



No.SAPPE 001/2023

15 March 2023

Subject: Dividend Payment for year 2022, Company's registered capital decrease, amendment to the Memorandum of Association of the Company, and Schedule of the 2023 Annual General Shareholders' Meeting

To: President
The Stock Exchange of Thailand

Sappe Public Company Limited (the "Company") would like to inform the resolutions of the Board of Directors Meeting No.2/2023 held on Wednesday, 15th March 2023 to the Stock Exchange of Thailand; details as below;

1. It is appropriate to propose to the 2023 Annual General Shareholders' Meeting to consider and approve the dividend payment for year 2022 at 1.65 Baht per share from net profit of the Company's performance during 1 January 2022 to 31 December 2022 totaling 508.68 million Baht. The dividend shall be paid from net profit for the year specified on the separate financial statements to shareholders who are entitled to receive the dividends as listed on the Record Date of 10 May 2023. The Company shall pay the dividend on 26 May 2023 after obtaining an approval from the 2023 Annual General Shareholders' Meeting.
2. It is appropriate to propose to the 2023 Annual General Shareholders' Meeting to consider and approve the re-election of the 3 directors who are due to retire by rotation, consisting of; Mr. Anan Ruckariyapong, Director and President, Ms. Piyajit Ruckariyapong, Director and Chief Executive Officer and Mr. Arnupap Ruckariyapong, Director and Senior Advisor, as the Company's directors for another term, and to consider and approve the appointment of Mr. Chanin Archjananun as an Independent Director and member of Audit Committee in replacement of Mr. Padungdej Indralak who is due to retire by rotation.
3. It is appropriate to propose to the 2023 Annual General Shareholders' Meeting to approve the remuneration of the Board of Directors and the Audit Committees for year 2023 at the aggregate amount of not more than 14 million Baht.
4. It is appropriate to propose to the 2023 Annual General Shareholders' Meeting to approve the appointment of the auditor from the Office of KPMG Phoomchai Audit Limited, as per one of the following names, to be the auditor of the Company and to give opinion to the Company's financial statements for the year 2023;



- | | |
|------------------|--|
| (1) Ms. Sureerat | Thongarunsang, Certified Public Accountant No. 4409 (as the Company's auditor for 6 years) |
| (2) Mr. Banthit | Tangpakorn, Certified Public Accountant No. 8509 |
| (3) Mr. Piyanat | Singhorn, Certified Public Accountant No. 11641 |
| (4) Ms. Marisa | Tarathornbanpakul, Certified Public Accountant No. 5752 |

For direct and indirect subsidiaries' auditors, the Board of Directors deemed it appropriate to propose to approve the appointment of the following auditors;

Name	Audit Firm
Direct Subsidiaries	
1. Sappe Europe s.r.o	Akra, s.r.o
2. Sappe Holding (Thailand) Co., Ltd.	KPMG
Indirect Subsidiaries	
1. All Coco Group Co., Ltd.	KPMG
2. K Best Farm Co., Ltd	KPMG
3. All Coco Co., Ltd	Peak Audit Co. Ltd.
4. Sappe Hong Kong Co., Ltd	Stephen YS Chan & Co.
5. Sappe Trading (Hong Kong) Co., Ltd.	Stephen YS Chan & Co.
6. Sappe Trading (Shanghai) Co., Ltd	Shanghai LiXn JiaCheng DongShen CPAs

In addition, it is deemed appropriate to propose to approve the auditors' remuneration of the Company and its subsidiaries for the year 2023 in total amount of not more than 4,500,000 Baht, consisting of audit fee and other expenses such as transportation, document/printing, postal, communication expenses in the amount of not exceeding 10% of the audit fee.

5. It is appropriate to propose to the 2023 Annual General Shareholders' Meeting to consider and approve the decrease in Company's registered capital by eliminating the 149,000 (one hundred forty-nine thousand) unsold common stocks with the value of 1 baht each, which were issued for the second common stock warrants issuance and offered to the Company's executives and employees, whereafter the program ended, the number of unexecuted and terminated warrants equal to the Company's unsold common stocks.

6. It is appropriate to propose to the 2023 Annual General Shareholders' Meeting to consider and approve the amendment to the Memorandum of Association of the Company, Item 4, to be in line with the decrease in the Company's registered capital by replacing the original statement with the following statement:



Item 4

Registered capital	308,289,080 baht (Three hundred eight million two hundred eighty-nine thousand and eighty baht)
Equals to	308,289,080 stocks (Three hundred eight million two hundred eighty-nine thousand and eighty stocks)
Value per stock	1 baht (One baht)
Including:	
Common stock	308,289,080 (Three hundred eight million two hundred eighty-nine thousand and eighty stocks)
Preferred stock	- (-)

7. It is resolved that the 2023 Annual General Shareholders' Meeting will be held on Thursday 27th April 2023, at 13.30 hours, at Srinakarin Room 1, 9th Floor, The Grand Fourwings Convention Hotel, 333 Srinakarin Road, Klongtoey, Huamark, Bangkok, with agenda items as follows.

- Agenda 1 Matter to be informed by Chairman
- Agenda 2 To consider and approve the Minutes of the 2022 Annual General Shareholders' Meeting, held on 27 April 2022
- Agenda 3 To acknowledge the Company's operating results for the year 2022
- Agenda 4 To consider and approve the Company's Financial Statements for the year 2022 ended 31 December 2022
- Agenda 5 To consider and approve dividend payment from the Company's performance for the year 2022
- Agenda 6 To consider and approve the appointment of directors to replace those who are due to retire by rotation
- Agenda 7 To consider and approve the remuneration for the Board of Directors and Sub-Committee for the year 2023
- Agenda 8 To appoint the Company's auditors and determine the remuneration of the auditor for the year 2023
- Agenda 9 To consider and approve the decrease in Company's Registered Capital
- Agenda 10 To consider and approve the amendment to the Memorandum of Association of the Company, Item 4, to be in line with the decrease in the Company's Registered Capital



The Record Date on which shareholders have the right to attend the 2023 Annual General Shareholders' Meeting is Wednesday 29th March 2023.

The Company provides shareholders with the right to propose additional meeting agenda items and to nominate directors in advance in the period from **4 October 2022 to 2 December 2022**, with details publicized and distributed via the Company's website and the SET's news. After the mentioned period, there was no matter agenda item and nominated name proposed to the 2023 Annual General Shareholders' Meeting.

Meeting agenda, procedures to attend the meeting and other details in connection with the 2023 Annual General Shareholders' Meeting will be disclosed in notice of the meeting sent to the shareholders and on the Company's website, www.sappe.com and should you have any inquiries, please contact Investor Relation Department or Company Secretary at Tel: +662 319 4949

Please be informed accordingly.

Sincerely Yours,

(Ms. Piyajit Ruckariyapong)
Director and Chief Executive Officer