



No. SAPPE 005/2023

Date: 27 April 2023

Subject: Resolutions of the 2023 Annual General Shareholders' Meeting

To: The President
The Stock Exchange of Thailand

Sappe Public Company Limited (the "Company") would like to report the resolutions of the 2023 Annual General Shareholders' Meeting ("AGM") held on 27 April 2023 at 13.30 hours, at Srinakarin 1 Room, 9th Floor, The Grand Fourwings Convention Hotel, 333 Srinakarin Rd., Huamak, Bangkok. In counting votes cast in each agenda, the Company will count the number of votes cast by the shareholders and proxy holders attending the AGM in person and by authorizing the Independent Directors as a proxy recorded in advance. It shall be divided into 3 categories as follows:

- 1) Agenda item which requires approval by majority vote from the shareholders who attend and cast their votes. The Company will calculate the voting count base by counting only the number of approval and disapproval votes, casted by the shareholders who attended the meeting and voted and excluding the number of abstain votes.
- 2) Agenda item which requires approval by votes of not less than two-thirds (2/3) of the total number of votes of shareholders who attend the meeting. The Company will calculate vote counting base by counting all votes ; approval, disapproval and abstention casted by the shareholders who attend the meeting including those having no right to vote.
- 3) Agenda item which requires approval by votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend and are entitled to vote. The Company will calculate the voting count base by counting all votes ; approval, disapproval and abstention casted by the shareholders who attend and are entitled to vote, excluding the number of shareholders who attend and are not entitled to vote.

The Meeting has passed the resolution 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**

The vote casting;

Approved	248,281,248	votes or	100.0000%
Disapproved	0	votes or	0.0000%
Abstained	1,000	votes or	-

It is resolved that the meeting, by majority of the total votes by shareholders who were present at the meeting and casted their votes, approved the Minutes of the 2022 Annual General Shareholders' Meeting which was held on 27 April 2022.

Agenda 3 **To acknowledge the Company's operating results for the year 2022**

The meeting acknowledged the 2022 operating results of the Company.

Agenda 4 **To consider and approve the Company's Financial Statements for the year 2022, ended 31 December 2022**

The vote casting;

Approved	247,446,159	votes or	100.0000%
Disapproved	0	votes or	0.0000%
Abstained	854,100	votes or	-

It is resolved that the meeting, by majority of the total votes by shareholders who were present at the meeting and casted their votes, approved 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**

The vote casting;

Approved	248,299,259	votes or	100.0000%
Disapproved	0	votes or	0.0000%
Abstained	1,000	votes or	-

It is resolved that the meeting, by majority of the total votes by shareholders who were present at the meeting and casted their votes, approved dividend payment from the Company's performance for the 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 (or 78% of net profit for the year specified on the separate financial statements), paid to



shareholders who are entitled to receive the dividends as listed on the Record Date on 10 May 2023, and the company will pay dividends on 26 May 2023.

Agenda 6 To consider and re-elect the directors, who are due to retire by rotation

The vote casting;

Name of Directors	Approved	Disapproved	Abstained
Mr. Anan Ruckariyapong	244,707,435 votes 98.5534%	3,591,824 votes 1.4466%	1,000 votes -
Ms. Piyajit Ruckariyapong	248,180,459 votes 99.9522%	118,800 votes 0.0478%	1,000 votes -
Mr. Arnupap Ruckariyapong	244,707,435 votes 98.5534%	3,591,824 votes 1.4466%	1,000 votes -
Mr. Chanin Archjananun	248,248,759 votes 99.9797%	50,500 votes 0.0203%	1,000 votes -

It is resolved that the meeting, by majority of the total votes by shareholders who were present at the meeting and casted their votes, approved the re-election of the **3 directors who are due to retire by rotation , comprising** Mr. Anan Ruckariyapong, Ms. Piyajit Ruckariyapong, and Mr. Arnupap Ruckariyapong, as the Company's directors for another term, and approved the election of Mr. Chanin Archjananun as an Independent Director and Member of the Audit Committee in replacement of Mr. Padungdej Indralak who retired by rotation

Agenda 7 To consider and approve the remuneration for the Board of Directors and Sub-Committee for the Year 2023

The vote casting;

Approved	246,601,035	votes or	99.3157%
Disapproved	1,698,224	votes or	0.6839%
Abstained	1,000	votes or	0.0004%

It is resolved that the meeting with not less than two-thirds (2/3) of the total votes of shareholders who were present at the meeting approved the remuneration of Baht 14,000,000 (fourteen million).



Agenda 8 To consider and appoint the Company's auditor and determine remuneration of the auditor for the year 2023

The vote casting;

Approved	246,149,359	votes or	99.1341%
Disapproved	2,149,900	votes or	0.8659%
Abstained	1,000	votes or	-

It is resolved that the meeting, by majority of the total votes by shareholders who were present at the meeting and casted their votes, approved the appointment of KPMG Phoomchai Audit Limited ("KPMG") as Company's auditor and one of the following names, to be the auditor of the Company and give opinion to the Company's financial statements for the year 2023.

Name	Certified Public Accountant No.	Service Year as the Company's auditor
Ms. Sureerat Thongarunsang	4409	6 years (2017-2022)
Mr. Banthit Tangpakorn	8509	-
Mr. Piyanat Singkhorn	11641	-
Ms. Marisa Tarathornbanpakul	5752	-

And approved to appoint the auditors of the direct subsidiaries, details as follow;

1. Akra, s.r.o to be the auditor of Sappe Europe s.r.o.
2. KPMG to be the auditor of Sappe Holding (Thailand) Company Limited

And approved to appoint the auditors of the indirect subsidiaries, details as follow;

1. KPMG to be the auditor of All Coco Group Company Limited and K Best Farm Company Limited
2. Peak Audit Company Limited to be the auditor of All Coco Company Limited
1. Stephen YS Chan & Co. to be the auditor of Sappe Hong Kong Company Limited and Sappe Trading (Hong Kong) Company Limited
2. Shanghai LiXin JiaCheng DongShen CPAs to be the auditor of Sappe Trading (Shanghai) Company Limited

The auditors' remuneration of the Company and its direct and indirect subsidiaries for the year 2023 is totaled in an amount of not exceeding Baht 4,500,000. The 2023 remuneration includes audit fee, related expenses, for examples, transportation, document/printing, postal, communication expenses which shall not exceed 10% of the audit fee.



Agenda 9 **To consider and approve the decrease in Company's Registered Capital**

The vote casting;

Approved	248,299,259	votes or	99.9996%
Disapproved	0	votes or	0.0000%
Abstained	1,000	votes or	0.0004%

It is resolved that the meeting with not less than three-fourths (3/4) of the total votes of shareholders who were present at the meeting and were entitled to vote, approved the Company's registered capital decrease from the original amount of 308,438,080 Baht (Three hundred eight million four hundred thirty-eight thousand and eighty Baht) to the new registered capital of 308,289,080 Baht (Three hundred eight million two hundred eighty-nine thousand and eighty Baht) by eliminating the 149,000 (one hundred forty-nine thousand) unsold common stocks with the value of 1 baht each, the remaining stocks from the second common stock warrants issuance and offered to the Company's executives and employees program (SAPPE-WA2).

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 vote casting;

Approved	247,711,659	votes or	99.7629%
Disapproved	0	votes or	0.0000%
Abstained	588,600	votes or	0.2371%

It is resolved that the meeting with not less than three-fourths (3/4) of the total votes of shareholders who were present at the meeting and were entitled to vote, approved the amendment to the Memorandum of Association, Item 4 regarding the registered capital to be consistent with the reduction of 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 (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	- (-)

By assigning the Executive Committee of the company or the Chief Executive Officer or the person assigned by the Executive Committee or the Chief Executive Officer has the power to register the amendment of the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce as well as having the power to take any action necessary to comply with the order of the Registrar to complete the registration process.

Please be informed accordingly.

Sincerely Yours,

(Ms. Piyajit Ruckariyapong)
Director and Chief Executive Officer