



No. ATP30 1/2023

February 21, 2023

Subject Resolution of the Board of Director's Meeting, dividend payment, amendments to the Articles of Association and the schedule of the 2023 Annual General Meeting of Shareholders. (Reviewed)

To President  
The Stock Exchange of Thailand

ATP30 Public Company Limited ("the Company") would like to notify the resolutions of the Board of Directors' Meeting No. 1/2023, which was held on Tuesday, February 21, 2023, as follows:

1. Approval of the Board of Directors' report on the Company's Operating Results for the year ended December 31, 2022 and proposing to the 2023 Annual General Meeting of Shareholders for acknowledgement.
2. Approval and propose to the 2023 Annual General Meeting of Shareholders to approve the financial statements for the year ended December 31, 2022, which have been audited by the certified public accountant and considered by the Audit Committee.
3. Approval and propose to the 2023 Annual General Meeting of Shareholders to approve the allocate its profits from the operational results of 2022 of Bath 1,460,000 as a legal reserve according to the law and regulations at 5.00% of separate financial statement and dividend payment for the operating results of 2022 at the rate Bath 0.03 per share, totaling amount is not existing Bath 20,469,301.7, or equivalent to 73.84% of the net profit after the profit is appropriated as legal reserve. The Company will specify the names of the shareholders who have the right to receive the dividend payment on April 11, 2023 (Record Date). The dividend payment shall be made on April 28, 2023.
4. Approval and propose to the 2022 Annual General Meeting of Shareholders to propose that the Shareholders' Meeting to approve the appointment of the 3 directors who will be retired by rotation, namely:
  - 1) Mr. Viwat Kromadit Vice Chairman of the board of director
  - 2) Ms. Somhatai Panichewa Director
  - 3) Mr. Kumchai Boonjirachit Director, Audit Committee and Independent Committee, and Chairman of the Nomination and Remuneration Committee

The Board of Directors, excluding nominated directors Agreed and resolved to approve the proposal of the Nomination and Remuneration Committee. Determine the remuneration that all 3 directors have passed the screening process. carefully consider The Board of Directors has been cautious, that the 3 directors have experience, knowledge, ability, and is the main force that has helped the company to progress all along.



Therefore, it was deemed appropriate for the 2023 Annual General Meeting of Shareholders to re-appoint them as 3 directors for another term.

To comply with the policy to promote good governance, and to demonstrate the fair and equitable treatment of all shareholders, the Company offered an opportunity for shareholders to nominate persons deemed qualified, knowledgeable, competent and suitable to represent them as directors in advance, from December 15, 2022 until January 16, 2023, but apparently no shareholders nominated any person for election as director.

5. Approved to propose the 2023 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, and the Corporate Governance Committee and for the year 2023, the stipulation remuneration to be received at the rate equal to the year 2022. Remuneration and Meeting Allowance of Directors

Meeting Allowance	(Baht per Meeting)
Chairman of the Board	20,000
Vice Chairman of the Board	15,000
Director	12,000
Chairman of the Audit Committee	20,000
Audit Committee Members	12,000
Chairman of the Nomination and Remuneration Committee	18,000
Nomination and Remuneration Committee Members	12,000
Chairman of the Risk Management Committee	18,000
Risk Management Committee Members	12,000
Chairman of the Corporate Governance Committee	18,000
Corporate Governance Committee Members	12,000

Incidentally, the annual remuneration by calculating from the annual performance of the Company at the rate of not more than 5% of the annual net profit. The Board of Directors has the power to allocate this amount to each director.

6. Approval and propose to the 2023 Annual General Meeting of Shareholders to approve the appointment of Mr. Preecha Arunnara C.P.A. Registration No. 5800, and/ or Ms. Sirirat Srichareonsup C.P.A. Registration No. 5419, and/ or Ms. Watu Khayankrannawin C.P.A. Registration No. 5423 of EY Office Company Limited as the auditor of and to review and provide his/her opinion on the financial statements of the Company for the year 2022, and fixing the audit fee for the year 2023 in the amount not exceeding Baht 1,350,000.
7. Approval to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Article of Association 28, 37, 38 to be in accordance with the Public Limited

Company Act (No.4) B.E. 2565 (2022) and the Company proposes the delegation of power to the person(s) authorized by Board of Directors to register the amendment of the Articles of Association of the Company with the Department of Business Development, the Ministry of Commerce, to amend or add wordings in accordance with the Registrar's instruction. *The detail as follows;*

**Article 28 Original**

*In regard to the Board of Directors Meeting, the Chairman or the person assigned may send the notice to set the meeting to the directors not less than seven (7) days prior to the meeting date, except in case of urgent necessity to protect the rights and benefits of the Company. will notify the meeting by other means and set the meeting date earlier than that*

*The two (2) or more directors may request to call a meeting of the Board of Directors. In this case, the Chairman of the Board shall set the date and call for the meeting within fourteen (14) days from the date of receipt of the request.*

**Article 28 Edit**

*In regard to the Board of Directors Meeting, the Chairman or the person assigned may send the notice or document via electronic means to set the meeting to the directors not less than seven (7) days prior to the meeting date, except in case of urgent necessity to protect the rights and benefits of the Company. will notify the meeting by other means and set the meeting date earlier than that*

*The two (2) or more directors may request to call a meeting of the Board of Directors. In this case, the Chairman of the Board shall set the date and call for the meeting within fourteen (14) days from the date of receipt of the request.*

**Article 37 Original**

*In regard to calling the Shareholders' Meeting, the Board of Directors shall prepare a notice to contain information regarding the venue, date, agenda, and matters to be presented to the meeting together with adequate details. It clearly states that the matter will be proposed for acknowledgment, approval, or consideration, as the case may be, including the opinion of the Board of Directors on such matter and send it to the shareholders and the registrar not less than seven (7) days prior to the meeting date. In this regard, the notice of the meeting shall be advertised in a newspaper at least three (3) days prior to the meeting date for a period of not less than three (3) consecutive days.*

*In regard to hold shareholder meeting via electronic, the notices and documents can be sent via electronic mail, which must be delivered in a timely and advertised in newspapers within the*

period specified in the first paragraph. Copies of the meeting invitation letter and supporting documents must also be kept as evidence, which may also be stored in electronic form.

**Article 37**    **Edit**

In regard to calling the Shareholders' Meeting, the Board of Directors shall prepare a notice or document via electronic means to contain information regarding the venue, date, agenda, and matters to be presented to the meeting together with adequate details. It clearly states that the matter will be proposed for acknowledgment, approval, or consideration, as the case may be, including the opinion of the Board of Directors on such matter and send it to the shareholders and the registrar not less than seven (7) days prior to the meeting date. In this regard, the notice of the meeting shall be advertised in a newspaper or can now be published via electronic means at least three (3) days prior to the meeting date for a period of not less than three (3) consecutive days.

In regard to hold shareholder meeting via electronic, the notices and documents can be sent via electronic mail, which must be delivered in a timely and advertised in newspapers or can now be published via electronic means within the period specified in the first paragraph. Copies of the meeting invitation letter and supporting documents must also be kept as evidence, which may also be stored in electronic form.

**Article 38**    **Original**

In regard to Shareholders' Meeting whether meeting in the same meeting venue or meeting via electronic media. There must be shareholders and shareholders' proxies (if any) attending the meeting not less than twenty-five (25) persons or not less than half of the total number of shareholders and must hold shares amounting to not less than one-third (1/3) of the total number of shares sold to constitute a quorum.

In the event that any shareholder meeting one (1) hour has passed since the appointed time, the number of shareholders attending the meeting is inadequate to constitute a quorum as specified in the first paragraph. If the shareholders' meeting was required, the meeting be suspended. If the meeting of shareholders was not required, arrange a new meeting and in this case, the notice to call the meeting to shareholders not less than seven (7) days prior to the meeting date. In the latter meeting, it is not mandatory that a quorum be formed.

**Article 38**    **Edit**

In regard to Shareholders' Meeting whether meeting in the same meeting venue or meeting via electronic media. There must be shareholders and shareholders' proxies, a proxy form can be sent via electronic means in this regard, Proxies for shareholders meeting can be given via

*reliable and safe electronic means, using a method that is safe and reliable that the proxy has been made by shareholders (if any) attending the meeting not less than twenty-five (25) persons or not less than half of the total number of shareholders and must hold shares amounting to not less than one-third (1/3) of the total number of shares sold to constitute a quorum.*

*In the event that any shareholder meeting one (1) hour has passed since the appointed time, the number of shareholders attending the meeting is inadequate to constitute a quorum as specified in the first paragraph. If the shareholders' meeting was required, the meeting be suspended. If the meeting of shareholders was not required, arrange a new meeting and in this case, the notice or document via electronic means to call the meeting to shareholders not less than seven (7) days prior to the meeting date. In the latter meeting, it is not mandatory that a quorum be formed.*

8. The Board meeting has determined the date of the 2023 Annual General Meeting of Shareholders which will be held on Friday, March 31, 2023 at 10.00 a.m., venue Bussaba room, 1<sup>st</sup> floor, Mandarin Bangkok Hotel 662 Rama IV Rd., Maha Phruettharam Subdistrict, Bang Rak District, Bangkok 10500, and to authorize the Managing Director of the Company to consider amending the agenda items, date, time, format of meeting and venue of the 2023 Annual General Meeting of Shareholder as deemed appropriate by considering benefits and impacts to the Company on a material basis. The agenda will be conducted as follows:

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| Agenda 1 | To approve the minutes of the 2022 Annual General Meeting  |
| Agenda 2 | To acknowledge the report of the Company's operation results for the fiscal period ended December 31, 2022.                                      |
| Agenda 3 | To approve the financial statements for the year ended December 31, 2022, which have been audited by the certified public accountant.            |
| Agenda 4 | To approve the allocation of profit as legal reserve and payment of dividend according to the to the operation results in the year 2021.         |
| Agenda 5 | To approve the appointment of the directors to replace the directors who will be retired by rotation.  |
| Agenda 6 | To approve the determination of the remuneration for directors and committees for the year 2023  |
| Agenda 7 | To approve the appointment of the auditor and the determination of the audit fee for the year 2022.  |
| Agenda 8 | To approve the amendment of the Company's Article of Association to be in accordance with the Public Limited Company Act (No.4) B.E. 2565 (2022) |
| Agenda 9 | To consider other matters (If any).  |



The record date for determine the names of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders on March 9, 2023.

Please be informed accordingly,

Sincerely Yours,

(Mr.Piya Techakul)

Managing Director

ATP 30 Public Company Limited



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