 2024 in an amount not exceeding 4,000,000 baht, an amount reduced from the previous year. According to the proposal of the Nomination and Remuneration Committee

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

**Mr. Phuwanart Na Songkhla volunteers to protect shareholders' rights. From the Thai Investors Association There was an opinion in agenda item 6 that**

This is because the company has operating losses. As a result, the company is unable to pay dividends to shareholders. While the company still has to move forward the committee therefore still needs to receive compensation for its work. Therefore, I would like to entrust the committee to work hard. and pledged to speed up the company's recovery from losses and return to paying dividends to shareholders.

and when no one has an opinion or question The Chairman then asked the meeting to vote and the meeting facilitator summarized the meeting resolutions as follows:

**Resolution of the meeting:** The meeting has considered. It was resolved to approve directors' remuneration for 2024 in an amount not exceeding 4,000,000 baht with a vote of not less than two-thirds of the total number of votes of shareholders who attended the meeting and had the right to vote, as follows:

Agreed, 1,922,608,654 votes, equivalent to 68.8669 percent  
Disapproved, 20,018,200 votes, equivalent to 0.7170 percent.  
Abstaining: 849,147,266 votes, equivalent to 30.4160 percent.

from the number 2,791,774,120 All votes attending the meeting and having 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 shareholders who attend the meeting and have the right to vote)*



**Agenda 7 Consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2024.**

The Chairman assigned the meeting facilitator to explain the details as follows. In order to comply with the Public Limited Companies, Act B.E. 2535, Section 120 and the Company's Articles of Association, Section 59. and Section 60, which require the general meeting of shareholders to appoint an auditor and determine the audit fee for the company every year.

The Audit Committee has considered selecting auditors from Karin Audit Co., Ltd. to be the company's auditors for the year 2024. This appointment is the sixth fiscal year because Karin Audit Co., Ltd. is a company that provides auditing services. Audit with standards and have expertise in auditing. Including an appropriate audit fee rate. It is proposed to be presented to the Board of Directors for consideration and approval by the Annual General Meeting of Shareholders.

The Board of Directors agreed with the Audit Committee's proposal. It is deemed appropriate to propose to the shareholder meeting to consider and approve the appointment of auditors from Karin Audit Company Limited as the auditing office of the Company and its subsidiaries for the year 2024, by designating any one of the auditors according to the list as follows. Go here. Is the person who audits and expresses opinions on the financial statements of the company and its subsidiaries in 2023.

1. Mr. Jiroj Sirirorj, Certified Public Accountant No. 5113 and/or
2. Ms. Kannika Wiphanurat, Certified Public Accountant No. 7305 and/or
3. Miss Nonglak Phattanabundit, Certified Public Accountant No. 4713

In this regard, the above 3 auditors and Karin Audit Co., Ltd., which is an auditing firm, had previously received approval from the board meeting and shareholder meeting. To be the auditor of the company and its subsidiaries for 5 years. In the event that the above-mentioned certified public accountants are unable to perform their duties, Karin Audit Company Limited will arrange for another certified public accountant of Karin Audit Company. Co., Ltd. instead. In addition, Karin Audit Co., Ltd. and the nominated auditor have no relationship and/or interest with the company/subsidiaries/executives/major shareholders. or those related to such persons in a manner that will affect the independent performance of duties in any way in the section on auditor compensation The Audit Committee has considered its duties in reviewing and auditing the financial statements of the Company and its subsidiaries. The Board of Directors' meeting agreed that it should be proposed to the shareholders' meeting to consider and approve the audit fee for the company and its subsidiaries for the year 2024 in an amount not exceeding 3,965,000 baht.

and when no one has an opinion or question The Chairman then asked the meeting to vote and the meeting facilitator summarized the meeting resolutions as follows:

**Meeting resolution** the meeting has considered It was resolved to approve the appointment of auditors from Karin Audit Company Limited as the auditing office of the company and its subsidiaries. and approved the determination of audit fees for the company and its subsidiaries for the year 2024 with the following majority votes



Agreed,	1,949,225,020 votes,	equivalent to	69.8202 percent
Disagree,	- votes,	equivalent to	0.0000 percent.
Abstained,	842,549,100 votes,	equivalent to	30.1797 percent.

From the number 2,791,774,120 All votes attending the meeting and having the right to vote on this agenda  
(Number of votes required to pass a resolution in this agenda: a majority vote of the total number of votes of shareholders who attend the meeting and have the right to vote)

**Agenda 8: Consider other matters.**

The Chairman informed the meeting that at present the various agendas as specified in the meeting invitation letter have been completely considered by the shareholders' meeting. I do not know which shareholders will propose other matters. to consider or not

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

**Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association Please leave your comments on other agenda items:**

Thai Investors Association Give importance to shareholders' attendance at the annual general meeting of shareholders. It was found that online meetings Not many shareholders attended the meeting. Therefore, I would like to ask the committee to consider that. In the next meeting, should the meeting be held in the form of Onsite or Hybrid? So that more shareholders will be interested in attending the meeting.

The chairman of the meeting said he would take it into consideration. and when no one proposed any other matter to the meeting for consideration The president has said on behalf of the representative of More Return Public Company Limited, we would like to thank all shareholders who took the time to attend today's meeting. and would like to close the meeting

The Chairman then adjourned the meeting at 11.50 a.m.

*---Latthasanya Phiansampan---*

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(Police Major General Latthasanya Phiansompan)  
Chairman of the Board of Directors

*--Kanokwan Boonprakob--*

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(Miss Kanokwan Bunprakob)  
Company Secretary/Meeting Minute Recorder