



BANG SAPHAN BARMILL PUBLIC COMPANY LIMITED

28/1 Prapawit Building, 8th Floor, Surasak Road, Silom, Bangrak, Bangkok 10500

3 April 2023

Re: Invitation to the Annual General Shareholders' Meeting 2023

To: Shareholders of Bangsaphan Barmill Public Company Limited

- Attachments:**
1. Copy of the minutes of the 2022 Annual General Shareholders' Meeting held on 25 April 2022
 2. Annual Report 2022(FORM 56-1 One Report) in QR CODE format
 3. Profiles of persons nominated for appointment as directors replacing ones whose terms are due by rotation
 4. Profile of the independent director for proxy and Qualifications of Independent Director
 5. Registration form for attending the E-AGM via Electronics Meeting Platform(E-AGM)
 6. Guidelines for attending the 2023 Annual General Meeting of shareholder of the Company via electronic media
 7. Proxy forms A, B and C as defined by Department of Business Development
 8. The Company's Articles of Association related to the Shareholders' Meeting
 9. Form for submission of questions in advance
 10. Instruction for attending the 2023 Annual General Shareholders' Meeting

According to the resolutions of the Board of Directors' Meeting no. 2/2023 held on 20 February 2023, the 2023 Annual General Shareholders' Meeting will be held on 24 April 2023 at 2.00 p.m, at the main meeting room of 28/1 Prapawit Building, 7th Floor, Surasak Road, Silom, Bangrak, Bangkok by conducting the Meeting via electronic media (E-AGM)

With the following agendas:

Agenda 1 To Adopt the Minutes of the 2022 Annual General Shareholders' Meeting held on 25 April 2022

Objective and Rationale : This agenda is set for shareholders to jointly consider and certify the minutes of the 2022 Annual General Shareholders' Meeting held on April 25, 2022, whereby the Company has prepared the minutes of such meeting and submitted them to the Stock Exchange of Thailand within the period required by law. as well as published on the company's website. The details are as shown in the copy of the minutes of the meeting as shown in the attachment no. 1

The Board's Opinion: Considering the minutes of the 2022 Annual General Shareholders' Meeting held on 25 April 2022 being accurately recorded, the Board proposes the minutes for shareholders' acknowledgement.

A copy of the minutes is here with enclosed as attachment No. 1.

Agenda 2 To Acknowledge the Company's Performance on the Board of Directors' Report for the year 2022

Objective and Rationale : The Company has summarized its past operating results and significant changes that occurred in the year 2022 in the Annual Report 2022 (Form 56-1 One Report) as attachment no.2

The Board's Opinion: In order to describe the Company's operating results and important changes in the year 2022, the Board proposes the Board of Directors' Report for the year 2022 for shareholders' acknowledgement.

The Board of Directors' Report for the year 2022 was published in the Annual Report 2022(FORM56-1 One Report), which is enclosed as attachment No. 2.



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Agenda 3 To Approve the Financial Statements for the Year Ended 31 December 2022

Objective and Rationale : Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the Company must prepare a balance sheet and profit and loss statement at the end of the Company's accounting period. (Ending on December 31 of each year) to be proposed to the Annual General Meeting of Shareholders for approval. The company therefore proposes the financial statements and statements of comprehensive income for the year ended 31 December 2022, which have been audited by the auditor and the audit committee, to the meeting for approval.

The Board's Opinion: As the Financial Statements for the year ended 31 December 2022 were audited by independent auditor of E Y Office and verified by the Audit Committee, the Board agrees to propose the Financial Statements for shareholders' approval. Below is in-brief illustration of the Financial Statements.

(Million Baht)

	Year 2022	Year 2021
Total Assets	1,891.9	1,969.7
Total Liabilities	25.3	83.4
Shareholders' Equity	1,866.6	1,886.3
Total Revenues	1,089.6	1,396.7
Total Expenses	1,088.1	1,306.8
Corporate Income Tax	0.72	18.2
Net Profit (Loss)	1.26	72.1
Earnings(Loss) per Share (Baht)	0.001	0.06

Details of the Financial Statements was published in the Annual Report 2022(FORM56-1 One Report), which is also enclosed as attachment no. 2.

Agenda 4 To Approve the Company's Profit Appropriation for the Year 2022 and Non-dividend Payment

Objective and Rationale : The Company has a policy to pay dividends at a rate of not less than approximately 40-60 percent of net profit after tax. and legal reserves based mainly on financial statements. The Board of Directors of the Company Has the power to consider waiving the policy. or change such policy from time to time. Under the condition that such action must be in the best interest of the shareholders.

The Board's Opinion: According to the Company's performance for the year ended December 31, 2022 which the Company had the net profit of Baht 1.26 million or Baht 0.001 per share and has unappropriated retained earnings with no major investment plan in the near future, the Board will propose to the Shareholders' Meeting on 24 April 2023 the dividend payments for the whole year at Baht 0.02 per share or a total of Baht 22.4 million. The dividend payment will be made from the profit of the year 2022 and retained earnings. However, the board of directors has approved the 2022 interim dividend for this amount and the payment was made to the eligible shareholders on 7th September 2022. Therefore, there is no final dividend payment for the year 2022.



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Dividend Payments	Year 2022	Year 2021	Year 2020
Full-year Dividend (Baht per share)	0.02	0.05	0.08
1 Interim Dividend	0.02	0.05	0.08
2 Final Dividend	-	-	-
Dividend Amount (Million Baht) (**)	22.42	56.05	89.69
Percentage of Net Profit (*)	1,778%	78%	107%

*The Company's dividend payment policy is strictly based on maximum long-term benefits for shareholders. Details are as follows:

1. The Company has a policy to regularly pay dividend at 40-60 per cent of annual net profit under conditions set by the laws.
2. In case the Company needs large capital for business expansion, the Company may pay dividend lower than the rate mentioned above. On the other hand, if the Company does not need it, the Company may pay dividend higher than the rate mentioned above as deemed appropriate. Shareholders' long-term benefits are key factors in making decision on dividend payment.

Dividend payment must not have significant impact on the Company's general operation. Factor affecting dividend payment are business performance, financial status, liquidity, business expansion plan, the Company's debt service and other factors related to the Company's business operations. Dividend payment must be approved by the Board of Directors and/or shareholders' meeting, depending on the case may be.

**Dividend for the year 2022 were paid from profit after 20 % income tax rate.

Agenda 5 To Consider the Election of the Company's Directors Replacing Those Whose Term Expired

Objective and Rationale : According to the Public Limited Companies Act B.E. 2535, Section 112 and the Company's Articles of Association, which requires that one-third of the directors of the existing directors be rotated. Must retire by rotation at the annual general meeting of shareholders. Therefore, at the 2023 Annual General Shareholders' Meeting, there are 3 directors to be replaced this year as following Mr. Fang ,Jin-Long , Mr. Lee, yeh- wen **and** Mr. Anuwat Chaikittivanich

The Board's Opinion: According to the Company's Articles of Association No. 20, one third of directors' term shall be statutorily due by rotation on the date of the Annual General Shareholders' Meeting. There are 3 directors to be replaced this year as following;

- | | |
|-------------------------------|---|
| 1. Mr. Fang Jin-Long | Authorized Director |
| 2. Mr. Lee , Yeh-Wen | Authorized Director and Managing Director |
| 3. Mr. Anuwat Chaikittivanich | Authorized Director |

The Company is aware of its operation in accordance with good corporate governance and attaches great importance to its shareholders to ensure that the shareholders are treated equally. Therefore, the Company provided the shareholders the right to propose the matters deemed important and beneficial to be considered as the agenda of the AGM and nominate the qualified persons to be elected as directors before the date of the Annual General Shareholders' Meeting for the year 2023, according to the criteria set by the Company. However, no any shareholders nominated the person to be elected as directors of the Company.

With recruitment and screening of the Nomination and Remuneration Committee and the Board of directors to considering that three directors, having knowledge, abilities, capabilities, experiences relevant to the diversity of the Board as well as leadership and visions that they could contribute well to the Company as the same to their past performances in the days before. Proposes to the Annual General Shareholders' Meeting for the year 2023 to consider for renewing the directorship of the above three persons for another term.

Criteria for selecting persons to be appointed as directors of the Company has passed the process of the Nomination and Remuneration Committee to select a person to be appointed as a director with guidelines and criteria for appointing directors. This method was also described in "Corporate Governance Structure" subject in the Annual Report 2022 (Form56-1 One Report) which is herewith enclosed as attachment No. 2.

Profile of the three directors proposed for renewing the directorship are also herewith enclosed as attachment No. 3.



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Agenda 6 To Appoint the Auditor and Fix Its Audit Fee for the Year 2023

Objective and Rationale : To propose the Meeting of Shareholders to consider appointing an auditor and determine the audit fee of the company for the year 2023 according to Section 120 of the Public Limited Companies Act B.E. 2535 and Article 43 of the Company's Articles of Association. which stipulates The Annual General Meeting of Shareholders considers the appointment of the Company's annual auditor.

The Board's Opinion: Considering carefully and with recommendation of the Audit Committee, the Board proposes to the Shareholders' Meeting to appoint Mrs. Chonlaros Suntiasvaraporn auditor license No. 4523, or Ms. Supanee Triyanantakul auditor license No. 4498, or Mr. Pornanan Kitjanawanchai auditor license No. 7792 of E Y Office Limited as the Company's auditor for the year 2023 due to their good experiences and reputation, with an approval for its remuneration for the year 2023 at the amount not exceed Baht 1,290,000.

The proposed auditors have no relationship and conflict of interest with the Company, major shareholders, Management and their relatives.

Auditors and Remunerations	2023 (Proposed)	2022	2021
Office	E Y	E Y	E Y
Audit Report signed by	Mrs. Chonlaros Suntiasvaraporn (2nd year)	Mrs. Chonlaros Suntiasvaraporn (1st year)	Ms. Isaraporn Wisutthiyan (4th year)
Audit Fee (Baht/year)	1,290,000	1,240,000	1,240,000
Other expenses (Baht/year)	Per Actual	6,631	5,210

Agenda 7 To Approve the Remuneration for the Company's Directors

Objective and Rationale : For the shareholders' meeting to consider determining the directors' remuneration for the year 2023. The Company has established a policy on remuneration for directors, both monetary and other remuneration. By taking into account the suitability, duties, responsibilities assigned, performance, benefits expected from the directors. And can be compared with the listed companies in the industry and of similar size. and appropriate enough to supervise and maintain the directors and motivate directors to work with the company, achieve goals and be effective through a transparent process that gives confidence to shareholders. The Nomination and Remuneration Committee has considered and proposed the appropriate amount of remuneration to the Board of Directors for approval before proposing to shareholders for approval annually.

The Board's Opinion: In the year before, the 2022 Annual General Shareholders' Meeting held on 25 April 2022 set directors' remuneration as following;

Chairman of the Board	30,000 Baht/Month
Chairman of Audit Committee	30,000 Baht/Month
Other directors (each)	25,000 Baht/Month

In addition, 2 directors who had more specific duty and contributed more time for the Company received additional monthly compensation as following;

Mr. Fang, Jin – Long	60,000 Baht/Month
Mr. Anuwat Chaikittivanich	32,000 Baht/Month

As for determining the directors' remuneration for the year 2023, in order to comply with good corporate governance principles. The Nomination and Remuneration Committee have considered. And the Board of Directors has agreed to review the remuneration of directors annually. This year's review is based on the following criteria: Directors' remuneration should be appropriate and consistent with the duties and responsibilities of each director. Therefore, it is



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deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the directors' remuneration for the year 2023 as follows:

Chairman of the Board	30,000 Baht/Month
Chairman of Audit Committee	30,000 Baht/Month
Other directors (each)	25,000 Baht/Month

In addition, 2 directors who have more specific duty and contribute more time for the Company have additional monthly compensation as following;

Mr. Fang, Jin – Long	60,000 Baht/Month
Mr. Anuwat Chaikittivanich	32,000 Baht/Month

Also, now that the Company's net profit for the year ending 31 December 2022 was at Baht 1.26 million and the Board has proposed to the Annual General Shareholders' Meeting the dividend payments for the whole year at Baht 0.02 per share or equivalent to Baht 22.42 million. Then, the Board also proposes to the Shareholders' Meeting a director bonus at the rate of 0.5% of dividend payment as mentioned above, or equivalent to Baht 112,117.50 which shall be appropriated later by the Board.

Table Illustration for Director Remunerations during the year 2021-2023

(Baht)	Monthly Payment, Year 2023	Monthly Payment, Year 2022	Monthly Payment, Year 2021
Chairman of the Board	30,000	30,000	30,000
Chairman of the Audit Committee	30,000	30,000	30,000
Other directors (each)	25,000	25,000	25,000
Directors with additional payment			
1. Mr. Fang, Jin – Long	60,000	60,000	60,000
2. Mr. Anuwat Chaikittivanich	32,000	32,000	32,000
Bonus	0.5% of dividend for the year 2022 = Baht 112,117.50	0.5% of dividend for the year 2021 = Baht 280,293	0.5% of dividend for the year 2020 = Baht 448,470
Other compensation	-	-	-

Agenda 8 Others (if any)

We would like to invite all shareholders to the Annual General Meeting of Shareholders for the year 2023. It will be held on 24 April 2023 at 2.00 pm, The method for convening the AGM 2023 via Electronic Media (E-AGM). The Company reserves right for attending the Annual General Shareholders' Meeting according to the shareholding list as at 13 March 2023.

The shareholders can appoint independent directors instead of attending the meeting in person by sending a letter of appointment together with supporting documents which is attached to the invitation letter of the Annual General Meeting of Shareholders for the year 2023 according to Enclosure No.7 in advance of the meeting. The shareholders can submit the proxy form and supporting document to the company by 19 April 2023.

Kind Regards,

Bangsaphan Barmill Public Company Limited

(Mr. Surakit Thantananont)

Company Secretary

Under the Board's Assignment



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(Attachment No.3)

Profiles of persons nominated for appointment as directors replacing ones whose terms are due by rotation

1. Mr. Fang Jin-Long

Age	74 years
Position	Authorized Director
Appointment Date	1 November 1994
Tenure	28 years
Shareholding Equity	Ordinary share 64,800,000 shares (5.78%) (Included Spouse's stake)



Family Relation among Management: None

Education National Chai-Yi Commerce & Vocational High School

Director Training Program None

Work Experience	2007 – 2021	Director, Yuan Kun Development Co.,Ltd
	2000 – 2013	Director, Yuanta United Steel Corporation
	2000 – 2009	President, Leh Ching Industrial Corporation
	2003 – 2007	Supervisor, Yuanta Core Pacific Securities
	2000 – 2003	Director, Yuanta Core Pacific Securities
	1992 – 2000	Supervisor, United Steel Corporation

Other position Listed Companies : None
 Non Listed Companies : None
 Other organizations that may- : None
 cause any conflict of interest

The Attendance in year 2022	1. The Board of Director Meeting	0/12 times
	2. The Annual General Meeting of Shareholders	0/1 time

Criminal offense record during the past 10 years: None

Conflict / No conflict of Interest in all agenda of the Shareholder's Meeting year 2023:


- Director who retires by expiration of service term and will be noted as conflict of interest on agenda of director election.



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2. Mr. Lee Yeh Wen

Age	65 year	
Position	Authorized Director and Managing Director	
Appointment Date	1 June 1996	
Tenure	26 years	
Shareholding Equity	2.81% (31,500,000 shares)	
Family Relation among Management:	None	
Education	St. John & St. Mary's Institute Certificate	
Director Training Program	Certificate, Director Accreditation Program (DAP Class 26/2004), IOD	
Work Experience	1991 – 1994 Sales and Administration Manager, Taiwan Iron & Steel Manufacture	
Other position	Listed Companies : None Non Listed Companies : None Other organizations that may- : None cause any conflict of interest	

The Attendance in year 2022	1. The Board of Director Meeting	12/12 times
	2. The Annual General Meeting of Shareholders	1/1 time

Criminal offense record during the past 10 years: None

Conflict / No conflict of Interest in all agenda of the Shareholder's Meeting year 2023:

- Director who retires by expiration of service term and will be noted as conflict of interest on agenda of director election.



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3. Mr. Anuwat Chaikittivanich



Age	52 years
Position	Authorized Director
Appointment Date	23 March 2015
Tenure	7 Years
Shareholding Equity	None
Family Relation among Management:	None
Education	Master Degree in Marketing (MIM) (English Program), Thammasat University Master Degree, School Development of Economics Business Economics Program, National Institute Development Administration (NIDA) Bachelor Degree (B.A.) in Economics (English Program), Thammasat University
Director Training Program	None
Work Experience	2015 – Present Managing Director, S.V.L. Corporation Co.,Ltd. 2003 – 2015 President – Corporate Planning, Sahaviriya Steel Group Co.,Ltd.
Other position	Listed Companies : None Non Listed Companies : None Other organizations that may- : None cause any conflict of interest
The Attendance in year 2022	1. The Board of Director Meeting 11/12 times 2. The Annual General Meeting of Shareholders 1/1 time

Criminal offense record during the past 10 years: None

Conflict / No conflict of Interest in all agenda of the Shareholder's Meeting year 2023:

- Director who retires by expiration of service term and will be noted as conflict of interest on agenda of director election.



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(Attachment No.4)

Profile of the Independent Director for Proxy

Mr. Komkris Prachakris



Age	58 years
Position	Chairman of the Audit Committee , Risk Management Committee, The Nomination and Remuneration Committee and Independent Director
Appointment Date	11 November 2011
Tenure	11 Years
Shareholding Equity	None
Family Relation among Management:	None
Address	88/291 Moo.4 Kratumlom, Sampran, Nakornpatom
Education	Diploma in Auditing, Thammasat University Bachelor's Degree, Accounting, Ramkhamhaeng University
Director Training Program	Director Accreditation Program (DAP Class 96/2012), Institute of Directors Audit Committee Program (ACP Class 40/2012), Institute of Directors Ethical Leadership Program (ELP Class 26/2022), Institute of Directors Risk Management Program for Corporate Leaders (RCL Class 29/2022), Institute of Directors
Work Experience	1997 – Present Director, Anakekij Phongtorn Komkris Co., Ltd. 1991 – Present Managing Director, Thammanat Co., Ltd. 2011 - Present Chairman of the Audit Committee, Sahaviriya Plate Mill Plc. 2011 – 2020 Director, B.S. Metal Co., Ltd. 2011 – 2020 Director, Sahaviriya Corporation Co., Ltd. 1993 – 1997 Director, Phongtorn Komkris Co., Ltd.
Other position	Listed Companies : None Non Listed Companies : Sahaviriya Plate Mill Plc. : Anakekij Phongtorn Komkris Co., Ltd. : Thammanat Co., Ltd. Other organizations that may- : None cause any conflict of interest
The Attendance in year 2022	1. The Board of Director Meeting 12/12 times 2. The Board of Audit Committee 5/5 times



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- | | | |
|---|-----|------|
| 3. The Board of Risk Management Committee | 1/1 | time |
| 4. The Annual General Meeting of Shareholders | 1/1 | time |

Criminal offense record during the past 10 years: None

Conflict / No conflict of Interest in all agenda of the Shareholder's Meeting year 2023: None



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Qualifications of Independent Director

Independent Director of the Company has the same qualifications as the minimum requirement of SEC Independent Director as follows:

1. Independent Director shall not hold shares in the amount exceeding 1 percent of total shares with full voting rights of the Company, subsidiaries, associated companies or legal entity that might have conflict of interest including shares held by the related persons according to Clause 258 of the SEC Act.
2. Independent Director shall not be Managing Director, staff, employee, permanent advisor and person who has power to control the Company, parent company, subsidiaries, associated companies, subsidiary or legal entity that has potential conflict of interest.
3. Independent Director shall not has blood relation or legal relation as parent, spouse, sibling and offspring including spouse of offspring with the Executives, major shareholder, person who has power to control or person who is nominated as the Executives or person who has power to control the Company or subsidiaries.
4. Independent Director may have Business relations with the Company
 - (a) Type of relation
 - Relation in form of professional services
 - Types of relation: Auditor, other professional services such as legal advisor, financial advisor, property appraiser and etc.
 - Significant level that is considered not independence
 - Auditor: Not allowed in all cases
 - Other professional services: exceeding Baht 2 million p.a. per contract
 - Trade relation/Business relation (use guidelines similar to regulations on related party transaction of SET).
 - Type of relation: covering all types of business transactions such as normal trading transactions, rental contracts, property leases, asset/service related transactions and transaction of granting or receiving financial assistance.
 - Significant level that is considered not independence: Transaction amount is equal to Baht 20 million or more or at least 3% of net tangible assets (NTA) of the Company or more whichever is lower. Total transactions include transactions took place during the period of 6 months prior to this transaction date.
 - (b) In case of relation according to (a) with legal entity or person that is considered not independence such as major shareholder and MD.
 - (c) Prohibited period of relations according to (a) and (b): 2 years prior to the appointment and at present.
 - (d) Exception: In case it is necessary and appropriate but not regular and continuous. Independent Director/Director of Audit Committee may have relation exceeding the significant level while he/she is still in the office but it requires prior approval from the Board of Directors by unanimous votes.
5. Independent Director shall not be appointed as the representative of the Board of Directors, major shareholder or shareholder relating to the major shareholder.
6. Independent Director shall have no characteristic, which does not enable it to express the opinion independently.
7. Independent Director having qualifications according to No.1 – 6 mentioned above may be assigned by the Board of Directors to make joint decision in the operations of the Company, parent company, subsidiaries, associated companies, subsidiary in the same level or legal entity that may have conflict of interest through the collective decision.



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(Attachment No.5)

Registration form for attending the E-AGM through Electronics Meeting Platform(E-AGM)

Written at.....

Date Month.....Year 2023

I/We,..... Identification Card/Passport number.....

Nationality..... Residing at No..... Road.....Subdistrict.....

District..... Province..... Postal Code.....

E-mail..... Mobile Phone.....

As a shareholder of Bangsaphan Barmill Public Company Limited, holding a total number of.....shares.

I hereby confirm my attendance and vote at the 2023 Annual General Meeting of Shareholders On Monday April 24, 2023 at 2:00 p.m. via Electronic Media (E-AGM) by

Attend the E-AGM by myself and request the Company to send the link to E-mail as specified above.

Appoint the proxy, Mr./ Mrs./ MissMobile Phone.....

to attend the E- AGM and request the Company to send the link to E-mail.....

Signed..... Shareholder

(.....)

Signed..... Proxy

(.....)

Remark:

Register via sending this form to the Company or scanning or taking photos and send them to Email: surakit@bsbm.co.th within 19 April 2023



(Attachment No.6)

Guidelines for attending the 2023 Annual General Meeting of shareholder of the Company via electronic media

Bangsaphan Barmill Public Company Limited "the Company" would like to inform you of the following guideline for attending the Annual General Meeting of shareholders for the year 2023 in via Electronic Media (E-AGM) as follows:

Requesting to attend the meeting via electronic media(E-AGM) by Email or postal

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 5) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the meeting via electronic media (E-AGM).
 - 2.1 Individual
 - 2.1.1 In case of a shareholder presents itself, identification card of the shareholder or other identification document issued by government with the shareholder's photo; driving license for example
 - 2.1.2. In case of proxy
 - a) A completed proxy document (herewith enclosed form only) with signature of shareholder's and proxy holder's
 - b) Identification document of shareholder's as described in 2.1.1 with verifying true copy
 - c) Identification document of proxy holder's, in comply with document in 2.1.1
 - 2.2 Juristic Person
 - 2.2.1 In case of a shareholder's authorized directors present themselves
 - a. Identification document of the authorized directors in comply with document in 2.1.1
 - b. Copy of corporate affidavit with authorization clause to verify those authorized directors, with verified true copy
 - 2.2.2 In case of proxy
 - a) A completed proxy document (herewith enclosed form only) with signature of shareholder's and proxy holder's
 - b) Copy (with verifying true) of corporate affidavit with authorization clause to verify those authorized directors who sign on proxy document
 - c) Identification document of proxy holder's in comply with document in 2.1.1
 - 2.3 Foreigner or Juristic Person registered outside Thailand can apply the same instructions as in 2.1 or 2.2, but it shall also include the additional instructions below:
 - a) All document as described in 2.1 or 2.2 shall be issued by Government of the shareholder's or proxy holder's country, otherwise it shall be issued by the juristic person's authorized person(s) with its name, condition and limitation of its authorization clause, and its head quarter address.



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b) All documents in any other language than English or Thai shall be enclosed English or Thai translation copy with verified true copy.

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within 19 April 2023.

- Email : surakit@bsbm.co.th
- Postal : Company Secretary

Bangsaphan Barmill Public Company Limited

28/1 Fl. 8 Prapawit Bldg. , Surasak Rd. , Silom , Bangrak , Bangkok 10500

Tel: 02-6300590-5

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the meeting via electronic media (E-AGM) system in detail. If you haven't received the Email within 22 April 2023, please get in touch with the Company immediately.

2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.

4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.



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5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).

6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

Submitting questions in advance

If shareholders wish to questions, they can be done in two ways as follows:

1. Send questions in advance to the Company before the meeting date through the following channels:

- Email : surakit@bsbm.co.th
- Postal : Company Secretary

Bangsaphan Barmill Public Company Limited

28/1 Fl. 8 Prapawit Bldg. , Surasak Rd. , Silom , Bangrak , Bangkok 10500

Tel: 02-6300590-5

2. Submit questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.

2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.



BANG SAPHAN BARMILL PUBLIC COMPANY LIMITED

28/1 Prapawit Building, 8th Floor, Surasak Road, Silom, Bangrak, Bangkok 10500

(Attachment No. 7)

Proxy Form A (General and simple form)

As the Guideline of the Department of Business Development, for Standard Form of Proxy (Edition No.5) B.E. 2550

Written at.....

Date.....Month.....Year 2023

(1) I/We.....Nationality.....
Residing at No., Road....., Tambol/Kwaeng(Subdistrict).....
Amphur/Khet(District)....., Province....., Postcode.....

(2) Being a shareholder of **Bangsaphan Barmill Public Company Limited**
Holding the total amount of.....shares and have the voting right equal to.....votes as follows;
Ordinary share:shares with the voting right equal to.....votes
Preferred share:shares with the voting right equal to.....votes

(3) Hereby appoint
 1.Age.....years
Residing at No., Road....., Tambol/Kwaeng(Subdistrict).....
Amphur/Khet(District)....., Province....., Postcode.....
 2.Age.....years
Residing at No., Road....., Tambol/Kwaeng(Subdistrict).....
Amphur/Khet(District)....., Province....., Postcode.....
 3.Age.....years
Residing at No., Road....., Tambol/Kwaeng(Subdistrict).....
Amphur/Khet(District)....., Province....., Postcode.....

As only one person to be my /our proxy to attend and vote on my/our behalf at the 2023 Annual General Shareholders' Meeting on 24 April 2023, at 2:00 pm., at the main meeting room of 28/1 Prapawit Building, 7th Floor, Surasak Road, Silom, Bangrak, Bangkok by conducting the Meeting via electronic media (E-AGM) or the date, time, and place as may be adjourned.

Any act executed by the proxy holder in the meeting shall be deemed as being done by myself/ourselves in all respects.

Signed _____ Proxy Grantor
(_____)

Signed _____ Proxy Holder
(_____)

Signed _____ Proxy Holder
(_____)

Signed _____ Proxy Holder
(_____)

Remark: The shareholder appointing proxy must authorize only one proxy holder to attend and vote in the meeting and may not split the shares to many proxies in splitting votes.



BANG SAPHAN BARMILL PUBLIC COMPANY LIMITED

28/1 Prapawit Building, 8th Floor, Surasak Road, Silom, Bangrak, Bangkok 10500

Proxy Form B (Specific Requirement Applicable to Items in Proxy)

As the Guideline of the Department of Business Development, for Standard Form of Proxy (Edition No.5) B.E. 2550

Written at.....

Date.....Month.....Year 2023

(1) I/We.....Nationality.....
Residing at No., Road....., Tambol/Kwaeng(Subdistrict).....
Amphur/Khet(District)....., Province....., Postcode.....

(2) Being a shareholder of **Bangsaphan Barmill Public Company Limited**

Holding the total amount of.....shares and have the voting right equal to.....votes as follows;

Ordinary share:shares with the voting right equal to.....votes

Preferred share:shares with the voting right equal to.....votes

(3) Hereby appoint

- 1.Age.....years
Residing at No., Road....., Tambol/Kwaeng(Subdistrict).....
Amphur/Khet(District)....., Province....., Postcode.....
- 2.Age.....years
Residing at No., Road....., Tambol/Kwaeng(Subdistrict).....
Amphur/Khet(District)....., Province....., Postcode.....
- 3.Age.....years
Residing at No., Road....., Tambol/Kwaeng(Subdistrict).....
Amphur/Khet(District)....., Province....., Postcode.....
- 4. Mr. Komkris Prachakris - Chairman of the Audit committee and Independent Director Age 58 Years
Residing at No. 88/291 Moo.4 Kratumlom, Sampran, Nakornpatom

(4) As only one person to be my /our proxy to attend and vote on my/our behalf at the 2023 Annual General Shareholders' Meeting on 24 April 2023, at 2:00 pm., at the main meeting room of 28/1 Prapawit Building, 7th Floor, Surasak Road, Silom, Bangrak, Bangkok by conducting the Meeting via electronic media (E-AGM) or the date, time, and place as may be adjourned.

(5) I/We hereby authorize the proxy holder to vote on my/our behalf in the meeting as follows;

- 1. Agenda 1: To Acknowledge the Minutes of the Annual General Shareholders' Meeting 2022 held on 25 April 2022
 - (a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.
 - (b) The proxy holder is entitled to vote at my/our own desire as follows;
 - Agree Disagree Abstain
- 2. Agenda 2: To Acknowledge the Company's Performance and the Board of Directors' Report for the year 2022
- 3. Agenda 3: To Approve the Financial Statements for the Year Ended 31 December 2022
 - (a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.
 - (b) The proxy holder is entitled to vote at my/our own desire as follows;
 - Agree Disagree Abstain
- 4. Agenda 4: To Approve the Company's Profit Appropriation for the Year 2022 and Non-dividend Payment
 - (a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.
 - (b) The proxy holder is entitled to vote at my/our own desire as follows;
 - Agree Disagree Abstain
- 5. Agenda 5: To Consider the Election of the Company's Directors Replacing Those Whose Term Expired.
 - (a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.
 - (b) The proxy holder is entitled to vote at my/our own desire as follows;
 - To elect all nominated persons as directors
 - Agree Disagree Abstain



BANG SAPHAN BARMILL PUBLIC COMPANY LIMITED

28/1 Prapawit Building, 8th Floor, Surasak Road, Silom, Bangrak, Bangkok 10500

To elect an individual nominated person as a director

1. Director's Name: Mr. Fang, Jin-Long

Agree Disagree Abstain

2. Director's Name: Mr. Lee, Yeh-Wen

Agree Disagree Abstain

3. Director's Name: Mr. Anuwat Chaikittivanich

Agree Disagree Abstain

6. Agenda 6: To Appoint the Auditor and Fix Its Remuneration for the Year 2023

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

7. Agenda 7: To Set Remuneration for the Company's Director

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

(6) Any vote casting of the proxy holder in any agenda which is not in accordance with those specified in the proxy shall be deemed invalid and not counting as my/our vote casting as a shareholder.

(7) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or in the event of the meeting shall consider or pass resolutions in any matter other than those specified above including any amendment or modification of any fact, the proxy holder shall be authorized to consider and vote on my/our behalf as he/she deems appropriate.

Any act executed by the proxy holder in the meeting shall, unless the proxy holder did not cast the votes as specified herein, be deemed as being done by myself/ourselves in all respects.

Signed _____ Proxy Grantor

(_____)

Signed _____ Proxy Holder

(_____)

Signed _____ Proxy Holder

(_____)

Signed _____ Proxy Holder

(_____)

Remarks

1. The shareholder appointing proxy must authorize only one proxy holder to attend and vote in the meeting and may not split the shares to many proxies in splitting votes.
2. The shareholder shall grant proxy only equal to the amount of shares stated in (2) and cannot partially grant proxy for less than the amount stated in (2).
3. In case there is any other agenda to be considered in addition to those specified in the above mentioned, the proxy grantor may additionally specify such agenda in the Supplement Proxy Form as attached hereto.



BANG SAPHAN BARMILL PUBLIC COMPANY LIMITED

28/1 Prapawit Building, 8th Floor, Surasak Road, Silom, Bangrak, Bangkok 10500

The Supplement Proxy Form B

The proxy is granted by a shareholder of **Bangsaphan Barmill Public Company Limited**.

For the 2023 Annual General Shareholders' Meeting on 24 April 2023 at 2:00 pm., at the main meeting room of 28/1 Prapawit Building, 7th Floor, Surasak Road, Silom, Bangrak, Bangkok, or the date, time, and place as may be adjourned.

Agenda___: Subject:_____

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

Agenda___: Subject:_____

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

Agenda___: Subject:_____

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

Agenda___: Subject:_____

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

Agenda___: Subject: Appointment of Directors (Continued)

Director's Name:_____

Agree Disagree Abstain

Director's Name:_____

Agree Disagree Abstain

Director's Name:_____

Agree Disagree Abstain

Director's Name:_____

Agree Disagree Abstain

Director's Name:_____

Agree Disagree Abstain

Director's Name:_____

Agree Disagree Abstain



BANG SAPHAN BARMILL PUBLIC COMPANY LIMITED

28/1 Prapawit Building, 8th Floor, Surasak Road, Silom, Bangrak, Bangkok 10500

Proxy Form C

(Only used for foreign shareholder who has appointed Thai Custodian to be his/her/its trustee.)

As the Guideline of the Department of Business Development, for Standard Form of Proxy B.E. 2550

Written at.....

Date.....Month.....Year 2023

(1) I/We.....Nationality.....

Residing at No., Road....., Tambol/Kwaeng(Subdistrict).....

Amphur/Khet(District)....., Province....., Postcode.....

Being a Custodian for.....

Who is a shareholder of **Bangsaphan Barmill Public Company Limited**

Holding the total amount of.....shares and have the voting right equal to.....votes as follows;

Ordinary share:shares with the voting right equal to.....votes

Preferred share:shares with the voting right equal to.....votes

(2) Hereby appoint

1.Age.....years

Residing at No., Road....., Tambol/Kwaeng(Subdistrict).....

Amphur/Khet(District)....., Province....., Postcode.....

2.Age.....years

Residing at No., Road....., Tambol/Kwaeng(Subdistrict).....

Amphur/Khet(District)....., Province....., Postcode.....

3.Age.....years

Residing at No., Road....., Tambol/Kwaeng(Subdistrict).....

Amphur/Khet(District)....., Province....., Postcode.....

4. Mr. Komkris Prachakris - Chairman of the Audit committee and Independent Director Age 58 Years

Residing at No. 88/291 Moo.4 Kratumlom, Sampran, Nakornpatom

(4) As only one person to be my /our proxy to attend and vote on my/our behalf at the 2023 Annual General Shareholders' Meeting on 24 April 2023, at 2:00 pm., at the main meeting room of 28/1 Prapawit Building, 7th Floor, Surasak Road, Silom, Bangrak, Bangkok by conducting the Meeting via electronic media (E-AGM) or the date, time, and place as may be adjourned.

(3) I/We hereby authorize the proxy holder to vote on my/our behalf in the meeting as follows:

To grant equally all of the number of shares held by me/our and have the right to vote.

To grant a part of

Ordinary share.....shares which the voting right equal tovotes

Preferred share.....shares which the voting right equal tovotes

(4) I/We hereby authorize the proxy holder to vote on my/our behalf in the meeting as follows:

1. Agenda 1: To Acknowledge the Minutes of the Annual General Shareholders' Meeting 2022 held on 25 April 2022

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

1. Agenda 2: To Acknowledge the Company's Performance and the Board of Directors' Report for the year 2022

2. Agenda 3: To Approve the Financial Statements for the Year Ended 31 December 2022

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

3. Agenda 4: To Approve the Company's Profit Appropriation for the Year 2022 and Non-dividend Payment.

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

4. Agenda 5: To Consider the Election of the Company's Directors Replacing Those Whose Term Expired.

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;



BANG SAPHAN BARMILL PUBLIC COMPANY LIMITED

28/1 Prapawit Building, 8th Floor, Surasak Road, Silom, Bangrak, Bangkok 10500

- To elect all nominated persons as directors
 - Agree Disagree Abstain

- To elect an individual nominated person as a director
 - 1. Director's Name: Mr. Fang, Jin-Long
 - Agree Disagree Abstain
 - 2. Director's Name: Mr. Lee, Yeh-Wen
 - Agree Disagree Abstain
 - 3. Director's Name: Mr. Anuwat Chaikittivanich
 - Agree Disagree Abstain

- 5. Agenda 6: To Appoint the Auditor and Fix Its Remuneration for the Year 2023
 - (a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.
 - (b) The proxy holder is entitled to vote at my/our own desire as follows;
 - Agree Disagree Abstain
- 6. Agenda 7: To Set Remuneration for the Company's Director
 - (a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.
 - (b) The proxy holder is entitled to vote at my/our own desire as follows;
 - Agree Disagree Abstain

(5) Any vote casting of the proxy holder in any agenda which is not in accordance with those specified in the proxy shall be deemed invalid and not counting as my/our vote casting as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or in the event of the meeting shall consider or pass resolutions in any matter other than those specified above including any amendment or modification of any fact, the proxy holder shall be authorized to consider and vote on my/our behalf as he/she deems appropriate.

Any act executed by the proxy holder in the meeting shall, unless the proxy holder did not cast the votes as specified herein, be deemed as being done by myself/ourselves in all respects.

Signed _____ Proxy Grantor

(_____)

Signed _____ Proxy Holder

(_____)

Signed _____ Proxy Holder

(_____)

Signed _____ Proxy Holder

(_____)

Remarks

1. The shareholder appointing proxy must authorize only one proxy holder to attend and vote in the meeting and may not split the shares to many proxies in splitting votes.

2. The shareholder shall grant proxy only equal to the amount of shares stated in (2) and cannot partially grant proxy for less than the amount stated in (2).

In case there is any other agenda to be considered in addition to those specified in the above mentioned, the proxy grantor may additionally specify such agenda in the



BANG SAPHAN BARMILL PUBLIC COMPANY LIMITED

28/1 Prapawit Building, 8th Floor, Surasak Road, Silom, Bangrak, Bangkok 10500

The Supplement Proxy Form C

The proxy is granted by a shareholder of **Bangsaphan Barmill Public Company Limited**.

For the 2023 Annual General Shareholders' Meeting on 24 April 2023 at 2:00 pm., at the main meeting room of 28/1 Prapawit Building, 7th Floor, Surasak Road, Silom, Bangrak, Bangkok, or the date, time, and place as may be adjourned.

Agenda___: Subject:_____

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

Agenda___: Subject:_____

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

Agenda___: Subject:_____

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

Agenda___: Subject:_____

(a) The proxy holder is entitled to consider and vote on my behalf as deem appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our own desire as follows;

Agree Disagree Abstain

Agenda___: Subject: Appointment of Directors (Continued)

Director's Name:_____

Agree Disagree Abstain

Director's Name:_____

Agree Disagree Abstain

Director's Name:_____

Agree Disagree Abstain

Director's Name:_____

Agree Disagree Abstain

Director's Name:_____

Agree Disagree Abstain

Director's Name:_____

Agree Disagree Abstain



Articles of Association of the Company – Relating to Shareholders’ Meeting

Clause 37. The Board of Directors shall hold an Annual General Shareholders’ Meeting within 4 months after fiscal year end.

All other Shareholders’ Meetings apart from above are called extraordinary meeting.

The Board of Directors may summon an extraordinary meeting at any time it deems appropriate, or the shareholders holding not less than one-fifth of the share sold, or not less than 25 shareholders holding not less than one-tenth of the share sold, may at any time put their names requesting the Board for an extraordinary meeting, with clearly stating reason in that request. In such event, the Board shall arrange a Shareholders’ Meeting within 1 month from the date of such request receipt.

Clause 38. To summon a Shareholders’ Meeting, the Board shall prepare a notice thereof specific place, date and time, agenda and appropriate matters for the meeting by clearly stating those matters proposed for acknowledgement, approval or consideration, including the Board’s comments or opinions. Such notice shall be sent to the shareholders no later than 7 days prior to the meeting date, and published in the newspaper for 3 consecutive days and not later than three 3 days prior to the meeting date.

Clause 39. Proxy of the shareholders is accepted for the meeting. One of the proxy forms in comply with regulations is needed and shall be delivered to the Chairman or an authorized person at the place of meeting, and before the proxy attends the meeting.

Clause 40. Not less than 25 shareholders including proxies (if any) or not less than one-half of the total shareholders and with total holdings not less than one-third of the aggregate of the share sold must present at the Shareholders’ Meeting to form a quorum. If any of the Shareholders’ Meeting is delayed by one hour and the quorum does not present as described, the meeting, if summon upon the request of shareholders, shall be dissolved. If such meeting had not been summoned upon request of the shareholders, another meeting shall be summoned and a notice of such meeting shall be sent to the shareholders not less than 7 days prior to the meeting date. No quorum shall be deemed necessary for the latter meeting.

Clause 41. The Chairman shall preside as Chairman of the meeting. If the Chairman is not in the meeting half an hour after the meeting time, the Vice-Chairman shall preside as Chairman of the meeting. If there is no Vice-Chairman or the Vice-Chairman is unable to perform his duties, the shareholders in the meeting shall elect one person to act as a Chairman.

Clause 42. In voting of the shareholders, one share shall count as one vote. A resolution of the Shareholders’ Meeting consists of the following votes;

- (1) An ordinary resolution is passed by a majority votes from shareholders present in the meeting and entitled to vote. In case of an equality of votes, the Chairman of the meeting shall entitle to a casting vote.
- (2) The following transactions will require a resolution passed by not less than a three-quarter vote of the shareholders present in the meeting and are entitled to vote;
 - a. Sales or transfer of the whole or integral parts of the Company’s business to other parties.
 - b. Purchase or acceptance of transfer by the Company of the business of another limited company or a private company.
 - c. Execution, amendment or termination of a contract related to the lease of the whole or a substantial part of the Company’s business or the appointment of a third party to manage the business of the Company, or merge the business of the Company with that of another, for the purpose of profit or loss sharing.
 - d. Increase or reduction of the Company’s share capital or issuance of debentures.
 - e. Amalgamation or liquidation of the Company.

Clause 43. The activities that should be transacted at an Annual General Meeting include;

- (1) Acknowledgement of the Annual Report of the Board of Directors showing the Company’s performance in the preceding year.
- (2) Consideration and approval of the balance sheets and profit and loss statements
- (3) Consideration of appropriation of profits.
- (4) Election of directors to replace those retiring by rotation.
- (5) Appointment of auditors and fixing of their remunerations.
- (6) Any other business.