



ทะเบียนเลขที่ 0107537002621

บริษัท วนชัย กรุ๊ป จำกัด (มหาชน)  
VANACHAI GROUP PUBLIC COMPANY LIMITED

สำนักงาน : 2/1 ถนนวงศ์สว่าง แขวงวงศ์สว่าง เขตบางซื่อ กรุงเทพมหานคร 10800 โทร. 0 2913 2180-9, 0 2585 4900-3 แฟกซ์ : 0 2587 0516, 0 2587 4732  
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Minutes of Annual General Meeting of Shareholders 2022

of

Vanachai Group Public Company Limited

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Meeting held on Wednesday, 27 April 2022 at 10.00 hrs. through Electronic Media (E-AGM) is on live broadcast from the meeting room of company head office No. 2/1 Wongsawang Road, Kwaeng Wongsawang, Khet Bangsue, Bangkok 10800.

Before the meeting starts, Mr. Aruck Tungtrakool; Company Secretary, asks for permission to inform that this Annual General Meeting of Shareholders 2022 is an electronic conference via e-Shareholder Meeting by Digital Access Platform Co., Ltd. (DAP) - a subsidiary of SET Group. This meeting via an electronic media conforms to the Emergency Decree on Conferencing via Electronic Media year 2020.

The company would like to inform shareholders on several issues which include the procedures on question submission at the meeting, voting on meeting agenda, and vote counting. Details are as follows;

Procedures on question submission at the meeting:

Before voting on each agenda, the meeting chairman gives attendees an opportunity, when appropriates, to ask questions concerning each agenda. And in case, during meeting, any shareholders would like to raise any agenda to be reviewed, shareholders would need to press "Send Question" button in order to firstly type a preliminary question, and then press "Send Question" button. All those questions will then be in query system. Nonetheless, questions which can be raised must relate to the agenda which are proposed to be reviewed only; this is to utilize meeting time for the most benefits to all shareholders.

Afterward, the chairman or the assigned person will then read your questions in order. However, the company would reserve rights to answer only questions which correspond to the agenda at that time. If any questions do not relate to the agenda, those will be questioned after closing the meeting in accordance with the practice which explained above. If there is a large number of questions sent to system, the company would need to reserve rights to review and select questions which are proper. And if there are any questions which cannot be answered at the meeting due to time limitation, the company will then gather and review those questions to be answered and disclosed in the meeting report or in company website later.

In case shareholders find any constraints in order to attend the meeting and/or to give votes, please kindly follow the manual concerning the shareholders meeting via the electronic media which the company have it dispatched along with the meeting invitation letter or kindly dial DAP Operation Tel No. 02 009-9888 press 1.

E-Voting practice:

1. To give vote at the meeting, every shareholder has his/her own vote in equivalent to total shares that each person has been holding by subjecting to count one share for one vote.
2. Voting on each agenda will be explicitly managed. Every shareholder or proxy must have only one vote from selections; approve, disapprove, or abstain. Nonetheless, any partial votes are not permitted - but there is an exception only when any foreign shareholders appoint a custodian in Thailand to be depository and custodian. In this case, partial voting to approve, disapprove, or abstain can be done at the same time on each agenda by dividing votes to be in equivalent to number of shares which each foreign shareholder has been holding.
3. When chairman of the meeting asks shareholders to give votes on each agenda, shareholders would need to select "Submit Vote" button by choosing from 3 selections which are "Agree", "Disagree" and "Abstain". Shareholders must also select voting button on each agenda among "Agree", "Disagree" or "Abstain" buttons within the given time in 1 minute - this is subject to the part of own vote and delegation vote (if any), and once pressing "Submit Vote" button, voting process on each specific agenda is considered as complete. If shareholders do not vote within the given time, we would consider that vote of shareholder as "Agree" on each specific agenda. Nonetheless, voting, voting adjustment or voting modification can still be amended on each agenda until meeting is announced for closing vote on each specific agenda.

With safety security reason, each user can sign in only on one device. And if user also signs in on other device or other browser in the same computer, the previous login will be automatically terminated from the system. Also please kindly do not give your username and password to other people.

In the event that any shareholders appoint proxies to attend the meeting; the proxies have rights to give votes as in consideration on behalf of shareholders on all matters. Nevertheless, if shareholders already gave votes on each specific agenda in proxy letter, the company would then consider those votes conforming to the proxy letter and the proxies will not have any rights to give any additional votes. Shareholders can also view broadcast meeting and raise any questions.

### Vote counting criteria

1. According to company regulations relating to shareholders meeting and votes subjected to Clause No. 27 on voting of one share per one vote, conclusion of shareholder meeting is then consisted of the following votes;

In term of regular agenda items 1, 3, 4, 5, 6, and 7 shall be approved by resolutions of the general meeting of shareholders by majority votes of shareholders who attend the meeting and cast their votes.

2. Vote counting on each agenda will be counted from shareholders who attend meeting with vote of disagree, and/or abstain only which will be deducted from total votes of shareholders in the meeting. The remaining votes, therefore, will be considered as votes with agreement. In this regard, votes from shareholders, which are already given in proxy forms, then have already been counted for record in advance. For no votes from shareholders, those will not be considered as part of vote counting base.

3. To inform on voting results; votes of agree, disagree and abstain, those will be specified on how many votes and in what percentage ratio. On each agenda, the number of shares of the recent attendees will be subjected, therefore, total attendees on each agenda could be changed and unequal. After closing votes on each agenda and the company has already made an announcement on voting result, shareholders can view vote results by own selves on each agenda by pressing icon  (bar graph).

To comply with good guidelines for shareholders meeting of listed company in vote counting of this meeting, the company therefore invites representatives from Dharmniti Law Office Company Limited, the legal advisor, to be responsible for vote counting and to supervise this shareholder meeting in accordance with laws and company regulations.

Company has set date to determine list of shareholders who can participate the Annual General Meeting 2022. On 17 March 2022 (Record Date), Mr. Aruck Tungrakool, Company Secretary announces at the early meeting that 16 shareholders attend the meeting by themselves and they have 327,473,198 shares. There are 24 proxies attend the meeting and they have 1,131,628,234 shares. Consequently, total shareholders and proxies who attend this meeting are 40 people have 1,459,101,432 shares in total, that is 84.0866% of total shares which have already been sold in total of 1,735,237,480 shares. These would therefore be considered as a full quorum in accordance with company regulation clause No. 26 - "requiring shareholders and proxies of shareholders who attend meeting (if any) not less than 25 persons or not less than half of total number of shareholders. And there must be cumulative shares not less than 1/3 of total number of shares which have already been sold. These would therefore be considered as a full quorum.

Company Secretary makes an announcement introducing board of directors, management executives, auditor and legal consultant who are listed as follows;

Board of Directors consists of 15 members and 15 members (in 100.00%) participated the meeting:

1. Mr. Sompop	Sahawat	Chairman
2. Mr. Nipon	Wisityuthasart	Independent Director and Chairman of the Audit Committee
3. Police General Soontorn	Saikwan	Independent Director
4. Police General Wichean	Potephosree	Independent Director and Audit Committee
5. Mr. Suebrakul	Soonthornthum	Vice Chairman and Independent Director
6. Mr. Kraithip	Krairiksh	Independent Director and Audit Committee
7. Ms. Yupaporn	Boongate	Vice Chairman
8. Mr. Wanthana	Jaroennawarat	Managing Director
9. Mr. Suthep	Chaipattanavanich	Director
10. Mr. Patta	Sahawat	Director
11. Ms. Phattra	Sahawat	Director
12. Mr. Somprasong	Sahavat	Director
13. Mr. Sittiwat	Sahawat	Director
14. Mr. Surapong	Dumrisilp	Director
15. Mr. Vichai	Nivespathomwat	Director

The company has no other subcommittee.

Executives who attend the meeting:

1. Mr. Wanthana	Jaroennawarat	Managing Director
2. Mr. Somprasong	Sahavat	CFO
3. Mr. Aruck	Tungtrakool	Company Secretary
4. Mrs. Prapaporn	Sringam	Executive Manager

The auditor who attends the meeting:

Mr. Ampol Chamnongwat Certified Public Accountant No. 4663, the company's auditor in 2021, is from SAM NAK-NGAN A.M.C. Company Limited.

Legal Consultant

Mrs. Phatcharawadi Boonpaniad Dharmniti Law Office Company Limited.

The company informs shareholders for acknowledgement as follows:

Company Secretary informs the meeting that after the company has offered shareholders to propose agenda for the Annual General Meeting of Shareholders 2022 and to send candidates for board members election in advance between 1 October 2021 to 31 December 2021 - there are no shareholders proposing any agenda or any candidates.

After Company Secretary has already informed on voting method and other various matters at the meeting, Mr. Sompop Sahawat, Chairman of the meeting, is later invited to open the meeting.

Mr. Sompop Sahawat, Chairman of the meeting, welcomes and thanks all shareholders for their attendance, and opens the meeting. Chairman delegates Mr. Aruck Tungtrakool, Company Secretary, to conduct the meeting.

Company Secretary commences the meeting regarding the agenda as follows;

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders 2021 held on 17 May 2021

Company Secretary proposes the meeting on Minutes of the Annual General Meeting 2021 held on 17 May 2021 for verification - according to the report of the Annual General Meeting of Shareholders 2021 which has been distributed to shareholders along with meeting invitation letter (see Enclosure 2).

The meeting has no further questions.

The meeting has consideration, and the voting is as follows;

Approved	1,423,965,132	Votes	equivalent to	100.0000%
Disapproved	0	Votes	equivalent to	0.0000%
Abstained	0	Votes		
Void Ballots	0	Votes		

The meeting has unanimous solution and approves the minute of the Annual General Meeting 2021 held on 17 May 2021 in accordance with the chairman representative proposes.

Agenda 2 To acknowledge the Annual Report 2021 of the Board of Directors

Company Secretary requests Managing Director, Mr. Wanthana Jaroennawarat, to report to the meeting for acknowledgement on company performance for the year 2021. The report can be summarized as follows;

1. Financial status summary year 2021 compared to year 2020 - based on consolidated financial statements.

- The company and the subsidiaries have total assets 20,041 million Baht (1,181 million Baht increase), total liabilities 12,631 million Baht (47 million Baht increase), total shareholders' equity 7,410 million Baht (1,134 million Baht increase).

2. Information analysis on company performance year 2021 compared to year 2020 is as follows:

- The company and the subsidiaries have income from the total sales 12,988 million Baht (4,667 million Baht increase), cost of sales 9,747 million Baht (2,438 million Baht increase), gross profit 3,241 million Baht (2,229 million Baht increase), and year profit of company shareholders 1,294 million Baht (1,884 million Baht increase).
- The company and the subsidiaries have year profit 1,308 million Baht comparing to year 2020 when year loss was 595 million Baht (1,903 million Baht increase or in 320%). The major reasons of the decrease are as follows;
  1. Total sales revenue increases in 4,667 million Baht due to the MDF Board and Particle Board sales volume increases about 26% and 39% respectively (average selling price of MDf Board and Particle Board increases about 26% and 27% respectively).
  2. Cost of sales in 9,747 million Baht increases in 2,438 million Baht; this is from increased sales volume of MDF Board and Particle Board.
- Company has production capacity to produce MDF Board in equivalent to 1,380,000 cubic meters per year.

In 2021, company has actual production at 1,238,734 cubic meters compared to year 2020 on the actual production of 986,865 cubic meters. The increased production of 251,869 cubic meters is equivalent to 26%.
- Company has production capacity to produce Particle Board in equivalent to 840,000 cubic meters per year.

In 2021, company has actual production at 560,717 cubic meters compared to year 2020 on the actual production of 402,286 cubic meters. The increased production of 158,431 cubic meters is equivalent to 39%.

3. The expenses of project investment year 2021 are as follows:

3.1 Investment projects which had been completed in 2021

1. The project of OSB (Oriented Strand Board) with production capacity of 210,000 cubic meters per year, operated by Vanachai Panel Industries Company Limited (a subsidiary company) at Surat Thani plant on the investment of 2,000 million Baht, can start production and sales in the 4<sup>th</sup> quarter of year 2021.
2. The project of biomass plant with the capacity of 9.9 MWh, operate the business of generating electricity, operated by Vanachai Energy Industries Company Limited (a subsidiary company) at Surat Thani plant on the investment of 600 million Baht, can generate and sell the electricity in September 2021.

3. The project of Melamine - Faced Panels factory with the capacity of 85,000 cubic meters per year, operated by Vanachai Panel Industries Company Limited (a subsidiary company) at Surat Thani plant on 150 million Baht investment, starts production and sales in year 2021.

### 3.2 Investment Projects which will be completed in 2022

1. Plywood factory construction project with the capacity of 60,000 cubic meters per year, operated by Vanachai Panel Industries Company Limited (a subsidiary company) at Surat Thani plant on 200 million Baht investment, is expected for operation and sales in the 2<sup>nd</sup> quarter year 2022.
2. The project of generator system from solar rooftop, Phase 2, has production capacity of 3.328 MWp, operated by Vanachai Group Public Company Limited at Saraburi plant on 125 million Baht investment, is expected for starting generating electricity in the 3<sup>rd</sup> quarter of 2022.
3. To invest in Vanachai Logistics Company Limited (a subsidiary company) for operating business in transportation and warehouse management is to increase the efficiency and to reduce transportation costs, and to increase business channels for the group companies. This mission has been started since the 1<sup>st</sup> quarter of 2022.
4. For anti-corruption policy year 2021, the company insists the directors, managements and company employees on anti-policy practice that there will be no giving, offering or receiving any assets, gifts, hospitality or any expenses from customers/business alliances or any people who are involved with company business that could affect the decision making on the performances with bias/ hesitation/ conflict of interest. And informing letters have been given to stakeholders of all companies for cooperation in refraining from giving gifts on all occasions.

The meeting has questions and Mr. Wanthana Jaroennawarat, Managing Director, informs as follows;

- Khun Keeratika Phaenglart, proxy from Thai Investor Association, would like to protect rights of shareholders and asks question on the following;
- From the company operation report in 2021, company and subsidiaries have total sales revenue in 12,987.7 million Baht which has increased from the same period from year 2020 in 4,666.6 million Baht (or 56% increase). The main factors of this increase are from trade war problem between the United States and China has relieved, and economic situation gains more trust. All these create more product needs from our company and subsidiaries in the overseas market. In addition, the situation of COVID-19 pandemic is less severe since the beginning of 2021.

However, in early 2022, there is a hostility situation between Russia and Ukraine - would the situation of this war between Russia and Ukraine have any impacts on any perspectives in both direct and indirect to the company and to any of our main customer countries? If so, does company have any strategies and any management approaches to manage the impacts?

- Managing Director explains are as follows;

- War between Russia and Ukraine from first standpoint has impact toward the price of gasoline and other petrochemicals which creates more additional cost. This produces an effect upon all industries, and it could have impact at least one quarter. The company, therefore, has management to reduce production cost by aiming for the performance with margin to maintain at the normal level by minimizing the cost and reducing the usage while maintaining the product quality standard. In term of middle and long-term impacts, the company watches for this war situation whether how long it would continue and how much more cost of gasoline and petrochemicals will increase. At present, the company is still able to adjust and improve the production process in order to decrease the cost in the controllable level.

The meeting has acknowledged the company performances according to Annual Report year 2021 of Board of Directors.

Agenda 3 To consider and approve the company's balance sheet and income statements for the fiscal year ended 31 December 2021

Company Secretary informs details of company balance sheet and income statements for the year ended 31 December 2021 which has been audited and verified by Certified Public Accountant ("CPA"), and has been reviewed by the audit committee and approved by Board of Directors. Details can be summarized as follows;

1. For summary balance sheet of the company as of 31 December 2021 compared to year 2020; the company has total assets 11,650 million Baht (663 million Baht increase), total liabilities 4,553 million Baht (98 million Baht increase) and shareholders' equity 7,097 million Baht (565 million Baht increase).
2. The company income statements for the year 2021 compared to year 2020, the company has sales revenue 5,157 million Baht (1,433 million Baht increase), cost of sales 3,796 million Baht (707 million Baht increase), gross profit 1,361 million Baht (726 million Baht increase) and total comprehensive income for the year 739 million Baht (630 million Baht increase).

The meeting has no further questions.

Company Secretary proposes the meeting to approve the balance sheet and income statements year 2021 which is ended as of 31 December 2021.

The meeting has consideration, and the voting is as follows;

Approved	1,423,311,432	Votes	equivalent to	100.0000%
Disapproved	0	Votes	equivalent to	0.0000%
Abstained	0	Votes		
Void Ballots	0	Votes		

The meeting has unanimous solution and approves company balance sheet and income statements for the year ended 31 December 2021 as proposed by the representative of meeting chairman.

Agenda 4 To acknowledge the payment of interim dividend and to consider approve the allocation of profit for the 2021

Company Secretary informs the meeting in details for acknowledgement and for approval as follows;

1. The Company informs the meeting to be acknowledged on the interim dividend payment for the fiscal year from 1 January 2021 to 30 June 2021 that Board of Directors meeting approved on 11 August 2021 at 0.10 Baht per share in 1,735,237,480 shares (total of 173,523,748.00 Baht) - this amount was paid on 9 September 2021.
2. On the approval of the annual profit allocation year 2021, according to the company consolidated financial statements for accounting period year 2021 ends on 31 December 2021, the company and its subsidiaries have annual performance with profit for the year in relation to the proportion of the company shareholders in 1,293,776,725.15 Baht.

- Board of Directors has consideration and requests shareholders meeting for approval on dividend allocation in 0.40 Baht per share. This is subjected to shares entitled to receive dividends in 1,735,237,480 shares in total of 694,094,992.00 Baht which is 53.65% of year profit. This amount refers to the consolidated financial statements year 2021 of the company shareholders which corresponds to the company dividend policy to pay dividend no less than 40% of the net profit of the consolidated financial statements on each period - after deducting all reserves which law and the company have set. This also includes deficit (if any). Nonetheless, there are some factors - such as statutory requirements, financial condition, cash flow, liquidity, terms and conditions of the contract, the investment plan of the company and the subsidiaries, and all any future necessities - to be in consideration.

The company has paid interim dividend in 0.10 Baht per share, therefore, the dividend balance to be paid is 0.30 Baht per share. Total number of shares entitled to receive dividend is 1,735,237,480 shares which is in the amount of 520,571,244.00 Baht; dividend payment is scheduled on 17 May 2022.

The meeting has no further questions.

Company Secretary proposes the meeting to approve profit allocation of year 2021.

The meeting has consideration, and the voting is as follows;

Approved	1,459,965,032	Votes	equivalent to	100.0000%
Disapproved	0	Votes	equivalent to	0.0000%
Abstained	0	Votes		
Void Ballots	0	Votes		

The meeting has acknowledges the interim dividend and has unanimous solution and approves profit allocation of year 2021 as dividend and payment due on 17 May 2022 as proposed by the representative of meeting chairman.

Agenda 5 To consider and approve the election of directors replace those retiring by rotation

Company Secretary informs the meeting that, referring to Article No. 12 of the Company Regulations, at every Annual General Meeting of Shareholders, one-third of directors who retired by rotation could re-occupy the positions. Five directors who must retire by rotation in this time are listed as follows;

<u>List of names</u>		<u>Position</u>
1. Mr. Sompop	Sahawat	Chairman
2. Pol. Gen. Soontorn	Saikwan	Independent Director
3. Mr. Kraithip	Krairiksh	Independent Director / Audit committee
4. Ms. Yupaporn	Boongate	Vice Chairman
5. Ms. Phattra	Sahawat	Director

The persons who have been nominated for this time have passed assessment process of the Board of Directors. Those nominated persons are in qualification and appropriate for the company business.

Company Secretary informs the meeting that the company gives shareholders an offer to propose list of shareholders to be considered for Board of Director election in the Annual General Meeting of Shareholders year 2022 from 1 October 2021 to 31 December 2021. However, there are no listed names being proposed by the shareholders to be considered for Board of Directors election.

To select directors, apparently the process is not through nomination committee since the company has not yet appointed any nomination committee. Nonetheless, Board of Directors has considered criteria in various aspects including qualifications, business experiences related to the company operation, expertise from a variety of professions, and also their previous performances as directors.

Board of Directors considers Police General Soontorn Saikwan and Mr. Kraithip Krairiksh, who are qualified as Independent Directors with more than nine years of directorship, are capable for giving self-sufficient advices and their qualifications are in accordance with relevant rule and regulations. They, as the directors, have brought their knowledge and expertise for valuable guidance to the company business.

Board of Directors has considerations and has approval to elect directors who retired by rotation to return to be directors in another term. In terms of information of their history, information of holding ordinary shares in the company, information of Board of Directors or executive positions in any listed companies/ companies/ other enterprises - all these details are defined in the meeting invitation letter page 22 - 29 for participants of shareholder meeting to consider for election.

<u>List of names</u>		<u>Position</u>
1. Mr. Sompop	Sahawat	Chairman
2. Pol. Gen. Soontorn	Saikwan	Independent Director
3. Mr. Kraithip	Krairiksh	Independent Director / Audit committee
4. Ms. Yupaporn	Boongate	Vice Chairman
5. Ms. Phattra	Sahawat	Director

Directors who retired by rotation return for another term

The meeting has no further questions.

Company Secretary proposes the meeting to approve the election of directors who retired by rotation to return as directors for another term.

The meeting has consideration, and the voting is as follows;

<u>Name of Director</u>		<u>Type of Director</u>	<u>Approved equivalent to</u>	<u>Disapproved equivalent to</u>	<u>Abstained</u>	<u>Void Ballots</u>
1. Mr. Sompop	Sahawat	Chairman	1,415,379,433 99.3971%	8,585,599 0.6029%	0	0
2. Pol. Gen. Soontorn	Saikwan	Independent Director	1,378,362,613 99.3604%	8,872,419 0.6396%	730,000	0
3. Mr. Kraithip	Krairiksh	Independent Director Audit committee	1,379,092,613 99.3608%	8,872,419 0.6392%	0	0

<u>Name of Director</u>		<u>Type of Director</u>	<u>Approved equivalent to</u>	<u>Disapproved equivalent to</u>	<u>Abstained</u>	<u>Void Ballots</u>
4. Ms. Yupaporn	Boongate	Vice Chairman	1,414,649,433 99.3458%	9,315,599 0.6542%	0	0
5. Ms. Phattra	Sahawat	Director	1,451,379,433 99.4119%	8,585,599 0.5881%	0	0

The meeting solution, by the majority votes of shareholders who attend the meeting and cast their votes, approves all 5 directors to return their positions for another term as proposed by the representative of meeting chairman.

Agenda 6 To consider and approve the remuneration of directors

The company secretary informs at the meeting concerning the company clause no.13 and Public Company Limited Act year 1992 on section 90 that directors have rights to receive remuneration from company in money rewards, meeting allowance, gratuity, bonus or other benefits which have been approved by the meeting of shareholders.

The company secretary informs at the meeting concerning director's remuneration in 2021, and the company already paid 5,600,000 Baht which includes monthly compensation and annual rewards - details are as specified in the annual report on page no. 85 under clause monetary remuneration (1) director's remuneration. And referring to the Annual General Meeting of Shareholders year 2021 held on 17 May 2021, the payment of director's remuneration was approved not more than 6,000,000 Baht.

In year 2022, Board of Directors reviews the compensations for independent directors and also audit committee of not more than 6,000,000 Baht. This is in equivalent to year 2021. The details are as follows;

Monthly compensation per year not more than 3,000,000 Baht

Yearly gratuity not more than 3,000,000 Baht

The Chairman shall consider the allocation of the amount.

There are no any additional privileges for the directors - except for the monthly compensation and annual bonus.

The meeting has no further questions.

Company Secretary proposes the meeting to approve the directors remuneration for year 2022.

The meeting has consideration, and the voting is as follows;

Approved	1,459,935,032	Votes	equivalent to	99.9979%
Disapproved	30,000	Votes	equivalent to	0.0021%
Abstained	0	Votes		
Void Ballots	0	Votes		

The meeting solution, by the majority votes of shareholders who attend the meeting and cast their votes, approves the payment of directors' remuneration for year 2022 of no more than 6,000,000 Baht that includes monthly remuneration and annual bonus for Independent Directors and Audit Committees as proposed by the representative of the meeting chairman. The Chairman will subsequently consider the allocation.

Agenda 7 To consider and approve the appointment of the company's auditors and determine the audit fee for year 2022

Company Secretary informs the meeting that to comply with the company regulations in clause no. 29 to no.33 and Public Company Act, B.E. 2535 section 120, the Annual General Meeting of Shareholders, would need to appoint company auditor and to determine the audit fees amount every year. And to reappoint the same auditor, this is also acceptable.

Audit committees have reviewed to select company auditor from SAM NAK-NGAN A.M.C. Company Limited to be the company auditor of year 2022. This is due to the fact that SAM NAK-NGAN A.M.C. Company Limited has audited the financial statements for the company and the subsidiaries in consecutive years, and SAM NAK-NGAN A.M.C. is able to give feasible advices to the company throughout the years. The remuneration has been subsequently reviewed for the auditor year 2022 in 885,000 Baht.

Board of Directors meeting agrees on the suggestions of the Audit Committees and approves on appointing the company auditor with audit expense of year 2022. The details which are proposed to the shareholders are clarified as follows;

1. Board of Directors, with suggestions from the Audit Committee, proposes to appoint the following auditors from SAM NAK-NGAN A.M.C. Company Limited as the company auditor for the fiscal year 2022. List of names is as follows;

1. Mr. Ampol Chamnongwat CPA No. 4663 or

(He signed to certify the Company's financial statements for the years 2018-2021, totaling 4 years).

2. Mr. Naris Saowalagsakul CPA No. 5369 oOr

(He has never signed to certify the Company's financial statements).

3. Ms. Gunyanun Punyaviwat CPA No. 12733

(She has never signed to certify the Company's financial statements).

The above proposed auditors are autonomous and do not have any interest that could result in the conflict of interest with the company/ subsidiary companies/ executives/ major shareholders or related persons.

2. The approval on auditing fees for company financial statements year 2022 is 885,000 Baht (equal to year 2021).

Company Secretary informs the meeting on audit fee and review fee of company consolidated financial statements for the year 2022 in 308,000 Baht. Audit fee and company financial statements review fee of 9 subsidiaries are in total of 2,740,000 Baht. Therefore, the total audit fees for the company and the subsidiaries are 3,933,000 Baht. These audit fees include audit service and other services such as audit as per requirement from Board of Investment (BOI) for the company and 3 subsidiaries which costs 245,000 Baht. The total amount is 4,178,000 Baht.

The meeting has no further questions.

Company Secretary proposes the meeting to approve the company auditor selection and identify audit fee for year 2022.

The meeting has consideration, and the voting is as follows;

Approved	1,459,965,032	Votes	equivalent to	100.0000%
Disapproved	0	Votes	equivalent to	0.0000%
Abstained	0	Votes		
Void Ballots	0	Votes		

The meeting has unanimous solution and approves to appoint Mr. Ampol Chamnongwat (CPA No. 4663) or Mr. Naris Saowalagsakul (CPA No. 5369) or Ms. Gunyanun Punyaviwat (CPA No. 12733) from SAM NAK-NGAN A.M.C. Company Limited to be the company auditor for the fiscal year 2022 and to receive the audit fee in 885,000 Baht as proposed by the representative of meeting chairman.

The meeting acknowledges the audit fee and review fee of the company consolidated financial statements for the year 2022 in total of 308,000 Baht. The meeting also acknowledges the audit fee and financial statements review fee of 9 subsidiaries in total of 2,740,000 Baht. The total audit fee of the company and the subsidiaries is 3,933,000 Baht. The mentioned audit fee is the audit fee service and other services which the audit fee is required by Board of Investment (BOI) for the company and 3 other subsidiaries in 245,000 Baht. The total is 4,178,000 Baht.

## Agenda 8 Other

The meeting has questions and Mr. Wanthana Jaroennawarat, Managing Director, informs as follows;

- Khun Vinai Rungtiwasuwan, shareholder, questions on;
  - Whether MDF Board's selling price in the 1<sup>st</sup> quarter this year compared to the end of last year has increased and in what percentage?
  - Managing Director explains as follows;
    - The selling price of MDF Board in the 1<sup>st</sup> quarter year 2022 compared to the 4<sup>th</sup> quarter year 2021 has similar selling price.
- What is the production capacity of OSB's production line this year, has it reached breakeven point, and what is the trend of OSB's selling price?
  - Managing Director explains as follows;
    - The production line of OSB has started production and distribution since the 4<sup>th</sup> quarter last year, and has used 60% of the production capacity. In this year, the machines are in the process of minor maintenance and we expect to have 100% full production capacity in the 3<sup>rd</sup> quarter. And in term of the selling price trend of OSB , it can increase compared to last year.
- Khun Pachara Sermsup, shareholder, questions on;
  - The selling price trend of MDF Board and Particle board compared to the end of year 2021.
    - Managing Director explains are as follows;
      - The selling price of MDF Board is similar to the end of year 2021. And the selling price of the Particle board in the 1<sup>st</sup> quarter of 2022 has been adjusted from the 4<sup>th</sup> quarter year 2021 approximately 5%.
  - Since the company has made investment in many projects, and cost of production and all other transportation have increased - would the company's margin has tendency to decrease compared to year 2021? And what would be the company's strategies in order to manage the profits ratio?
    - Managing Director explains are as follows;
      - All projects which the company has invested in order to minimize the production cost, such as projects on logistics and electricity, generate more margin to the company - however, the war situation between Russia and Ukraine causes higher prices on gasoline and petrochemicals. Some of the costs obviously have increased. Nonetheless, according to company vision to expand works in cost reductions on projects of logistics and electricity, these missions should compensate this situation in certain level. Therefore, we can still estimate the company's margin to remain the same.

- Khun Keeralika Phaenglart, the proxy from Thai Investor Association, volunteers to protect the rights of shareholder and raises question by referring to the questions in the General Shareholders Meeting Report year 2021. This is concerning the provision of provident fund benefits for the employees and the company managements, conforming to ESG guidelines, but this matter still has not been set up. What would be the company's point of view on this matter?
  - Managing Director explains are as follows;
    - In term of the provident fund, company had further studied for possibilities to set up the fund. From the preliminary result, the capital markets are still unstable and have possibility to decrease as according to the international capital market on liquidity and inflation. However, once the market is more stable, the company will have another study on the provident fund at the right timing for the capital market.
- Khun Thunyaporn Siriwattanachoke, shareholder, questions on; would the situation of weak value in Baht be much positive to the company? And how much does every 1 Baht depreciation affect the profits?
  - Managing Director explains are as follows;
    - Weaker Baht gives benefits to the company since the company and the subsidiaries have proportion of sales revenue which is from overseas sales approximately 80% of the total sales. And from sales forecast from total sales in 2022, it has been expected to increase from year 2021 about 15-20%. From the impact of the exchange rate in weaker baht, the company will have better revenue from the increased sales. We expect the revenue from overseas sales in US currency approximately 200 million USD, and on each weaker 1 Baht to 1 USD will generate more revenue approximately 200 million Baht to the company and to the subsidiary companies.
- Khun Kiattipol Mongkolchalearnkit, shareholder, questions on;
  1. What would be the concerning factors which the management has seen?
    - Managing Director explains are as follows;
      - The concerning factor this year would be the war between Russia and Ukraine which has still been continuing - this has impact on increasing price of gasoline and other petrochemicals. Another minor impact is from the lock down in China since Shanghai has been affected from transportation. The major impact which the company has concerned the most is the effect which will create more production cost. In term of the market at present, there is still no impacts - the company sees that there are no marketing risk factors since the market demand still persists.

2. What will be the investment budget in this year and in the next few years?
  - Managing Director explains are as follows;
    - Company has spent approximately 80% on investment budget, and the remaining investment budget of this year is on Solar Rooftop Phase 2 (Saraburi Plant) with the investment budget in 125 million Baht - it is expected to start its' operation in the 2<sup>nd</sup> quarter year 2022. And in 2023, the company has project to improve the project of Melamine - Faced Panels factory on the investment of more than 100 million Baht. And these are all the investments between 2022 - 2023.
3. In term of the business trend in this year and in the next few years, what does the management foresee?
  - Managing Director explains are as follows;
    - The business trend in the next few years will increase since company's products use woods as the core of raw material and there are still no other substitute materials. Therefore, there is tendency that the market demand in this business will continue.
4. What does the management see on the company's growth in term of sales and profits ratio this year and in the next few years?
  - Managing Director explains are as follows;
    - In this year, the company sets the sales growth approximately 15-20% and at present we are still able to maintain this target. In the next 2 years, the company still maintains the policy to grow approximately 15-20% per year.

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The meeting is closed at 11.45 hrs.

Signature \_\_\_\_\_ - **Signed** - \_\_\_\_\_ Chairman of the meeting  
(Mr. Sompop Sahawat)