



Ref: No.SR-E2567/003

February 22, 2024

Subject Determination of the schedule of the 2024 Annual General Meeting of Shareholders, and omission of dividend payment.

To President
The Stock Exchange of Thailand

Siamraj Public Company Limited (the “**Company**”) would like to inform that the Board of Directors’ meeting No. 2/2024 held on February 22, 2024 at 1.00 p.m. has passed the significant resolutions as follows:

1. Approved to propose that the 2024 Annual General Meeting of Shareholders to consider and approve the financial statements and the comprehensive profit and loss statements of the Company for the fiscal year ending on December 31, 2023.
2. Approved to propose that the 2024 Annual General Meeting of Shareholders to consider and approve (i) the non-allocation of the profits from the Company’s business operation for the fiscal year ending on December 31, 2023 so as to be reserved fund in accordance with the law and (ii) the omission of dividend payment taking into account the Company’s business operation for the fiscal year ending on December 31, 2023 due to the Company’s operation has incurred loss.
3. Approved to propose that the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of directors in replacement of the directors who retire from their terms by rotation in the 2024 Annual General Meeting of Shareholders, as named on the following list:

	Name	Position
1.	Mrs Wacharaporn Vimolchalao	Director
2.	Mrs. Maturot Hotarapavanon	Director
3.	Mr. Pongnimit Dusitnitsakul	Director, Independent Director, Audit Committee, Nomination and Remuneration Committee

In this regard, the Nomination and Remuneration Committee considered the qualifications, knowledge, experiences, moral and ethics of such three retiring directors in various prospects, and determined that such three retiring directors are versatile, full of experience and expertise which will support the Company’s business operation. In addition, such three directors meet the qualifications and do not have untrustworthy characteristics of directors required under the Public Company Limited Act B.E. 2535 (including its amendments) and the Securities and Stock Exchanges Act B.E. 2535 (including its amendments) including any related notifications.

Therefore, the Board of Directors deems appropriate to propose that the 2024 Annual General Meeting of Shareholders re-appoint such three persons to be directors of the Company for another term.

4. Approved to propose that the 2024 Annual General Meeting of Shareholders to consider and approve the determination of the remuneration of the Board of Directors and the Sub-committee for year 2024 as follows:

Position	Remuneration
<u>Attendance fee</u>	
(1) the director of the Company	Baht 7,500 per person/a meeting
(2) the member of the Audit Committee	Baht 7,500 per person/a meeting
(3) the member of the Nomination and Remuneration Committee	Baht 7,500 per person/a meeting
<u>Monthly Remuneration</u>	
(1) the Chairman of the Board of Directors	Baht 36,000 per person/month
(2) the Chairman of the Audit Committee	Baht 22,500 per person/month
(3) the member of the Audit Committee	Baht 18,000 per person/month
<u>Special remuneration for non-executive directors</u>	
0.80 percent of net profit for the year 2023	
<u>Non-financial remuneration</u>	
Annual check-up and health insurance with capital life of insurance one million baht	

In addition, the comparison of the remuneration of the Board of Directors and the Sub-committee of the Company for the year 2024 and the year 2023 are detailed as follows:

Position	Remuneration for the year 2024	Remuneration for the year 2023
<u>Attendance fee</u>		
(1) the director of the Company	Baht 7,500 per person/a meeting	Baht 7,500 per person/a meeting
(2) the member of the Audit Committee	Baht 7,500 per person/a meeting	Baht 7,500 per person/a meeting
(3) the member of the Nomination and Remuneration Committee	Baht 7,500 per person/a meeting	Baht 7,500 per person/a meeting

Position	Remuneration for the year 2024	Remuneration for the year 2023
<u>Monthly Remuneration</u>		
(1) the Chairman of the Board of Directors	Baht 36,000 per person/month	Baht 36,000 per person/month
(2) the Chairman of the Audit Committee	Baht 22,500 per person/month	Baht 22,500 per person/month
(3) the member of the Audit Committee	Baht 18,000 per person/month	Baht 18,000 per person/month
<u>Special remuneration for non-executive directors</u>		
Non-executive directors	0.80 percent of net profit for the year 2023	0.80 percent of the net profit
<u>Non-financial remuneration</u>		
the Board of Directors and the Sub-committee	Annual check-up and health insurance with capital life of insurance one million baht	Annual check-up and health insurance with capital life of insurance one million baht

5. Approved to propose the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of DIA International Co., Ltd. as the auditor of the Company for the fiscal year ending December 31, 2024 whereby any of the following auditors may be designated to verify and opine on the Company's financial statements:

1. Mr. Nopparoeck Pissanuwong Certified Public Accountant (Thailand) No. 7764 (having been the company's auditor for 3 year since 2021); and/or
2. Mrs. Suvimol Chrityakierne Certified Public Accountant (Thailand) No. 2982 (having been the company's auditor for 3 year since 2021); and/or
3. Mr. Wirote Satjathamnukul Certified Public Accountant (Thailand) No. 5128 (having been the company's auditor for 3 year since 2021); and/or
4. Miss Somjintana Pholhirunrat Certified Public Accountant (Thailand) No.5599 (having been the company's auditor for 3 year since 2021)

In the event that the aforementioned auditors are unable to perform their duties, DIA International Co., Ltd. shall designate one of its other auditors to be the auditor of the Company.

This is to include the appointment of DIA International Co., Ltd. as the auditor of subsidiaries of the Company (the "Subsidiaries") for the fiscal year ending December 31, 2024.

In addition, approved to propose that the 2024 Annual General Meeting of Shareholders to consider and approve the determination of the auditor fee of the Company and Subsidiaries for the fiscal year ending December 31, 2024 to be not exceeding the following amounts:

Entity	Audit fee (Baht)
The Company	1,700,000.00
The Subsidiaries	930,000.00
Total	2,630,000.00

In this regard, the Board of Directors' meeting considered the qualifications, impartiality and relevant experience of each auditor. Each auditor is required not to have any relationship with or any interest in the Company or its Subsidiaries, directors, executives, major shareholders or their related persons. However, if there is any other auditor(s) which have the same qualification and the Board of Directors deems it appropriate to change the auditor of the Company and Subsidiaries due to the qualifications and auditor fee, the Board of Directors will consider and propose to the shareholders meeting to consider and to approve such proposal and the Company shall disclose the updates to the Stock Exchange of Thailand in accordance with the relevant regulations.

6. Approved to fix the schedule of the 2024 Annual General Meeting of Shareholders on April 25, 2024 at 1.30 p.m., at the Conference room 3-4, 9th floor, Siamraj Public Company Limited No. 289/9, Moo 10, Old Railway Road, Samrong, Phrapradaeng, Samut Prakarn with the agenda items set out as follows:

- | | |
|----------|---|
| Agenda 1 | Matters to be informed by the Chairman for acknowledgement |
| Agenda 2 | To consider and adopt the minutes of the 2023 Annual General Meeting of Shareholders; |
| Agenda 3 | To consider and acknowledge the Company's business operation for year 2023; |
| Agenda 4 | To consider and approve the statements of financial position and profit and loss statement for the fiscal year ending on December 31, 2023; |
| Agenda 5 | To consider and approve the non-allocation of the profits from the Company's business operation for the fiscal year ending on December 31, 2023 to be legal reserve and the omission of dividend payment from the Company's business operation for the fiscal year ending on December 31, 2023. |
| Agenda 6 | To consider and approve the appointment of directors in replacement of the directors who retire from their terms by rotation; |
| Agenda 7 | To consider and approve the determination of the remuneration of the Board of Directors and Sub-committee of the Company for year 2024; |
| Agenda 8 | To consider and approve the appointment of auditors and the determination of the auditor fee for year 2024; |
| Agenda 9 | Other matters (if any) |

8. Approved to fix the record date to determine the list of shareholders who are entitled to attend the 2024 Annual General Meeting of the Shareholders (Record Date) on March 8, 2024 and to



authorize the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors to have the power to consider for approval the amendment, agenda and the date, time and place of the 2024 Annual General Meeting of the Shareholders as appropriate, primarily taking into account the benefits and/or effect on the Company.

Please be informed accordingly.

Sincerely yours,

(Mrs.Maturot Horarapavanon)
Authorized to sign on behalf of the Company