



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Minutes of 2024 Annual General Meeting of Shareholders of Thanapiriya Public Company Limited

Thanapiriya Public Company Limited (the “Company”) convened the 2024 Annual General Meeting of Shareholders on April 25, 2024 at 14.00 hours at Heritage Ballroom 1, Heritage Hotel Chiang Rai, 199 Moo 13, Phahonyothin Road, Sansai Sub-district, Muang Chiang Rai District, Chiang Rai Province having Dr. Pisanu Kantipong as the Chairman of the Meeting. There were directors, executives of the Company and other attendees present at the Meeting as follows:

Attending Directors

1. Dr. Pisanu	Kantipong	Chairman of the Board of Directors Independent Director and Chairman of the Audit Committee
2. Dr. Wathana	Yeunyong	Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee
3. Dr. Chalermchai	Khamsaen	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee
4. Mrs. Amorn	Phutthiphiriya	Director
5. Mrs. Chularat	Ngamloetlee	Director and Member of the Nomination and Remuneration Committee
6. Ms. Busakorn	Tadthapong	Director
7. Mr. Suwit	Sirigrivatanawong	Director

7 out of 8 directors of the Company attended the Meeting, totaling 88% of the number of the Company’s directors.

Attending Executive

1. Mr. Pittaya	Jitmase	Chief of Finance Department and Company Secretary
----------------	---------	---

Other Attendees

1. Ms. Kanittha	Siripattanasomchai	Auditor of ANS Audit Co., Ltd.
2. Mr. Chatiporn	Baramee	Legal Advisor from Legal Advisory Council Limited
3. Ms. Wanwanat	Wannasarn	Legal Advisor from Legal Advisory Council Limited

Ms. Thitaree Wongsawangpanich, the moderator of the Meeting, informed the Meeting that, in this 2024 Annual General Meeting of Shareholders, there were 17 shareholders attending in person and 19 shareholders attending through proxies, a total of 36 shareholders representing 581,207,480 shares, which was equivalent to 72.6509% of the Company’s total issued shares. Thus, the quorum was attained as required by the Company’s Articles of Association



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

The Chairman expressed his gratitude to all shareholders and then declared the 2024 Annual General Meeting of Shareholder to be duly convened. The Chairman invited the shareholders to listen to the explanation on the procedures of the Meeting, voting and vote counting, which can be summarized as follows:

The Company sent out the invitation and notified details of the 2024 Annual General Meeting of Shareholders to the shareholders through 3 channels as follows:

1. The Company sent the invitation to the 2024 Annual General Meeting of Shareholders to the shareholders through registered mail;
2. The Company published the invitation to the 2024 Annual General Meeting of Shareholders in the local newspaper; and
3. The Company posted the details of the Meeting through the Company's website.

The procedures of voting and details of each agenda item were as follows:

1. In the voting of each agenda item, 1 share represented 1 vote. Each shareholder could only choose to cast a vote of "Approval," "Disapproval" or "Abstention". Division of the number of shares to split the vote was prohibited, except for an offshore investor who appointed a local custodian in Thailand to keep his/her shares in custody (Proxy Type C). For Proxy Type B, in which the assignor had already specified the voting, the proxy holder would attend the Meeting and cast their votes in accordance with the specification made by the assignor.
2. The registering staff would print the voting ballots for the following cases: 1) Shareholder attending personally. 2) Proxy holder for Proxy Type B and C where the assignor granted the proxy the right to vote on their behalf in the specified agenda items.
3. The registering staff would not print the voting ballots for which the assignor had already specified the voting in each agenda item and would record the votes in accordance with the specification made by assignor.
4. Prior to the collection of the voting ballots for approval of each agenda item, the attendees could make inquiries on the details regarding such items by raising their hand, stating their name and clarifying whether they were a shareholder attending the Meeting personally or a proxy holder. The attendees could choose to write their inquiries on the given paper and submit it to the staffs.
5. The Company used a barcode system for the registration and vote counting for promptness in the processing of the votes. For the voting, the Company would only collect the voting ballots for the disapproval votes and abstention of vote. The processing of votes for each agenda item would be focused on approval, where the disapproval votes, abstained votes and voided ballots would be deducted from the overall votes of the shareholders who cast their votes, both in the Meeting and through proxy.
6. Shareholders or proxy holders wishing to leave the Meeting Room before the Meeting adjourned and wishing to cast their vote for the remaining agenda items were asked to submit the signed voting ballots to the officers before leaving the Meeting Room, whereby the votes would be recorded by the Company.
7. The voting result of each agenda item would be announced after the Chairman had proposed the shareholders to cast their vote on such item. The voting result would be the total number of votes from the shareholders attending the Meeting personally, the proxy holders who were authorized to cast votes on behalf of the assignors, and the proxy holders to whom the assignor had already indicated their votes.



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

8. In the case of tie of votes, the Chairman would have a casting vote.
9. For voting ballots for approval, the Company would collect the ballots after the Meeting had been adjourned.

The Chairman would proceed with the agenda items listed in the invitation to the Meeting respectively. The voting for each agenda item shall be in accordance with the criteria as follows:

For Agenda Item 1: To approve the Minutes of the 2023 Annual General Meeting of Shareholders, Agenda Item 3: To consider and approve the Company's financial statements in fiscal year ended December 31, 2023, Agenda Item 4: To consider and approve appropriation of statutory reserve and distribution of dividend for the operating results in year 2023, Agenda Item 7: To consider and approve appointment of auditors and determination of auditors' remuneration for the year 2024, Agenda Item 8: To consider and approve the appointment of a new director, the resolution of such 5 agenda items would be passed by a majority vote of shareholders who attended the Meeting and cast their votes.

For Agenda Item 2: To acknowledge the report on the Company's operating results of 2023, the agenda item was for acknowledgement only. Therefore, voting was not required.

For Agenda Item 5: To consider and approve election of directors in replacement of directors retiring by rotation of the year 2024, the appointment of the directors would be made to the person receiving the highest votes respectively, in accordance with the number of directors to be appointed at the Meeting. In the event of equality of votes for the next appointment, which would result in the excessive number of directors to be appointed at the Meeting, the Chairman of the Meeting would have an additional casting vote pursuant to Clause 17 (3) of the Articles of Association of the Company.

For Agenda Item 6: To consider and approve directors' remuneration for the year 2024, the resolution would be passed by not less than two-thirds (2/3) of votes of shareholders who attended the Meeting.

For Agenda Item 9: To consider and approve the amendment of the Company's Articles of Association, the resolution would be passed by not less than three-fourths (3/4) of votes of shareholders who attend the Meeting and are eligible to vote.

For Agenda Item 10: Other (if any), there would be no voting on this agenda item, but the shareholders could make inquiries or express opinions which would benefit the directors of the Company.

The following casting of vote would constitute a void ballot:

1. Voting ballot which was marked in more than 1 place.
2. Voting ballot which was crossed out but without any signature.
3. Voting ballot with votes in excess of the available votes.



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Shareholders or proxy holders wishing to amend the voting ballots were asked to cross out the original mark and counter sign their name every time. The Company would count the voided ballots and would show the result in the voting result of each agenda item.

The moderator of the Meeting welcomed inquiries from the shareholders and there was no further inquiry. For transparency and in accordance with best practices, the Company asked for volunteer to inspect the voting for each agenda item of this Meeting. Ms. Katarat Sribenjakul, a shareholder attending the Meeting through proxies, volunteered to be a witness for the vote counting and be a witness in the processing of votes. The Company had also invited a legal consultant to be the witness in the processing of votes.

In this regard, the attendees wishing to cast their votes in the ballot papers were asked to pen their signature before each vote. The attendees could make inquiries on the details regarding such agenda item by stating their name and clarifying whether they were a shareholder attending the Meeting personally or a proxy holder. In a case that a shareholder or a proxy holder had a question or opinion that was not in the scope of the agenda item being considered, the Company asked the attendees to propose or express such opinion at the end of the Meeting.

The Company commenced the Meeting to consider the agenda in accordance with the invitation to this Meeting as follows:

Agenda Item 1 To approve the Minutes of the 2023 Annual General Meeting of Shareholders

The Chairman proposed the Meeting to approve the Minutes of the 2023 Annual General Meeting of Shareholders held on April 20, 2023. The Board considered that such was correct and in accordance with the resolutions of the shareholders' meeting, and the minutes of the Meeting had been recorded accurately and completely. The details are as appeared in the copy of the Minutes of the Meeting annexed to the invitation to this Meeting, Enclosure 1.

The Chairman welcomed inquiries relating to this agenda item from the shareholders prior to voting. As there was no further inquiry, the Chairman proposed the Meeting to consider and approve the Minutes of the 2023 Annual General Meeting of Shareholders.

Voting Approval for this agenda item required a majority vote of shareholders who attended the Meeting and cast their votes.

Resolution The Meeting resolved to approve the Minutes of the 2023 Annual General Meeting of Shareholders held on April 20, 2023 with the following votes:

Approved	581,207,480	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	-	Votes	Not being counted as votes	
Voided	-	Votes	Not being counted as votes	



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Agenda Item 2 To acknowledge the report on the Company's operating results of 2023

The Chairman reported the Company's operating results for the fiscal year ended December 31, 2023, that the Company had opened another 4 new branches, totaling 45 branches by the end of 2023. The Company's overall revenue for the year 2023 was Baht 2,633 million, in which 94% of the revenue came from branch sales, 5% came from head office sales and other revenues of around 1%.

The Company's sales revenue for the year 2023 was at Baht 2,613 million and gross profit was at Baht 440 million, respectively. The Company's selling and operating expenses were at Baht 264 million. The net profit of the Company was at Baht 156 million. The details of the Company's operating results are as appeared in the Annual Report of the Company, which was annexed to the invitation to this Meeting, Enclosure 2.

In addition, the Chairman announced to the Meeting that the Company had participated in the "Thai Private Sector Collective Action Against Corruption" and was certified in 2018, and renewed the 1st certification in 2021. The Company had complied with the policies in order to express its intention and commitment to combat all forms of corruption to ensure that the Company had appropriate policies, guidelines and regulations for the operation of its business under the principle of good governance and to develop the organization to become sustainable and to be Thailand's local convenience store which grows sustainably and harmoniously with the country's economy.

Voting This agenda item was for acknowledgment only. Therefore, voting was not required.

Agenda Item 3 To consider and approve the Company's financial statements for the fiscal year ended December 31, 2023

The Chairman informed the Meeting that the Board had arranged to prepare the financial statements for the fiscal year ended December 31, 2023, which had been unconditionally approved by the certified auditor. Therefore, the Board deemed appropriate to propose the Meeting to consider and approve the same pursuant to Section 112 of the Public Limited Company Act B.E. 2535 (1992). The summary of the 2023 financial statement was as follows:

- Total assets : Baht 1,407 million, increased by Baht 157 million or 13% from previous year;
- Total liabilities : Baht 259 million, increased by Baht 69 million or 27%;
- Total shareholder's equity : Baht 1,079 million, increased by Baht 88 million or 9%;
- Sales revenue : Baht 2,613 million, increased by Baht 180 million or 7%;
- Net profits : Baht 156 million, increased by Baht 7 million or 4%, with profits per share equaling Baht 0.19 per share.

The Chairman welcomed inquiries relating to this agenda item from the shareholders prior to voting. There were shareholders making inquiries as follows:



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

- (1) **Mr. Karn Lertchaipattanakul**, a shareholder attending the Meeting in person, inquired about the Company's policies to increase the Net Profit Margin and the strategies that the Company planned to implement this year to accelerate the Company's growth.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that the strategy to increase the Net Profit Margin included expanding branches, increasing sales volume, and optimizing operational efficiency in both logistics and procurement. However, the Company did not intend to reduce the number of personnel or employees because they were viewed as key success factors for the Company. Additionally, the Company believed that there was more opportunity for further branch expansion in the future. Growth this year would focus on branch expansion. Furthermore, there may be efforts to introduce new products for additional sales.

- (2) **Mr. Patipat Supina**, a shareholder attending the Meeting in person, commented that the Gross Profit Margin (GPM) was lower than usual in Quarter 3, and inquired as to the reasons behind this, and what the Company's plans to address this in the future were.

Answer Mr. Pittaya Jitmase, Chief of Finance Department and Company Secretary, explained that, at the beginning of the year, the prices of goods were expected to increase, leading to higher costs of goods for the Company. However, the Company did not immediately adjust selling prices as it needed to assess market conditions. Nevertheless, in Quarter 4, it could be observed that prices were starting to return to normal levels.

- (3) **Mr. Karn Lertchaipattanakul**, a shareholder attending the Meeting in person, inquired whether the Company was satisfied with the Gross Profit Margin of 17%, and if not, what proportion the Company expected, and what strategies should be pursued to achieve the desired margin.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that the aforementioned Gross Profit Margin was the proportion that the Company had strived for. However, the Company was determined to operate at its best and fullest potential to ensure its growth on par with leading convenience stores.

- (4) **Mr. Karn Lertchaipattanakul**, a shareholder attending the Meeting in person, inquired, due to the Company's growth from provincial to regional retail stores, what plans the Company had to adjust its organizational structure to ensure sustainable growth and support branch expansion to other provinces in the future?

Answer Dr. Pisanu Kantipong, Chairman of the Board of Directors, explained that the Company placed great importance on developing its personnel within the organization. For example, it delegated more decision-making power to branch managers to adapt to the different contexts of each area. Quality personnel contributed to the Company's sustainable growth. Additionally, the Company was about to have a new wave of people, the third generation, to help develop the organization and take care of customers. Dr. Pisanu Kantipong commended Mrs. Amorn Phutthiphiriya, who accurately predicted that there might be price adjustments for products, so she had ordered various items to sell at prices, which resulted in the increase in the Company's sales and profit margins.

- (5) **Mr. Karn Lertchaipattanakul**, a shareholder attending the Meeting in person, inquired, based on the current infrastructure, how many more branches the Company estimated it could accommodate for expansion.



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Answer Mrs. Amorn Phutthiphiriya, Director, explained that, currently, the Company had added one more warehouse and may expand more branches, possibly more than double the existing number. This was because the Company currently lacked an OT system, and the employees' work patterns were still divided into shifts. If, in Quarter 4, the Company implemented a digital wallet system following government policy, it was expected that the Company would still have sufficient stock to meet the increased demand.

(6) Mr. Karn Lertchaipattanakul, a shareholder attending the Meeting in person, inquired about the Company's plans or model branches to renovate the old branches that may face issues regarding space constraints in order to modernize these old branches and, based on its past experiences, how would upgrading branches help increase sales growth from existing branches (Same Store Sales Growth).

Answer Mrs. Amorn Phutthiphiriya, Director, explained that this year, the Company planned to renovate two more old branches according to the model branch of Baan Doo. However, the size of each branch would be tailored to fit the business scale and suitability for providing services in that particular area.

As there was no further inquiry, the Chairman proposed the Meeting to consider and approve the Company's financial statements in the fiscal year ended December 31, 2023, which had been unconditionally approved by the certified auditor.

Voting Approval for this agenda item required a majority vote of shareholders who attended the Meeting and cast their votes.

Resolution The Meeting resolved to approve the Company's financial statements in the fiscal year ended December 31, 2023 with the following votes:

Approved	581,207,480	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	-	Votes	Not being counted as votes	
Voided	-	Votes	Not being counted as votes	

Agenda Item 4 To consider and approve appropriation of statutory reserve and distribution of dividend for the operating results in year 2023

The Chairman informed the Meeting that pursuant to Section 115 of the Public Limited Company Act B.E. 2535 (1992), the Company shall pay a dividend based on the profit only, and Section 116 of the Act requires the Company to set aside the annual net profit into the statutory reserve of not less than 5% of the annual net profit until the amount of the statutory reserve is not less than 10% of the registered capital.

According to the Company's policy regarding distribution of dividend, such dividend shall not be less than 40% of the net profit of the separate financial statement after deduction of corporate income tax and statutory reserve. The rate of dividend distribution is subject to change depending on financial status, liquidity, investment plan and factors regarding the Company's management. From the Company's operating results for the fiscal year ended December 31, 2023, the Company had a net profit pursuant to the separated financial statements for the



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

year 2023 at Baht 157,452,258.39 (One Hundred Fifty Seven Million Four Hundred Fifty Two Thousand Two Hundred Fifty Eight Baht Thirty Nine Satang).

The Chairman informed the Meeting that the Board passed a resolution to propose the Meeting to consider and approve the appropriation of statutory reserve and distribution of dividend for the operating results for the year 2023 as follows:

- (1) As of December 31, 2023, the Company has registered, issued and paid-up capital of Baht 200,000,000 and the statutory reserve of Baht 20,000,000, equivalent to 10% of registered capital, which is in accordance with legal requirements. Therefore, additional appropriation of statutory reserve was not required.
- (2) To distribute dividend to existing shareholders whose names appear in the Register of Shareholders as of March 8, 2024, i.e. the Record Date, determined by the Board of Directors. The dividend shall be distributed at the rate of Baht 0.085 per share with a total amount of Baht 68,000,000, of which the Company has paid an interim dividend at the rate of Baht 0.04 per share, or amounting to Baht 32,000,000, on September 6, 2023. Therefore, the remaining dividends will be paid at the rate of Baht 0.045 per share, amounting to Baht 36,000,000, and the dividend distribution will be made on May 24, 2024. The rate of the paid dividend in comparison with net profit of the separate financial statements, after deduction of corporate income tax and statutory reserve in 2023, is equivalent to 43.19%, which is in line with the Company's dividend policy.

The details of the distribution of dividend for the year 2023 and year 2022 were as follows:

Details of Dividend Distribution	Year 2022 (Baht)	Year 2021 (Baht)
Net profit (separate financial statements)	157,452,258.39	145,167,227.30
Statutory reserve	-	-
Remaining net profit after deduction of statutory reserve	157,452,258.39	145,167,227.30
Dividend distribution	68,000,000.00	64,000,000.00
Number of shares (share)	800,000,000	800,000,000
Dividend distribution per share (Baht: share)	0.085	0.10
Proportion of dividend payout / net profit (percentage)	43.19	44.09
Proportion of dividend payout / net profit after deduction of statutory reserve (percentage)	43.19	44.09

The Chairman welcomed inquiries relating to this agenda item from the shareholders prior to voting. There were inquiries from the Shareholders as follows:

- (1) Mr. Karn Lertchaipattanakuk, a shareholder attending the Meeting in person, inquired as to the reason why the company planned to pay dividends at a rate of 43.19%, despite having the capability to pay more than 43%.

Answer Mr. Pittaya Jitmase, Chief of Finance Department and Company Secretary, explained that the Company had allocated a budget for investments for this year of approximately Baht 200 million



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

to support branch expansion, refurbishment of existing branches, and investment in inventory. The remaining portion was reserved by the Company for various uncertainties, such as the introduction of digital payment systems this year. Therefore, the Company needed to reserve funds as working capital. The payment of dividends was in accordance with the Company's policy.

As there was no further inquiry, the Chairman proposed the Meeting to consider and approve the appropriation of statutory reserve and distribution of dividend for the operating results in the year 2023.

Voting Approval for this agenda item required a majority vote of shareholders who attended the Meeting and cast their votes.

Resolution The Meeting resolved to approve the appropriation of statutory reserve and distribution of dividend for the operating results in year 2023 with the following votes:

Approved	581,207,480	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	-	Votes	Not being counted as votes	
Voided	-	Votes	Not being counted as votes	

Agenda Item 5 To consider and approve election of Directors in replacement of Directors retiring by rotation for the year 2024

The Chairman assigned Ms. Thitaree Wongsawangpanich, the moderator, to present this agenda item.

In this Agenda Item, the persons who received the highest votes, respectively shall be appointed as the Directors, according to the number of directors to be appointed at the Meeting. In the event of an equality of the votes, which would result in an excess of the number of directors to be appointed at the Meeting, the chairman of the Meeting would have a casting vote according to the Articles of Association of the Company Clause 17 (3).

The moderator, informed the Meeting that the Fact and Rationale under Section 71 of the Public Limited Company Act B.E. 2535 (1992) (and amendment) and the Articles of Association of the Company Clause 18, which stipulates that at every Annual General Meeting of Shareholders, one-third of the Directors, or if the number of directors is not a multiple of three, the number of directors closest to one-third (1/3), shall retire from office. The Directors who shall retire from office in the first year and second year after the company registration, shall be based on the result of drawing lots, and for the following years, the Directors who have been in office longest shall retire. The Directors retiring by rotation may be re-elected.

There were 3 directors who were due to retire by rotation in 2024 as follows:

- | | |
|------------------------------|--|
| 1. Dr. Chalermchai Khamsaen | Independent Director / Audit Committee / Nomination and Remuneration Committee |
| 2. Mrs. Chularat Ngamloetlee | Director / Nomination and Remuneration Committee |
| 3. Ms. Busakorn Tadthapong | Director |



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

The Company gave the opportunity to shareholders to nominate qualified persons for the election of Directors according to the Company's nomination procedure in advance from October 1, 2023 to December 31, 2023 via the Company's website. There was no qualified person nominated by the shareholders for the election of Directors.

The Company requested the Nomination and Remuneration Committee to consider relevant issues before proposing to the Board of Directors which will then propose to the Meeting of Shareholders for approval of appointment of Directors. The Nomination and Remuneration Committee considered qualifications of the Directors as stipulated by relevant laws, the Articles of Association of the Company and the Board of Directors' Charter.

The Board, exclusive of the directors having interests in the issue, considered and deemed appropriate to propose the Meeting of Shareholders to approve the re-appointment of the following directors for another term as they had been actively involved in the position of Board member for a considerable time:

- | | |
|--------------------------------|--|
| 1. Dr. Chalermchai Khamsaen | in the position of Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee |
| 2. Mrs. Chularat Ngamloetleein | in the position of Director and Member of the Nomination and Remuneration Committee |
| 3. Miss Busakorn Tadthapong | in the position of Director |

The re-appointment was due to their excellent performance as the Company's Directors. Furthermore, Dr. Chalermchai Kamsaen, a retiring Independent Director who has served as an Independent Director for 3 consecutive terms, or over than 9 consecutive years, had been able to freely express his opinions while complying with the relevant rules or criteria, and had brought about his knowledge, experiences, and expertise to make recommendations beneficial to strategy formulation and business operations of the Company.

In accordance with the principle of good governance, the Company invited the 3 directors to leave the Meeting room in order to allow the shareholders to vote independently.

The moderator welcomed inquiries relating to this agenda item from the shareholders prior to voting. As there was no further inquiry, the Chairman proposed the Meeting to consider and approve the election of directors in replacement of directors retiring by rotation of the year 2024.

Voting Approval for this agenda item required a majority vote of shareholders who attended the Meeting and cast their votes.

Resolution The Meeting resolved to approve the re-election of Dr. Chalermchai Khamsaen, Mrs. Chularat Ngamloetleein, and Miss Busakorn Tadthapong, who were due to retire by rotation, to retain their office for another term. The Meeting approved the re-election for each candidate individually as follows:



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

1. Dr. Chalermchai Khamsaen in the position of Independent Director, Member of the Audit committee, Member of the Nomination and Remuneration Committee.

Approved	581,207,380	Votes	Equivalent to	100.00
Disapproved	100	Votes	Equivalent to	0.00
Abstained	-	Votes	Not being counted as votes	
Voided	-	Votes	Not being counted as votes	

2. Mrs. Chularat Ngamloetleein in the position of Director, Member of the Nomination and Remuneration Committee.

Approved	581,207,480	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	-	Votes	Not being counted as votes	
Voided	-	Votes	Not being counted as votes	

3. Miss Busakorn Tadthapong in the position of Director.

Approved	581,207,480	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	-	Votes	Not being counted as votes	
Voided	-	Votes	Not being counted as votes	

Agenda Item 6 To consider and approve directors' remuneration for the year 2024

The Chairman informed the Meeting that the Nomination and Remuneration Committee had considered and determined the Directors' remuneration based on the Company's performance in the past year as well as operation and responsibility of the Board of Directors in comparison with the same type of business as the Company's or equivalent. The Company pays remuneration to Directors only in forms of annual remuneration and meeting allowance without other forms of remuneration and other benefits. Nevertheless, directors who were in the position of an executive or received compensation in the form of salary would not be entitled to receive the Meeting allowance per attendance.

The Chairman proposed the Meeting to consider and approve the Directors' remuneration for the year 2024, which was determined based on the operating results in the amount not exceeding Baht 2,500,000 per the following details

	Meeting Allowance	
	2024	2023
The Board of Directors		
- Chairman	25,000 /time /person	25,000 /time /person
- Directors	20,000 /time /person	20,000 /time /person
Audit Committee		
- Chairman	20,000 /time /person	20,000 /time /person



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

	Meeting Allowance	
	2024	2023
- Directors	15,000 /time /person	15,000 /time /person
Nomination and Remuneration Committee		
- Chairman	20,000 /time /person	20,000 /time /person
- Directors	15,000 /time /person	15,000 /time /person

The annual remuneration shall be in accordance with the resolution of the Board. In this regard, the Board had considered to propose the 2024 Annual General Meeting of Shareholders to approve the Directors' remuneration in the amount not exceeding Baht 2,500,000 (Two Million, Five Hundred Thousand Baht). For the year 2023, the Company had actually paid Baht 1,420,000 (One Million, Four Hundred and Twenty Thousand Baht). The details are as shown in the table below:

Name	Directors' Remuneration				
	Directors	Audit Committee	Nomination Committee	Annual Remuneration	Total
1.Mr.Pisanu Khantiphong	150,000	100,000	-	90,000	340,000
2.Dr. Wattana Yuenyong	120,000	75,000	40,000	90,000	325,000
3.Dr. Chalermchai Khamsaen	120,000	75,000	30,000	85,000	310,000
4.Mr. Thawatchai Phutthipiriya	-	-	-	-	-
5.Mrs. Amorn Phutthipiriya	-	-	-	-	-
6.Mrs. Chularat Ngamlertlee	120,000	-	30,000	55,000	205,000
7.Miss Bussakorn Thatthaphong	120,000	-	-	40,000	160,000
8. Mr. Suwit Sirigrivatanawong	80,000	-	-	-	80,000
Total	710,000	250,000	100,000	360,000	1,420,000

The Chairman welcomed inquiries relating to this agenda item from the shareholders prior to voting. As there was no further inquiry, the Chairman proposed the Meeting to consider and approve the Directors' remuneration for the year 2024 of not exceeding Baht 2,500,000 (Two million Five Hundred Thousand Baht Only). The payment shall be made in forms of annual remuneration and meeting allowance only without other forms of remuneration and other benefits. The Board of Directors were assigned to consider and manage the aforesaid remuneration.

Voting Approval for this agenda item required not less than two-thirds (2/3) votes of the shareholders who attended the Meeting.

Resolution The Meeting resolved to approve the Directors' remuneration for the year 2024 as proposed by the Chairman with the following votes:



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Approved	581,207,480	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Voided	-	Votes	Not being counted as votes	

Agenda Item 7 To consider and approve appointment of auditors and determination of auditors' remuneration for the year 2024

The Chairman informed the Meeting that pursuant to Section 120 of the Public Limited Company Act B.E. 2535 (1992), which stipulates that the Company's auditors shall be appointed, and the auditors' remuneration shall be determined, at the Annual General Meeting of Shareholders every year. The same auditors can be re-appointed.

The Audit Committee of the Company had considered and deemed appropriate to appoint the following certified auditors from ANS Audit Co., Ltd. to be the Company's auditors.

- | | |
|------------------------------------|---|
| 1. Mr. Athiphong Athiphongsakul | Certified Public Accountant No. 3500 or |
| 2. Mr. Wichai Rujitanont | Certified Public Accountant No. 4054 or |
| 3. Mr. Sathian Wongsanan | Certified Public Accountant No. 3495 or |
| 4. Ms. Kultida Pasurakul | Certified Public Accountant No. 5946 or |
| 5. Ms. Kanittha Siripattanasomchai | Certified Public Accountant No. 10837 |

and determined the audit fee for the Company and its subsidiaries for the year 2024 in the amount not exceeding Baht 2,130,000.

In this regard, the auditors from ANS Audit Co., Ltd. had been the auditors of the Company from the year 2013 to 2023, or 11 years in total. In this regard, Ms. Kanittha Siripattanasomchai has been the auditor who endorsed the Company's financial statements for the year 2020- 2023, a total of 4 years.

Comparison of auditors' remuneration of the Company and its subsidiaries of the year 2023 and 2024 is as follows:

1) Audit Fee

Details	Year 2024 (Proposed Year)	Year 2023	Addition
Thanapiriya Public Company Limited			
Audit fee of quarterly financial statements for 3 quarters	720,000	690,000	-
Audit fee of annual financial statement and consolidated financial statement	1,000,000	1,000,000	-
Total	1,720,000	1,690,000	-
Thanapoom Property 2013 Company Limited (Subsidiary)			



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Audit fee of quarterly financial statements for 3 quarters	60,000	60,000	-
Audit fee of annual financial statement	130,000	130,000	-
Total	190,000	190,000	
TNP Express 1 Company Limited			
Audit fee of quarterly financial statements for 3 quarters	60,000	-	60,000
Audit fee of annual financial statement	120,000	100,000	20,000
Total	180,000	100,000	80,000
TNP Express 2 Company Limited			
Audit fee of annual financial statement	40,000	40,000	-
Total	40,000	40,000	-
Group Total	2,050,000	1,960,000	90,000

In this regard, the audit fee does not include other expenses such as allowance for upcountry operations, overtime and stamp duty.

- 2) Non-Audit Fee
- None -

The Chairman welcomed inquiries relating to this agenda item from the shareholders prior to voting. As there was no further inquiry, the Chairman proposed the Meeting to consider and approve the appointment of auditors and determination of auditors' remuneration.

Voting Approval for this agenda item required a majority vote of shareholders who attended the Meeting and cast their votes.

Resolution The Meeting resolved to approve the appointment of auditors from ANS Audit Co., Ltd. to be the Company's auditors as follows:

- | | |
|------------------------------------|---|
| 1. Mr. Athiphong Athiphongsakul | Certified Public Accountant No. 3500 or |
| 2. Mr. Wichai Rujitanont | Certified Public Accountant No. 4054 or |
| 3. Mr. Sathian Wongsanan | Certified Public Accountant No. 3495 or |
| 4. Ms. Kultida Pasurakul | Certified Public Accountant No. 5946 or |
| 5. Ms. Kanittha Siripattanasomchai | Certified Public Accountant No. 10837 |

and determined the audit fee for the Company and its subsidiaries for the year 2024 in the amount not exceeding Baht 2,130,000, with the following votes:

Approved	581,207,480	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	-	Votes	Not being counted as votes	
Voided	-	Votes	Not being counted as votes	



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Agenda Item 8 To consider and approve the appointment of a new director

The Chairman informed the Meeting that to support the expansion of the Company's business operations, the Compensation and Nomination Committee had considered qualifications of Mr. Thanaphong Phutthiphiriya, according to the criteria for nomination of the Company's director based on suitability in terms of qualifications, experience, knowledge, abilities, expertise and readiness to dedicate time to perform duties as a director of the Company.

In this regard, Mr. Thanaphong Phutthiphiriya was not a director or executive in other organizations which may create a conflict of interest or competition with the Company's business operations. Details relating to profile, education background and work experience of the nominated director were shown in Enclosure 4.

The Compensation and Nomination Committee and the Board of Directors approved the increase in the number of Directors from 8 to 9 persons and the appointment of Mr. Thanaphong Phutthiphiriya, who had the qualifications of the company's Director in accordance with the regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, as a Director of the Company.

The Chairman welcomed inquiries relating to this agenda item from the shareholders prior to voting. There were inquiries from the shareholders as follow:

- (1) **Mr. Supoach Rojpaiboon**, a shareholder attending the Meeting in person, invited Mr. Thanaphong Phutthiphiriya to present himself and articulate his vision.

Answer Mr. Thanaphong Phutthiphiriya greeted all shareholders and expressed his vision regarding Thai ESG, particularly environmental law, emphasizing that public companies should play a role in advancing this matter. Mr. Thanaphong Phutthiphiriya was contributing to the company's efforts as follows:

1. Reducing Carbon Emissions: Implementing solar cell systems and other alternative energy sources in the company's operations.
2. Utilizing AI Technology: Enhancing business development efficiency by integrating AI technology. It was undeniable that overreliance on human resources could lead to errors and delays, and insufficient data usage for analysis and development. Therefore, investing in technological innovation for the company's work processes was an urgent necessity.
3. Company Investing in Future Growth which may require modifications to the existing business model. However, this development was a future plan.

Dr. Pisanu Kantipong, Chairman of the Board, further added that Mr. Thanaphong Phutthiphiriya was a third-generation of the owner family, holding a bachelor's degree in management and a master's degree in finance. Therefore, he represented the new generation in the Company's management. In the future, the Company may encounter increased competition and would need to develop more strategic plans. Dr. Pisanu Khantipong also praised Mr. Thanaphong Phutthiphiriya for his commitment to environmental sustainability, equitable management, and the adoption of modern technology systems, which were important for the Company's branch expansion. Additionally, Mr. Thanaphong Phutthiphiriya's interest in using AI systems to manage logistics, such as product distribution, reflected a positive and forward-thinking vision.



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

As there was no further inquiry, the Chairman proposed the Meeting to consider and approve the appointment of a new director, namely, Mr. Thanaphong Phutthiphiriya, to be the Director of the Company, as proposed.

Voting Approval for this agenda item required a majority vote of shareholders who attended the Meeting and cast their votes.

Resolution The Meeting resolved to approve the appointment of a new director, namely, Mr. Thanaphong Phutthiphiriya, to be the Director of the Company. Accordingly, the number of the Company's Directors would be increased from 8 to 9 persons, as proposed, with the following votes:

Approved	581,207,480	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	-	Votes	Not being counted as votes	
Voided	-	Votes	Not being counted as votes	

Agenda Item 9 To consider and approve the amendment of the Company's Articles of Association

The Chairman informed the Meeting that, in order to comply with the Public Company Limited Act (No. 4), B.E. 2565 (2022) (as amended) in Royal Gazette, effective as of 24 May 2022, which has made significant change in organizing a shareholder meeting and board of director meeting and amendment the text in the Company's Articles to comply with the text specified by law. it is appropriate to propose to shareholders' meeting to consider and approve the amendment to the Company's Articles of Association by amending Articles 8, 22, 25, 26, 27, 30, 32, 33, 34, 35, 36, 45, 46, 47 and 53, with the details of the amended articles as follows:

Current Articles of Association	Proposed Amendment of Articles of Association
<p>Clause 8. The Company shall not own its shares or take them in pledge, except for the following cases:</p> <p>(1) The Company may repurchase its shares from shareholders who vote against a resolution of the shareholders' meeting on the amendment to the Company's Articles of Association regarding the voting rights and the rights to receive the dividend payment, if such shareholders view that such resolution is unfair to them.</p> <p>(2) The Company may repurchase its shares for the purpose of financial management, if the Company has accumulated profits and excess liquidity, and such repurchase of</p>	<p>Clause 8. The Company shall not own its shares or take them in pledge, except for the following cases:</p> <p>(1) The Company may repurchase its shares from shareholders who vote against a resolution of the shareholders' meeting on the amendment to the Company's Articles of Association regarding the voting rights and the rights to receive the dividend payment, if such shareholders view that such resolution is unfair to them.</p> <p>(2) The Company may repurchase its shares for the purpose of financial management, if the Company has accumulated profits and excess liquidity, and such repurchase of</p>



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Current Articles of Association	Proposed Amendment of Articles of Association
<p>shares does not cause any financial issue to the Company.</p> <p>The shares held by the Company shall not be counted as a quorum at the shareholders' meeting, and shall not be eligible to vote and receive dividend payments.</p> <p>The Company shall sell the shares repurchased under the preceding paragraph within the period specified by Stock Repurchase Scheme determined by the Company. In case the Company is unable to sell all the repurchased shares within the specified period, the Company shall reduce its paid-up capital by cutting off the registered shares unsold.</p> <p>The repurchase of shares, the sale and cutting-off of the repurchased shares, including determination of an amount of buying or selling the repurchase shares shall be complied with the rules and procedures specified by the ministerial regulations.</p> <p>When the Company is a listed company on the Stock Exchange of Thailand, the repurchase of shares shall be approved by the shareholders' meeting, except where the number of shares to be repurchased does not exceed ten (10) percent of the paid-up capital. In such case, the board of directors of the Company shall have the power to approve such repurchase of shares.</p>	<p>shares does not cause any financial issue to the Company.</p> <p>The shares held by the Company shall not be counted as a quorum at the shareholders' meeting, and shall not be eligible to vote and receive dividend payments.</p> <p>The Company shall sell the shares repurchased under the preceding paragraph within the period specified by Stock Repurchase Scheme determined by the Company. In case the Company is unable to sell all the repurchased shares within the specified period, the Company shall reduce its paid-up capital by cutting off the registered shares unsold.</p> <p>The repurchase of shares, the sale and cutting-off of the repurchased shares, including determination of an amount of buying or selling the repurchase shares shall be complied with the rules and procedures specified by the ministerial regulations.</p> <p>When the Company is a listed company on the Stock Exchange of Thailand, the repurchase of shares shall be approved by the shareholders' meeting, except where the number of shares to be repurchased does not exceed ten (10) percent <u>of the total number of distributed shares</u>. In such case, the board of directors of the Company shall have the power to approve such repurchase of shares.</p>



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Current Articles of Association	Proposed Amendment of Articles of Association
<p>Clause 22. In the case that the whole board of directors vacates office, the retired board of directors shall remain in office as acting directors to conduct the business of the Company as necessary until the new board of directors takes office, unless ordered otherwise by the court in a case where the board of directors vacates the office by the court order.</p> <p>The retired board of directors shall call for a shareholders' meeting to elect a new board of directors within one (1) month after the date of retirement, by sending the notice of meeting to shareholders not less than with fourteen (14) days prior to the date of the Meeting and publish the notice in a newspaper not less than three (3) days prior to the date of the Meeting for at least three (3) consecutive days.</p>	<p>Clause 22. In the case that the whole board of directors vacates office, the retired board of directors shall remain in office as acting directors to conduct the business of the Company as necessary until the new board of directors takes office, unless ordered otherwise by the court in a case where the board of directors vacates the office by the court order.</p> <p>The retired board of directors shall call for a shareholders' meeting to elect a new board of directors within one (1) month after the date of retirement, by sending the notice of meeting to shareholders not less than fourteen (14) days prior to the date of the Meeting and publish the notice in a newspaper <u>or electronic media in accordance with the relevant laws and regulations</u> not less than three (3) days prior to the date of the Meeting for at least three (3) consecutive days. <u>In the case that the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 25. The Meeting of the board of directors shall be held at least three (3) times a month.</p> <p>The Meeting of the board of directors shall be held in the locality in which the office of the Company is situated or a neighboring province or Bangkok or at another place determined by the chairman of the board or any person authorized by the chairman of the board, or the chairman of the board may determine that the Meeting be held by electronic media.</p>	<p>Clause 25. The Meeting of the board of director shall be held at least <u>once (1) every three (3) months.</u></p> <p>The Meeting of the board of directors shall be held in the locality in which the <u>head</u> office of the Company is situated or a neighboring province or at another place <u>in the Kingdom of Thailand</u> determined by the chairman of the board or any person authorized by the chairman of the board, <u>or the Meeting may be operated by electronic media in accordance with the laws on electronic meetings. In such event, the location of the Company's head office shall be deemed as the place of meeting.</u></p>



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Current Articles of Association	Proposed Amendment of Articles of Association
<p>Clause 26. In summoning a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman of the board or any person authorized by the chairman of the board shall send the notice of meeting to the directors not less than seven (7) days prior to the Meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the Company, the Meeting may be called by other methods and an earlier meeting date may be chosen. In a case where such meeting will be held by electronic media, the Company may send the notice of meeting and supporting documents by electronic mail.</p> <p>In a case that two (2) or more directors request the calling of the Meeting of the board of directors, the chairman of the board shall proceed to call for a meeting of the board of directors to be held within fourteen (14) days as from the date of receipt of such request.</p>	<p>Clause 26. <u>The chairman of the board shall call for the Meeting of the board of directors.</u></p> <p>In summoning a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman of the board or any person authorized by the chairman of the board shall send the notice of meeting to the directors not less than <u>three (3) days</u> prior to the Meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the Company, the Meeting may be called <u>by electronic means or any other means</u> and an earlier meeting date may be chosen. <u>In a case that the directors requested or gave consent to the delivery of notices or documents by electronic means, the chairman of the board or any person authorized by the chairman of the board may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p> <p><u>In the case it is necessary or urgent to preserve the rights or benefits of the Company, two (2) or more directors may jointly request the chairman of the board to call for a meeting of the board of directors whereby the subjects and reasons for calling for such meeting shall be stated in such request for the Meeting to consider. In this regard, the chairman of the board shall proceed to call for a meeting to be held within fourteen (14) days as from the date of receipt of such request.</u></p> <p><u>In the case that the chairman of the board does not perform according to the third paragraph, the directors who have requested the Meeting of the board of directors may jointly call for the Meeting of the board of directors for the consideration of the requested matter to be held within fourteen (14) days as from the date of completion of the period under the third paragraph.</u></p>



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Current Articles of Association	Proposed Amendment of Articles of Association
	<p><u>In the case that there is no chairman of the board for any reasons, the vice-chairman of the board shall call for the Meeting of the board of directors. In the case that there is no vice-chairman of the board for any reasons, two (2) or more directors may jointly call for the Meeting of the board of directors.</u></p>
<p>Clause 27. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum.</p> <p>Notwithstanding the first paragraph, in case of an electronic meeting, the directors attending the Meeting shall be in the Kingdom of Thailand, and not less than one third (1/3) of the total number of directors attending the Meeting is required to be present at the same place. The said meeting shall be carried out via the Meeting control system with information security whereas there shall be audio or both audio and video recording (as the case may be) of all directors who attend the Meeting throughout the Meeting, as well as computer traffic data derived from such recording. The Meeting control system shall consist of the basic elements in accordance with the Notification of the Ministry of Information and Communication Technology Re: Electronic Meeting Security Measures B.E. 2557 (2014), including its amendment.</p> <p>In a case that the chairman of the board of directors is not present at the Meeting or cannot perform his or her duty, if there is a vice-chairman, the vice-chairman shall be the chairman of the Meeting. If there is no such vice-chairman, or the vice-chairman cannot perform his or her</p>	<p>Clause 27. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum. <u>In the case that the Meeting is held by electronic media, it shall comply with relevant laws and regulations.</u></p> <p>In a case that the chairman of the board of directors is not present at the Meeting or cannot perform his or her duty, if there is a vice-chairman, the vice-chairman shall be the chairman of the Meeting. If there is no such vice-chairman, or the vice-chairman cannot perform his or her duty, the directors present at the Meeting may elect one of the directors to be the chairman of the Meeting.</p> <p>Resolutions of the Meeting shall be made by a majority vote.</p> <p>Each director is entitled to one 1 vote. A director who has interests in any matter shall not be entitled to vote on that matter. In the event of a tie of vote, the chairman of the Meeting shall have an additional casting vote.</p>



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Current Articles of Association	Proposed Amendment of Articles of Association
<p>duty, the directors present at the Meeting may elect one of the directors to be the chairman of the Meeting.</p> <p>Resolutions of the Meeting shall be made by a majority vote.</p> <p>Each director is entitled to one 1 vote. A director who has interests in any matter shall not be entitled to vote on that matter. In the event of a tie of vote, the chairman of the Meeting shall have an additional casting vote.</p>	
<p>Clause 30. Directors' gratuity and remuneration shall be determined by the shareholders' meeting. The directors shall be entitled to receive remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or benefits of other nature according to Articles of Association or the determination of shareholders' meeting. The remuneration may be fixed in a certain amount, or be specified from time to time, or fixed without time limit until further amendment.</p> <p>In the Meeting by electronic media, if there is a requirement for payment of meeting allowance to the directors, the Meeting allowance can be paid to the directors attending the Meeting via electronic media.</p> <p>The provision shall not prejudice the rights of the staff or employees of the Company, who have been appointed as a director, to receive the remuneration or benefits as a staff or an employee of the Company.</p> <p>Payment of the remuneration shall not be inconsistent with violating the maintaining of qualifications of an independent director, in accordance with the law on securities and exchange.</p>	<p>Clause 30. Directors' gratuity and remuneration shall be determined by the shareholders' meeting, <u>provided that a resolution of the shareholders' meeting is granted with a vote of not less than two-thirds (2/3) of the total votes of shareholders attending the Meeting.</u></p> <p>The directors shall be entitled to receive remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or benefits of other nature according to Articles of Association or the determination of shareholders' meeting. The remuneration may be fixed in a certain amount, or be specified from time to time, or fixed without time limit until further amendment.</p> <p>In the Meeting by electronic media, if there is a requirement for payment of meeting allowance to the directors, the Meeting allowance can be paid to the directors attending the Meeting via electronic media.</p> <p>The provision shall not prejudice the rights of the staff or employees of the Company, who have been appointed as a director, to receive the remuneration or benefits as a staff or an employee of the Company.</p> <p>Payment of the remuneration shall not be inconsistent with violating the maintaining of qualifications of an</p>



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Current Articles of Association	Proposed Amendment of Articles of Association
	independent director, in accordance with the law on securities and exchange.
	<p><u>Clause 32. the board of directors shall prepare the register of directors, the minutes of the board of directors' meeting and shareholders' meeting with all resolutions of such meeting for valid evidence. These documents must be kept at the Company's head office or any person authorized by the board of directors at the Company's head office or a neighboring province, given that the Company shall notify the Public Companies Registrar in advance.</u></p>
<p>Clause 32. The Meeting of shareholders shall be held in the locality in which the head office of the Company is situated or a neighboring province or Bangkok.</p>	<p>Clause 33. The Meeting of shareholders shall be held in the locality in which the head office of the Company is situated or a neighboring province <u>or at another place determined by the board of directors or any person authorized by the board of directors, or the Meeting may be held by electronic media in accordance with the laws on electronic meetings. In the case that the Meeting is held by electronic media, it shall be deemed that the location of the Company's head office is the place of meeting.</u></p>
<p>Clause 33. The board of directors shall convene a general meeting of shareholders within four (4) months as from the date of fiscal year ending of the Company.</p> <p>All other general meetings of shareholders shall be called extraordinary meetings.</p> <p>The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for</p>	<p>Clause 34. The board of directors shall convene a general meeting of shareholders within four (4) months as from the date of fiscal year ending of the Company.</p> <p>All other general meetings of shareholders shall be called extraordinary meetings.</p> <p>The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be</p>



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Current Articles of Association	Proposed Amendment of Articles of Association
<p>such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the Meeting by themselves within forty-five (45) days from the completion of the period referred to in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the Meeting called by the board of directors. The Company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the Meeting.</p> <p>In the case that the quorum of the Meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by Article 35, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>	<p>explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the Meeting by themselves within forty-five (45) days from the completion of the period referred to in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the Meeting called by the board of directors. The Company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the Meeting.</p> <p><u>In the case that the shareholders call for an extraordinary meeting according to the fourth paragraph, the shareholders who call for the Meeting may send notice of meeting to shareholders by electronic means provided that the shareholders have already sent their requests or given consent to the Company or the board of directors.</u></p> <p>In the case that the quorum of the Meeting convened by the shareholders' request according to the fourth paragraph cannot be formed as required by Article 36, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Current Articles of Association	Proposed Amendment of Articles of Association
<p>Clause 34. In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the Meeting, with an indication of the place, date, time, agenda of the Meeting, and matters to be proposed to the Meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the registrar according to the Public Limited Companies Act not less than seven (7) days prior to the date of the Meeting, provided that the notice summoning the Meeting shall also be published in a newspaper for at least three (3) consecutive days and not less than three (3) days prior to the date of the Meeting.</p>	<p>Clause 35. In summoning a meeting of shareholders, <u>regardless of attending in person or by electronic means</u>, the board of directors shall prepare a notice summoning the Meeting, with an indication of the place, date, time, agenda of the Meeting and, matters to be proposed to the Meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the registrar according to the Public Limited Companies Act not less than seven (7) days prior to the date of the Meeting, provided that the notice summoning the Meeting shall also be published in a newspaper <u>or an electronic media in accordance with the relevant laws and regulations</u> for at least three (3) consecutive days and not less than three (3) days prior to the date of the Meeting. <u>In a case where the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 35. In the Meeting of shareholders, there shall be shareholders and proxies (if any) present at the Meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of distributed shares to constitute a quorum.</p> <p>At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the Meeting commencement, if a number of the shareholders present is insufficient to form a quorum as</p>	<p>Clause 36. In the Meeting of shareholders, <u>regardless of attending in person or by electronic means</u>, there shall be shareholders and proxies (if any) present at the Meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of distributed shares to constitute a quorum.</p> <p>At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the Meeting commencement, if a number of the shareholders present</p>



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Current Articles of Association	Proposed Amendment of Articles of Association
<p>stipulated; the Meeting shall be cancelled if such meeting is convened because the shareholders have requested, the Meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the Meeting. In the subsequent meeting no quorum is required.</p>	<p>is insufficient to form a quorum as stipulated; the Meeting shall be cancelled if such meeting is convened because the shareholders have requested, the Meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the Meeting. In the subsequent meeting no quorum is required.</p>
<p>Clause 36. At a meeting of shareholders, a shareholder may appoint a person for the purpose of attending the Meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the Meeting venue before the proxy attending the Meeting. The form shall at least contain the following particulars:</p> <p>(1) Number of shares held by the grantor; (2) Name of the proxy;</p> <p>Meeting reference number that the proxy is granted to attend and vote.</p>	<p>Clause 37. At a meeting of shareholders, a shareholder may appoint a person for the purpose of attending the Meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the Meeting venue before the proxy attending the Meeting. The form shall at least contain the following particulars:</p> <p>(1) Number of shares held by the grantor; (2) Name of the proxy; (3) The number of times that the proxy is granted to attend and vote.</p> <p><u>The appointment of a proxy as mentioned in paragraph one may be made by electronic means in accordance with the relevant laws and regulations, provided that such means are safe and it can be proven that the proxy has been appointed by the shareholder itself.</u></p>
<p>(3)</p>	<p>Clause 38. <u>The Meeting of shareholders shall proceed according to an order fixed in the Meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to change the order of the agenda by the</u></p>



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Current Articles of Association	Proposed Amendment of Articles of Association
	<p><u>affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the Meeting.</u></p> <p><u>After the Meeting considered all agenda items specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the Meeting to consider other matters not specified in such notice.</u></p> <p><u>In the event that the Meeting cannot complete consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders in time, and the postponement of the Meeting is necessary, the Meeting shall determine the place, date, and time of the next meeting and the board of directors shall send the notice of meeting specifying the place, date, time, and agenda of the Meeting to the shareholders at least seven (7) days prior to the date of the Meeting. The Meeting invitation shall be published in a newspaper or electronic media in accordance with the relevant laws and regulations for at least three (3) consecutive days and not less than three (3) days prior to the date of the Meeting. In the case that the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 45. In a case where the Company wishes to reduce the amount of its registered capital, the Meeting's resolution to reduce the amount of the registered capital shall be sent to the creditor(s) of the Company within fourteen (14) days as from the date of the shareholders' resolution. Creditor(s) have the rights to object to the capital reduction within two (2) months from</p>	<p>Clause 47. In a case where the Company wishes to reduce the amount of its registered capital, the Meeting's resolution to reduce the amount of the registered capital shall be sent to the creditor(s) of the Company within fourteen (14) days as from the date of the shareholders' resolution. Creditor(s) have the rights to object to the capital reduction within two (2) months from the date the</p>



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Current Articles of Association	Proposed Amendment of Articles of Association
<p>the date the notification is received. Such meeting's resolution shall be published in a newspaper within fourteen (14) days from the date of the shareholders' resolution for at least three (3) consecutive days.</p>	<p>notification is received. Such meeting's resolution shall be published in a newspaper <u>or electronic media in accordance with the relevant laws and regulations</u> within fourteen (14) days from the date of the shareholders' resolution for at least three (3) consecutive days. <u>In the case that the Company's creditor(s) have requested or given consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send the notice of resolution to reduce the amount of the registered capital by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 46. No dividend shall be paid other than out of profit. In the case where the Company has accumulated losses, no dividend shall be paid.</p> <p>Dividends shall be paid based on the number of shares, with each share receiving an equal payment. The payment of dividend requires an approval of the shareholders' meeting.</p> <p>In case the number of shares sold by the Company has not reached the number registered or in case the Company has registered an increase of its capital, the Company may pay dividend, in whole or in part, by issuing new ordinary shares to the shareholders subject to the approval of the shareholders' meeting.</p>	<p>Clause 48. No dividend shall be paid <u>from other types of monies except for profit</u>. In the case where the Company has accumulated losses, no dividend shall be paid.</p> <p>Dividends shall be paid based on the number of shares, with each share receiving an equal payment. The payment of dividend requires an approval of the shareholders' meeting.</p> <p>In case the number of shares sold by the Company has not reached the number registered or in case the Company has registered an increase of its capital, the Company may pay dividend, in whole or in part, by issuing new ordinary shares to the shareholders subject to the approval of the shareholders' meeting.</p>
<p>Clause 47. The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within one (1) month from the date of</p>	<p>Clause 49. The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within one (1) month from the date of</p>



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Current Articles of Association	Proposed Amendment of Articles of Association
the Meeting of shareholders or the board of directors' votes, as the case maybe. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper for at least three (3) consecutive days.	the Meeting of shareholders or the board of directors' votes, as the case maybe. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper <u>or electronic media in accordance with the relevant laws and regulations</u> for at least three (3) consecutive days. <u>In the case that the shareholders have requested or given consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send the notice of dividend payment by electronic means in accordance with the relevant laws and regulations.</u>
Clause 53. The board of directors shall prepare the register of directors, the minutes of the board of directors' meeting and shareholders' meeting with all resolutions of such meeting for valid evidence. These documents must be kept at the Company's head office or any person authorized by the board of directors at the Company's head office or a neighboring province, given that the Company shall notify the Public Companies Registrar in advance.	

The Chairman welcomed inquiries relating to this agenda item from the shareholders prior to voting. As there was no further inquiry, the Chairman proposed the Meeting to consider and approve the amendment/addition of the Articles 8, 22, 25, 26, 27, 30, 32, 33, 34, 35, 36, 45, 46, 47, and 53 of the Articles of Association of Thanapiriya Public Company Limited, as proposed.

Voting Approval for this agenda item required not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting and had the rights to vote as follows:

Resolution The Meeting resolved to approve the amendment/addition of the Articles 8, 22, 25, 26, 27, 30, 32, 33, 34, 35, 36, 45, 46, 47, and 53 of the Articles of Association of Thanapiriya Public Company Limited, as proposed with the following votes:

Approved	581,207,480	Votes	Equivalent to	100.0000
Disapproved	0	Votes	Equivalent to	0.000
Abstained	0	Votes	Equivalent to	0.000
Voided	-	Votes	Not being counted as votes	



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Agenda Item 10 Other (If any)

As all the agenda items were considered, the Chairman then welcomed inquiries and suggestions from the shareholders and asked the relevant directors and officers to answer the questions and consider the suggestions, which are summarized as follows:

- (1) **Mr. Suvinai Intasan**, a shareholder attending the Meeting in person, inquired, in the case of CJ More deciding to expand its branches into the northern region, if there would be any impact on the Company or not, and further inquired about the Company's opinion on this matter.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that, CJ More was considered to be in the same retail business category, which was larger in scale. The Company believed that in today's competitive environment, every business operator, whether it was 7-11 or Mini Big C, was striving to expand its branches rapidly. Meanwhile, the Company was also accelerating branch expansion at a pace that it could manage. The Company had been affected by the branch expansions of other businesses, not only CJ More, because the retail business was already extremely competitive. However, the fact that the Company had entered the Stock Exchange had increased its opportunities. The primary objective of expanding the Company's branches was to ensure the Company's sustainability more than anything else.

- (2) **Mr. Suvinai Intasan**, a shareholder attending the Meeting in person, inquired whether the Company had 2 branches in Wiang Pa Pao District and whether this would result in sales competition between them, and how the average sales of both these branches were when compared to other branches.

Answer Dr. Pisanu Kantipong, the Chairman of the Meeting, explained that the newly opened branch in Wiang Pa Pao District had some portions that could take sales from the old branch. The Company had the view that, overall, there was still potential to open branches in that area, and the sales per branch of both branches were satisfactory and within the set targets.

Dr. Pisanu Kantipong, the Chairman of the Meeting, added that since the Company had entered the Stock Exchange, the Chairman had seen that the Company had its advantages. One advantage was that the Company had a local customer base and could manage operations well because it was located in the area. However, other business operators, such as CJ More, which had its headquarters in Ratchaburi Province, may not manage operations as flexibly. When considering the Company's operations, it was evident that each branch's managers played a significant role, helping the Company trade better. Nevertheless, the Company and the Board remained steadfast in the principle of sustainability and to be a pride of Chiang Rai people, as well as to be a model retail business for other retailers. Currently, the Company's sales exceeded Baht 2 billion, making it a focal point for large-scale retail businesses. However, the Company was not concerned because it was a local retailer of Chiang Rai Province and had comprehensive internal management, which was its advantage. Therefore, shareholders could rest assured and trust in the Company.



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

- (3) **Mr. Suphot Rojpaiboon**, a shareholder attending the Meeting in person, inquired whether the Company had a plan to expand its branches to the neighboring countries adjacent to Chiang Rai Province, i.e., Laos or Myanmar.

Answer Mrs. Amorn Phutthiphiriya, Director, responded that, as of now, the Company did not have such plan because the Company needed to first understand and study international laws and regulations before considering it. The Company also believed that there were still many opportunities for expanding the business within the country.

Mr. Pittaya Jitmase, Chief of Finance Department and Company Secretary, added that the Company had previously studied the expansion of branches to neighboring countries but still saw risks involved. However, the Company had branches located near the border, which could cater to the needs of people in neighboring countries and maintain good sales figures. Therefore, while there were no immediate plans to open branches on the other side of the border, there had been requests from the neighboring countries for cooperation, either in setting up shops or sourcing products.

Dr. Pisanu Kantipong, the Chairman of the Meeting, further added that the issue of fluctuating exchange rates and the ongoing stability concerns regarding various security aspects remained problematic. Nonetheless, the Company was pleased to act as a supplier to neighboring countries, as mentioned by Mr. Pittaya Jitmase.

- (4) **Mr. Suphot Rojpaiboon**, a shareholder attending the Meeting in person, inquired how the Company viewed the upcoming Denchai-Chiang Khong double-track railway project as a business opportunity.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that, in terms of logistics, it could help reduce the Company's transportation costs. If railway projects were implemented, it would lead to greater prosperity reaching Chiang Rai Province. The Company also viewed it as a good opportunity for the Company to accelerate branch expansion to accommodate the province's growth.

- (5) **Mr. Suphot Rojpaiboon**, a shareholder attending the Meeting in person, inquired, since the government had policies regarding the cancellation of visas or free visas for Chinese tourists, to what extent this would affect the sales of the Company

Answer Mrs. Amorn Phutthiphiriya, Director, explained that this would not affect the Company much as the main customers of the Company were consumers whose households were based in Chiang Rai Province.

- (6) **Mr. Suphot Rojpaiboon**, a shareholder attending the Meeting in person, commented that, from December 29, 2023 to April 30, 2024, Chiang Rai Province had held "Thailand Biennale, Chiang Rai", an art exhibition showcasing the works of world-renowned artists, and inquired as to what extent this event contributed to the Company's sales.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that it could not be measured in percentages, but the Company believed that the aforementioned event rather helped promote tourism in Chiang Rai Province, especially during Chiang Rai's high season. Typically, the Company's sales



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

during Quarter 4 and Quarter 1 were already at a high level. While it could have some minor positive effects, as everyone knew, overall purchasing power across the country might not be significantly high during that period.

- (7) **Mr. Suphot Rojpaiboon**, a shareholder attending the Meeting in person, inquired about the reasons the employee turnover rate had been increasing every year.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that one aspect of such issue was the significant turnover of employees during the previous COVID situation, as it may have been a crisis period leading to resignations or relocations. However, another aspect was the nature of the business, where there may be a high turnover of new employees. Nevertheless, when considering employees who had been with the Company for more than 3 years, the turnover rate was lower. The Company had continuously considered employee benefits and personnel policies and planned to further reduce the employee turnover rates.

Dr. Pisanu Kantipong, the Chairman of the Meeting, further explained that, the Board had found that the issue of employee resignations could pose a problem because the Company would have to train new people. However, the Company prioritized honesty and loyalty to the organization. As a director, Dr. Pisanu Kantipong considered this as one of the indicators of the Company's stability. Currently, even though younger generations may have less patience, if they saw that working at the Company brought happiness, they would have to adhere to the Company's policy that as the Company grew, people should also grow. Growth of people at the Company did not just mean increased expenses or income, but rather, it signified their value within the organization, which was a source of pride. Currently, the HR department was making clear efforts, especially in fostering love within the organization, as the Company had to take care of its employees, who were like a family. At present, with thousands of employees, the Company considered it a large family. However, the Company would like to extend its gratitude to the shareholders who were concerned as this was the factor that the Company considered highly important.

- (8) **Mr. Yongyut Jitmano**, a shareholder attending the Meeting in person, inquired whether besides online selling channels like Facebook, Lazada, and Shopee, there were any other channels available, and if the growth strategy expanded further or not.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that the Company had partnered with Grab for daily delivery services. However, it should be noted that the online FMCG channel incurred relatively high fees, leading to a decrease in the Company's profit margins. Currently, online sales had also declined, posing a considerable risk. Nevertheless, the Company continued to engage in this endeavor as it aimed to enhance its services and viewed it as another channel to distribute its products.

- (9) **Mr. Karn Lertchaipattanakul**, a shareholder attending the Meeting in person, inquired about the strategy or rationale behind the Company's decision to venture into distribution business with partners as typically, distribution businesses yielded lower profit margins compared to retail businesses and required relatively high working capital, and asked if the Company could also provide updates on the progress of this business expansion.



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Answer Mrs. Amorn Phutthiphiriya, Director, explained that the initial partner, such as Nestle, which the Company had begun providing the service, had sales figures that were not very high, around Baht 2-3 million. Nonetheless, the Company viewed this as an opportunity for the team to learn how to be an agent. It was part of the Company's intention before entering the Stock Exchange to understand what created profit margins, or the challenges involved, thus considering it as another learning opportunity. Within two years, another company had approached with a proposal. The proposal did not involve upfront cash transfer, sparking the Company's interest as it viewed it as another important opportunity. The profit margins were not as low as what others had obtained. Since the Company already distributed the products through retail channels, it believed it could manage the profits to maintain this service at an appropriate level.

- (10) **Mr. Karn Lertchaipattanakul**, a shareholder attending the Meeting in person, commented about the investment plan for this year regarding the plan to invest Baht 200 million, and inquired if the Company could specify in which areas the investment would be allocated, and would there be investments in automation systems for product operations to reduce costs in this regard.

Answer Mr. Pittaya Jitmase, Chief of Finance Department and Company Secretary, explained that, in the past year, the Company had an approved investment plan totaling around Baht 213 million. This year, there was a plan to invest, with approximately Baht 120 million allocated for branch expansion and around Baht 40 million for inventory expansion. The remaining amount would be used for refurbishing existing branches, installing additional solar cell systems, and other equipment. It was worth noting that the budget request included land costs. In some years, the Company may not fully utilize this portion of the budget. However, the Company kept such remaining budget as a reserve to support land purchases for branch expansion in the following year.

- (11) **Mr. Karn Lertchaipattanakul**, a shareholder attending the Meeting in person, requested the Company to clarify the size of the 6 branches that the Company would open this year and whether those would be similar to the Baan Doo branch, and how many more branches the Company's land could support.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that the expansion branches were likely not going to be the same size as the Baan Doo branch. The Company had the view that larger branches should be expanded later. During the time that the COVID situation had emerged, the Company believed it was better to spread out branches to attract customers first, which was a correct decision because large branches deterred people from entering to buy products. However, the size of the branches to be opened this year would be approximately 300 square meters, depending on the location.

Mr. Pittaya Jitmase, Chief of Finance Department and Company Secretary, added that the Company had proceeded with 4 branches, and on this day, Mae Rai branch would be opened.

- (12) **Mr. Karn Lertchaipattanakul**, a shareholder attending the Meeting in person, inquired about the extent to which the plan to invest in solar cells could save costs.



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Answer Mr. Pittaya Jitmase, Chief of Finance Department and Company Secretary, explained that the Company had recently installed a solar cell system at the main branch in Baan Doo. Currently, the Company was considering the return on investment, which was estimated to be around 3 years. The Baan Doo branch opened in the morning and closed around 20.00 – 21.00 hrs. During midday, it significantly reduced power usage, especially in hot weather, resulting in considerable cost savings. The Company planned to install solar cell systems at the new branches to be opened on the Company's land in the future, including the headquarters and existing branches on the Company-owned land, to help reduce expenses.

- (13) **Mr. Karn Lertchaipattanakul**, a shareholder attending the Meeting in person, inquired about the membership project of the Company as it took around 3-4 weeks after application to be able to use the membership, and if the Company had any policies to make the membership system more real-time or modern, such as allowing registration through an application and the ability to accumulate points immediately without having to wait until the next day.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that the Company would strive to achieve better membership system as soon as possible and considered that 4 weeks was quite a long time. The Company also preferred a real-time system and would take the suggestion into consideration and expedite the process.

- (14) **Mr. Karn Lertchaipattanakul**, a shareholder attending the Meeting in person, inquired about the policies or changes that the Company's Human Resource team had in place to accommodate the increasing number of branch expansions and the rising employee turnover rate, as well as policy or benefit changes made to attract younger people to join the Company.

Answer Mr. Pittaya Jitmase, Chief of Finance Department and Company Secretary, explained that, over the past year, the Company had had Human Resource consultants come in to review and evaluate the Human Resource Department to identify areas needing improvement. Additionally, the Company had adjusted the salary structure to be in line with market standards. Exit interviews with departing employees had been conducted to understand their reasons for leaving, which would be assessed to determine what further improvements the Company needed to make in the future.

- (15) **Mr. Karn Lertchaipattanakul**, a shareholder attending the Meeting in person, inquired about the feedback on the new products in certain branches, such as the group of electronic products, and if there were any plans to add any other product categories to help improve the Company's gross profit margin in the future.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that the new products had the potential to significantly improve the gross profit margin.

- (16) **Mr. Karn Lertchaipattanakul**, a shareholder attending the Meeting in person, inquired about the feedback on the branch expansion to Chiang Mai Province, which was the new area of the Company, and what was the Company's marketing strategy to make the local people more familiar with the Company's branch.



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

Answer Mrs. Amorn Phutthiphiriya, Director, explained that the initial response in the Fang and Chai Prakan branches might not have been very good. Therefore, the Company employed proactive marketing strategies in collaboration with its suppliers, targeting branches where sales may not be performing well. This aimed to increase local awareness. In branches where the Company had already implemented these marketing strategies, sales had improved significantly and had become well-known among the locals. The Company believed it could take a little time for consumers to become familiar with the Company after expanding to new areas.

(17) **Mr. Patiput Supina**, a shareholder attending the Meeting in person, inquired as to which quarters the plan to open six branches this year was scheduled to be carried out in.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that the Company had a policy of not opening new branches in December. In the past, there had been some delays in meeting the targets. This year, the Company aimed to complete the opening of new branches by Quarter 3, no later than October, or by November at the latest.

(18) **Mr. Patiput Supina**, a shareholder attending the Meeting in person, inquired whether the Company had plans to accommodate Digital Wallet systems. In projects like the Government's Co-Payment Scheme, some customers needed to queue up to request a receipt before they could make a payment, leading to delays.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that regarding customers who needed to queue up, such likely pertained to the Pracharat Project, which required balance checking beforehand. Failure to do so could cause delays at the cashier and could lead to more complicated issues. However, these projects often encountered problems during the first 3-5 days of the month. Later on, the customer purchasing patterns were spread out more in the second week of the month. Customers from the Government's Co-Payment Scheme and Pracharat Project were different groups of customers, and it was important to note that customers queuing up were mainly from the Pracharat Project, which involved a small number of participating stores.

(19) **Mr. Ong-ard Lobbumrung**, a shareholder attending the Meeting in person, proposed that the Company promoted the Northern Region Academic Seminar in 2023, hosted by the Bank of Thailand, where Mr. Thanaphong Phutthiphiriya had participated and delivered a keynote speech on stage. This was a great honor for the Company, especially considering that only three businessmen from the Northern Region were given this opportunity. Additionally, the shareholder suggested that the Company prepared quarterly financial summaries or financial charts to post on the Company's Facebook page as a means of communication with shareholders.

Answer Mrs. Amorn Phutthiphiriya, Director, acknowledged the suggestion and would further implement such.

(20) **Mr. Ong-ard Lobbumrung**, a shareholder attending the Meeting in person, further inquired whether the Company planned to change the box truck used for transporting goods, which had a relatively high age of use.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that the Company had continuously purchased trucks for transporting goods and managed assets to maximize efficiency. For trucks with a relatively high age of use, they would be repaired first if possible. Additionally, to mitigate risks,



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

they would be used to transport goods in nearby branches with shorter distances located within the city. This was because selling them would likely result in a relatively low selling price.

- (21) **Mr. Ong-ard Lobbumrung**, a shareholder attending the Meeting in person, suggested that, in some branches, shelves were used to display heavy items, which may cause damage to the shelves. Therefore, the Company should place heavy items on pallet shelves in front of the branch, which could reduce wear and tear on the shelves. Additionally, the shelves at the Baan Doo branch, which were made of pressed wood coated with plastic, if not coated with lacquer, were prone to deterioration and dust accumulation when exposed to air and moisture. Therefore, the Company should use Viva Board shelves made from a mixture of wood fiber and Portland cement, coated with lacquer, to reduce dust-related issues.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that, the shelves at the Baan Doo branch were originally assets from other branches and were being used temporarily. The Company acknowledged the suggestion and would consider implementing it.

- (22) **Mr. Ong-ard Lobbumrung**, a shareholder attending the Meeting in person, suggested that the branch near Mae Fah Luang University was small and inadequate for serving the number of customers due to the densely populated area. Additionally, there were plans to expand the medical center at Mae Fah Luang University in the future. Therefore, the Company could open a new branch with suitable products that could be placed at the medical center.

Answer Mrs. Amorn Phutthiphiriya, Director, acknowledged the suggestion.

- (23) **Mr. Ong-ard Lobbumrung**, a shareholder attending the Meeting in person, suggested that expanding the Company's branches provided more space for product placement. Therefore, the Company could seek partners to sell fresh food or lease space, such as for selling coffee. Since the Company's products mainly consisted of dry food, it was believed that addressing this weakness could be beneficial for the Company and its partners.

Answer Mrs. Amorn Phutthiphiriya, Director, explained that the Company was open to business partners, and encouraged the shareholders to help promote such.

- (24) **Mr. Ong-ard Lobbumrung**, a shareholder attending the Meeting in person, commented that the Company's utilizing credit cards for payments had the advantage of having no minimum spending requirement compared to similar businesses. Additionally, it came with various kinds of promotions. However, currently, in Bangkok and its vicinity, there was a trend of using QR credit for purchasing goods. Therefore, the Company should adopt this payment method for its business.

Answer Mrs. Amorn Phutthiphiriya, Director, acknowledged the suggestion.

- (25) **Mr. Ong-ard Lobbumrung**, a shareholder attending the Meeting in person, commended the management team's cash flow policy. The Company's management of cash flow had been done relatively well, and even though interest rates were rising, it did not have an impact on the Company.

Answer Mrs. Amorn Phutthiphiriya, Director, expressed appreciation to the shareholders for the comment on the Company's operation.



บริษัท ธนพิริยะ จำกัด(มหาชน)

สำนักงานใหญ่ : 329 หมู่ 8 ตำบลบ้านดู่ อำเภอเมืองเชียงราย จังหวัดเชียงราย 57100

THANAPIRIYA PUBLIC COMPANY LIMITED

Head Office: 329 Moo 8 Ban Du, Muang Chiang Rai, Chiang Rai 57100 Thailand

As there were neither further inquiries nor suggestions from the shareholders, the Chairman then declared the Meeting adjourned.

The Meeting adjourned at 16.00 hrs.

Signed

(Dr. Pisanu Kantipong)

Chairman of the Meeting