

Minutes of the 2023 Annual General Meeting of Shareholders
Zen Corporation Group Public Company Limited (“the Company”)

Date, time, and place of the Meeting

The 2023 Annual General Meeting of Shareholders (the “Meeting”) was convened on 27 April 2023, at 10:00 a.m. The meeting was organized via electronic media (E-AGM) in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and relevant laws and regulations, and was broadcasted from the meeting room, 1st floor, Zen Corporation Group Public Company Limited, 662 Soi Onnuch 17, Suan Luang Sub District, Suan Luang District, Bangkok.

Directors attending the meeting

1. Mr. Paitoon Taveebhol	Chairman of the Board of Directors / Independent Director
2. Mr. Sakkanon Chirathivat	Vice Chairman of the Board of Directors / Nomination and Remuneration Committee / Risk Management Committee
3. Mr. Prawit Kijpaisalrattana	Independent Director / Chairman of the Audit and Corporate Governance Committee / Chairman of Nomination and Remuneration Committee
4. Mrs. Jotika Savanananda	Independent Director / Audit and Corporate Governance Committee / Nomination and Remuneration Committee
5. Mr. Wilert Puriwat	Independent Director / Chairman of Marketing and Sustainable Development Committee / Nomination and Remuneration Committee
6. Mr. Chavalit Chindavanig	Independent Director / Chairman of Risk Management Committee / Audit and Corporate Governance Committee
7. Mr. Boonyong Tansakul	Director / Chairman of the Executive Committee / Risk Management Committee / Chief Executive Officer
8. Miss Jomkwan Chirathivat	Director / Executive Committee / Marketing and Sustainable Development Committee
9. Mr. Chittapon Vivaddhanakasem	Director / Executive Committee / Risk Management Committee
10. Mr. Siruwat Chatchawan	Director / Executive Committee / Marketing and Sustainable Development Committee
11. Mr. Steven David Halliday	Director / Risk Management Committee

Eleven directors attended the meeting, representing 100 percent of the total number of directors.

Management Present

- | | |
|------------------------------|---------------------------|
| 1. Mrs. Yupaphan Ekasittikul | Chief Financial Officer |
| 2. Ms. Mayuree Jitrakorn | Chief Marketing Officer |
| 3. Mr. Songwut Buakhem | Head of Management Office |
| 4. Miss. Oraya Uesakul | Corporate Secretary |

Auditor of the company attending the meeting

- | | |
|-----------------------------|---------------------------|
| 1. Mr. Thanit Osathalert | KPMG Phoomchai Audit Ltd. |
| 2. Ms. Nichada Chaichuchote | KPMG Phoomchai Audit Ltd. |
| 3. Mr. Nattakorn Chunkoh | KPMG Phoomchai Audit Ltd. |

Vote Counting Auditor

Mr. Songwut Buakhem

MC

Mrs. Warunchaya Khantiratchakul

The meeting starts at 10:00 am

The MC welcomed the shareholders into the 2023 Annual General Meeting of Shareholders of Zen Corporation Group Public Company Limited, via electronic media (E-AGM). After that, he informed the meeting agenda and clarified the voting criteria for shareholders to acknowledge as follows:

1. The shareholder meeting must have shareholders attending the meeting in person or by proxy from the shareholders of at least twenty-five (25) shareholders or not less than half (1/2) of the number of total shareholders and the attending shareholders must together hold at least one-third (1/3) of the total company shares in order to constitute a quorum.
2. In voting at the shareholders' meeting, one share is entitled to one vote, and for any shareholder who has a special interest in any matter that shareholder has no right to vote on that matter.
3. Resolution of shareholder voting in various agendas are as follows:
 - (1) Resolution in Agenda 3, Agenda 4, Agenda 5, and Agenda 7 must be approved with a majority vote of shareholders attending and votes. The votes are counted as only agree or disagree.
 - (2) Resolution in agenda 6 must be approved with votes of not less than two-thirds of the total votes of the shareholders attending the meeting.
 - (3) If the votes are equal in any agenda, the chairman of the meeting shall vote as a decisive vote.
4. Electronic voting method
 - (1) Since this meeting is a meeting via electronic media. Therefore, no ballot papers were printed.
 - (2) For voting, the shareholders go to the E-Voting window to vote for each agenda within the specified time (1 minute). After clicking on the voting option, the system will pop-up requesting

confirmation of the vote and the shareholders must press agree to confirm the vote. In case the shareholders wish to change the voting, they can do so by clicking on the new vote again. But if the agenda has been closed shareholders will not be able to vote or change their voting.

- (3) When you have finished voting, please return to the E - meeting window to continue watching the video of the meeting. The staff will collect all the votes from the voting system.
- (4) Shareholders who do not vote in any agenda will be considered to have voted approve for that agenda.
- (5) In counting the votes, the company will count the votes of the shareholders who attended the meeting via electronic media and the votes of shareholders' proxy. The Company will deduct the votes of the shareholders who disapprove and abstain off the total votes of shareholders who attend the meeting and have the right to vote.

5. Notification of voting results will specify the vote of approved, disapproved, abstain and the voided ballot.

6. For the agenda to consider and approve the appointment of directors who are retired by rotation, the Company has stipulated that shareholders vote for each director individually.

7. Directors holding shares of the Company in private, will not exercise the right to vote in the agenda that the director has a special interest except voting for election of directors.

8. Method to ask questions

The Company provides shareholders an opportunity to submit questions about the agenda of the Annual General Meeting of Shareholders to the Company in advance. In addition, before voting on each agenda, the company will provide the shareholders an opportunity to ask questions related to the agenda as appropriate. Any shareholder who wishes to ask questions can do so by going to the Chat menu in the E - meeting window to type a message and send a question to the system or raise your hand by pressing the hand symbol. Before making inquiries, shareholders shall provide their name and surname clearly and specify whether being shareholder or proxy in order to be recorded in the minutes correctly.

9. A voided ballot will be considered in case that the vote on the proxy meets one of the following conditions:

- (1) Vote more than 1 choice
- (2) Edit the vote but not signed
- (3) There is a separate vote (except custodians)

For transparency of vote counting, Mr. Songwut Buakhem would be vote counting auditor for this AGM meeting.

MC introduced the directors, management, auditors and vote counting auditor to the meeting according to the names mentioned above and informed the quorum that according to public law and the company's articles of association specify the quorum that the shareholder meeting must have shareholders attending the meeting in

person or by proxy from the shareholders attending the meeting, not less than 25 persons or not less than half of the total shareholders and cumulative shares not less than one third of the registered capital of the company (not less than 100,000,000 shares) in order to complete a quorum.

There were 244 shareholders attending the meeting in person and by proxy, representing 228,258,501 shares or 76.0862 percent of the paid-up shares which is a quorum in accordance with the law and the company's articles of association.

MC invited the Chairman of the Meeting to open the Annual General Meeting of Shareholders for the year 2023 of Zen Corporation Group Public Company Limited and proceed the meeting agenda. There were 4 shareholders and proxies, holding a total of 938,000 shares, gradually attending the meeting and voting after the meeting started.

Mr. Paitoon Taveebhol, Chairman of the Board of Directors and acting Chairman of the Meeting opened the meeting to consider various agendas of the company as follows:

Agenda 1 To acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders

The Chairman proposed the Meeting to acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders of Zen Corporation Group Public Company Limited, which was held on 28 April 2022. The copy of the said minutes was sent to shareholders together with the notice of the meeting as detailed in attachment 1 of the notice.

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions and no shareholder had questions or expressed their opinions.

Resolution of the Meeting

The meeting acknowledged the Minutes of the 2022 Annual General Meeting of Shareholders of Zen Corporation Group Public Company Limited as proposed. This agenda was reporting for the meeting's acknowledgement, therefore there was no vote casting.

Agenda 2 To consider and acknowledge the operating results for year 2022

The Chairman invited the Chief Financial Officer, to report the Company's operating results for the year 2022 to shareholders. The Chief Financial Officer reported the Company's performance for the year 2022 as follows.

1. Year 2022 Key Highlights

- 1) Made the highest financial performance compared to the past, since pre-covid-19 periods with total revenue grew 51% and net profit grew 268% from last year
- 2) Expand Outlets, Establish New Model and Refresh Brand
 - Total 45 new opened branches (25 Equity-owned and 20 Franchise branches)
 - Opened 1st new sub-brand, AKA Shabu

- Opened 1st AKA Yakiniku domestic franchise branch
 - Refresh Brand On-The-Table
- 3) Successful retail business and diversify business creating growth for the Group
2. The main business of the company comprised of 5 pillars, namely 1) restaurant business 2) franchise business 3) food delivery business 4) retail businesses and 5) new business / merger and acquisition. In the year 2022, the company has the income structure of each business as follows:
- Revenue from restaurant business 74%
 - Revenue from franchise business 7%
 - Revenue from food delivery 7%
 - Revenue from retail business 11%
 - Other revenue 1%
3. At the end of 2022, The Group has an income of 3,413 million baht, an increase of 1,158 million baht from 2021 and a profit of 154 million baht, an increase of 246 million baht from the previous year from the recovery of the restaurant business after the end of the COVID-19 control measures and from the opening of new branches expansion of retail business including more efficient cost and expense management.
4. Corporate Achievement in Year 2022
- Achieved a 5-star or "excellent" rating on corporate governance for the 2nd year.
 - 7 subsidiaries have been certified as members of the Private Sector Collective Action Coalition Against Corruption (CAC).
 - Received the Outstanding Sustainability Model Organization in the Thai Capital Market for Supporting Persons with Disabilities of the Year 2022
 - Assessed as a Sustainable Stock (THSI) for the second year

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions. The shareholder expressed their opinions as follows:

Ms. Sirinya Kittivanichkul, a shareholder, asked how much the company set the revenue target for the year 2023 and what percentage of growth and the growth come from what channels?

Chief Financial Officer explained that there is a target of 30% revenue growth from 2022, with the main income from the food business.

Ms. Jirattikarn Phromsit, a shareholder, asked how much the company plans to grow the retail business in 2023.

The Chairman informed the meeting that the business plan for 2023 was not on the agenda, so he would not answer this question.

Mr. Prasit Suesattayasilp, a shareholder, asked whether the growth rate in any business grows especially or be the top two growing business in 2023

The Chairman informed the meeting that information for the year 2022, Chief Financial Officer has already presented at the meeting. For the business plan in the year 2023, it was not included in the agenda of the meeting, so he would not answer this question.

Resolution of the Meeting

The Meeting acknowledged the Company's operating results for the year 2022 as proposed. This agenda was reporting for the meeting's acknowledgement, therefore there was no vote casting.

Agenda 3 To consider and approve the consolidated and separate Financial Statements for the fiscal year ending December 31, 2022

The Chairman invited the Chief Financial Officer to present this agenda to the shareholders. The Chief Financial Officer proposed to the meeting that according to the Company's Articles of Association No. 36 (2), the annual general meeting of shareholders shall consider approving the balance sheet and profit and loss statement. The Company has prepared a statement of financial position (balance sheet) and income statement (Profit and Loss statement) for the year ended 31 December 2022 which has been audited and certified unconditionally by the auditor and passed the consideration of the Audit and Corporate Governance Committee and the Board of Directors. She proposed to the annual general meeting of shareholders for approval of the company's 2022 financial statement and explained an overview of financial position as follows:

Unit: Thousand Baht

	Consolidated Financial Statements	Separate Financial Statements
Total Assets	2,824,326	1,537,405
Total Liabilities	1,478,064	197,054
Total Shareholders' Equity	1,346,262	1,340,351
Profit of the year	172,403	34,402
Profit attributable to the parent company	153,907	34,402
Basic Earnings per Share (Baht)	0.57	0.11

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions and no shareholder had questions or expressed their opinions. The Chairman then asked the meeting to vote.

Resolution of the Meeting

The meeting approved the consolidated and separated of the Financial Statements for the fiscal year ending December 31, 2022 by the majority vote of shareholders who attended and casted their votes as follows:

Approved	228,911,201	Votes	equivalent to	100%
Disapproved	0	Votes	equivalent to	0%
Voided Ballot	0	Votes		
Abstained	35,300	Votes		

Agenda 4 To consider and approve profit allocation and dividend payment for the year 2022

The Chairman invited the Chief Financial Officer to present this agenda to the shareholders. The Chief Financial Officer presented to the meeting that in accordance with the Public Limited Companies Act BE 2535, amended Section 116, the Company must allocate a portion of its annual net profit as a legal reserve in the amount of not less than five percent of annual net profit deducted with accumulated loss brought forward (if any) until this reserve is not less than ten percent of the registered capital unless the company's Article of Association or other laws requiring more reserves. According to Article 36 (3) of the Company's Articles of Association, it required the company to propose to the ordinary shareholders' meeting to consider approving the allocation of profit and dividend payment.

The Company has a policy to pay dividend to shareholders in the amount of not less than 50.0% of the net profit after deduction of corporate income tax, allocation of legal reserve and general reserve based on the Company's separate financial statement. In this regard, the board of directors of the Company may consider to pay a dividend different from the policy, and will consider factors for the benefit of shareholders such as the economic situation, business performance, financial status, financial liquidity, conditions of loan agreements etc. Furthermore, the Board of Directors will consider a suitable dividend payment that will not significantly affect the normal business operations of the Company.

For the year ended December 31, 2022, the Company has the retained earnings, according to the separate financial statements, in the amount of 50.37 million baht. The Board of Directors has considered paying the annual dividend for the year 2022, in the amount of 48.00 million baht (at the rate of 0.16 baht per share). There is no need to allocate any additional reserve because the company has fully allocated as specified by law.

The annual dividend will be paid out from net profit and the unappropriated retained earnings in the part of the Company's net profit which is subjected to 20% corporate income tax and dividend received from subsidiaries which is subjected to 20% corporate income tax wherein individual shareholders shall be entitled to a dividend tax credit in the computation of tax under Section 47 bis of the Revenue Code.

The Record Date to entitle rightful shareholders who may receive the dividend will be on 14 March 2023. The payment of the dividend will be made on 15 May 2023.

In addition, the Chief Financial Officer presented dividend payment information comparing year 2021 and year 2022 to the meeting as follow:

List	2022 (Proposed Year)	2021
Retained Earnings (Million Baht)	50.37	14.96
No. of Shares (Million shares)	300	300
Dividends paid (Baht / share)	0.16	-
- Interim dividend (Baht / share)	0.00	-
- Annual dividend (Baht / share)	0.16	-
Total dividends paid (Million Baht)	48.00	-
Dividend Paid on Net Profit (%)	-	-

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions and no shareholder had questions or expressed their opinions. The Chairman then asked the meeting to vote.

Resolution of the Meeting

The meeting resolved to approve no dividend payment for the year 2022 by the majority vote of shareholders who attended and casted their votes as follows:

Approved	228,946,501	Votes	equivalent to	100%
Disapproved	0	Votes	equivalent to	0 %
Voided Ballot	0	Votes		
Abstained	0	Votes		

Agenda 5 To approve the appointment of directors to replace directors who retired by rotation in 2023

The Chairman invited the Chairman of Nomination and Remuneration Committee, to present this agenda to the shareholders. The Chairman of Nomination and Remuneration Committee presented to the meeting that according to the Article 17 of the Company's Articles of Association, at every annual general meeting of shareholders the directors shall retire from office by one-third (1/3) of the number of directors at that time. If the number of directors cannot be divided by three exactly, then by the number closest to one third (1/3). Directors who are retired from office may be chosen to return to the position again.

Moreover, the directors who must retire in the first and second years after the registration of the company will be random by drawing lots. For the following years, the longest serving directors will be retired from the position. And in accordance with Article 36 (4) of the Company's Articles of Association, the Annual General Meeting of Shareholders will choose new directors in place of those retiring by rotation.

In the 2023 Annual General Meeting of Shareholders, there are 4 directors who are due to retire by rotation as follow:

1. Mrs. Jotika Savanananda, Independent Director
2. Mr. Boonyong Tansakul, Director
3. Mr. Steven David Halliday, Director

4. Mr. Siruwat Chatchaval, Director

For the selection of directors, during the period between September 9, 2022 and December 31, 2022, the company announced on the company's website and news system of the Stock Exchange of Thailand that the company provided the rights for shareholders to nominate individuals who are considered to have appropriate qualifications in order to be considered as a director of the company at the 2023 annual general meeting of shareholders and no shareholder nominated a person to the company.

The Nomination and Remuneration Committee, has considered the nomination of suitable persons to propose to be elected as a director in place of the director who has to retire from the position and has agreed that all of the 4 directors who have to retire from the position, who are Mrs. Jotika Savanananda, Mr. Boonyong Tansakul, Mr. Steven David Halliday, and Mr. Siruwat Chatchaval, are qualified persons. There are no qualifications forbidden to hold the position of director in accordance with the Public Limited Company Act BE 2535 and there is no prohibited characteristics according to the laws, regulations or rules of the relevant authorities. All are individuals with knowledge, ability, and experience that are beneficial to the business of the company. They have business ethics, vision, good attitude towards the organization, perform duties with responsibility, morality, ethics and honesty. In the past, all 4 people worked in full duty in the company and have been very beneficial for the company. They are appropriate to be directors of the company.

According to the Board of Directors Meeting No. 2/2023 on February 27, 2023, excluding directors who have an interest in this agenda, and through the screening process in accordance with the criteria for selection of directors the meeting resolved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the re-election of the directors who retire by rotation to be the directors for another term.

In order to promote good corporate governance of the company, the directors who retired by rotation for the year 2023 were not present at the meeting while considering this agenda.

The Chairman provided shareholders the opportunity to ask questions and express their opinions, but no shareholder had questions or comment.

The Chairman of Nomination and Remuneration Committee requested the meeting to vote for appointment of the 4 directors individually.

Resolution of the Meeting

The meeting approved the reelection of four Directors to replace those who retired by rotation for another term, namely: 1) Mrs. Jotika Savanananda 2) Mr. Boonyong Tansakul 3) Mr. Steven David Halliday and 4) Mr. Siruwat Chatchaval by the majority vote of shareholders who attended and casted their votes as follows:

(1)	Mrs. Jotika Savanananda reelected as independent Director				
	Approved	228,946,501	Votes	equivalent to	100%
	Disapproved	0	Votes	equivalent to	0%
	Voided Ballot	0	Votes		
	Abstained	0	Votes		

(2)	Mr. Boonyong Tansakul reelected as Director				
	Approved	228,946,501	Votes	equivalent to	100%
	Disapproved	0	Votes	equivalent to	0%
	Voided Ballot	0	Votes		
	Abstained	0	Votes		
(3)	Mr. Steven David Halliday reelected as Director				
	Approved	228,946,501	Votes	equivalent to	100%
	Disapproved	0	Votes	equivalent to	0%
	Voided Ballot	0	Votes		
	Abstained	0	Votes		
(4)	Mr. Siruwat Chatchaval reelected as Director				
	Approved	228,946,501	Votes	equivalent to	100%
	Disapproved	0	Votes	equivalent to	0%
	Voided Ballot	0	Votes		
	Abstained	0	Votes		

Agenda 6 To approve the remuneration of directors for the year 2023

The Chairman invited the Chairman of Nomination and Remuneration Committee, to present this agenda to the shareholders. The Chairman of Nomination and Remuneration Committee presented to the meeting that according to the amended Section 90 of the Public Limited Companies Act BE 2535 and the Article 22 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other forms of remuneration. As the shareholders' meeting will consider and vote with a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting, which may determine the remuneration of directors in a certain amount or put into specific criteria and will be scheduled from time to time or effective forever until the shareholders' meeting resolves to change otherwise. In addition, the directors are entitled to receive allowances and welfare according to the regulations of the Company and Articles 36 (5) to hold the annual general meeting of shareholders to consider the remuneration of directors. In this regard, the Nomination and Remuneration Committee proposed to the Board of Directors to approve the Annual General Meeting of Shareholders to consider the remuneration of the Board of Directors of the Company, including remuneration for directors in sub-committees for the year 2023 as follow:

Financial Remuneration

1. The Chairman of the Board of Directors

- Quarterly remuneration 60,000 Baht
- Meeting allowance 40,000 Baht / time

2. Non-executive Directors

- Quarterly remuneration 40,000 Baht / person

- Meeting allowance 25,000 Baht / person / time
 - 3. The Chairman of Sub-Committee
 - Meeting allowance 35,000 Baht / time
 - 4. Sub-committee members
 - Meeting allowance 25,000 Baht / person / time
 - 5. Total quarterly remuneration and meeting allowance are not exceeding 5,000,000 Baht
 - 6. Annual performance bonus at the rate of 3% of dividend payment to shareholders from the performance results of the year 2023 in an amount not exceeding 2 million Baht and the Board of Directors has the authority to allocate the said bonus to the directors.
 - 7. Directors who take executive position will not receive remuneration for holding various positions in the Board of Directors and sub-committees
- Non-financial Remuneration - none -
- Requesting to be effective from the date of approval from the shareholders' meeting onwards

Comparison of director remuneration for the year 2022 and 2023

Remuneration	2023 (Proposed Year)		2022	
	Quarterly Remuneration (Baht / Quarter)	Meeting attendance Fee (Baht / Time)	Quarterly Remuneration (Baht / Quarter)	Meeting attendance Fee (Baht / Time)
1. Board of Directors				
- Chairman of the Board of Directors	60,000	40,000	60,000	40,000
- Non-executive Directors	40,000	25,000	40,000	25,000
2. Audit and Corporate Governance Committee				
- Chairman of Audit and Corporate Governance Committee	-	35,000	-	35,000
- Audit and Corporate Governance Committee Member	-	25,000	-	25,000
3. Executive Committee				
- Chairman of Executive Committee	-	35,000	-	35,000
- Executive Committee Member	-	25,000	-	25,000

Remuneration	2023 (Proposed Year)		2022	
	Quarterly Remuneration (Baht / Quarter)	Meeting attendance Fee (Baht / Time)	Quarterly Remuneration (Baht / Quarter)	Meeting attendance Fee (Baht / Time)
4. Nomination and Remuneration Committee				
- Chairman of Nomination and Remuneration Committee	-	35,000	-	35,000
- Nomination and Remuneration Committee Member	-	25,000	-	25,000
5. Marketing and Sustainability Development Committee				
- Chairman of Marketing and Sustainability Development Committee	-	35,000	-	35,000
- Marketing and Sustainability Development Committee Member	-	25,000	-	25,000
6. Risk Management Committee				
- Chairman of Risk management Committee	-	35,000	-	35,000
- Risk management Committee Member	-	25,000	-	25,000
7. Remuneration for Executive Director	-	-	-	-
8. Quarterly remuneration and Meeting allowance totaling not more than	5,000,000		5,000,000	
9. Compensation and other benefits besides quarterly remuneration and meeting allowances	Annual performance bonus at the rate of 3% of dividend payment to shareholders from the performance results of the year 2023 in an amount not exceeding 2 million		Annual performance bonus at the rate of 3% of dividend payment to shareholders from the performance results of the year 2022 in an amount not exceeding 2 million Baht and the	

Remuneration	2023 (Proposed Year)		2022	
	Quarterly Remuneration (Baht / Quarter)	Meeting attendance Fee (Baht / Time)	Quarterly Remuneration (Baht / Quarter)	Meeting attendance Fee (Baht / Time)
	Baht and the Board of Directors has the authority to allocate the said bonus to the directors.		Board of Directors has the authority to allocate the said bonus to the directors.	
10. Non-financial remuneration	-None-		-None-	

Remark: In 2022, the Company paid the quarterly remuneration and meeting allowance in the amount of 4,210,000 Baht and no bonus payment

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions and no shareholder had questions or expressed their opinions. The Chairman then asked the meeting to vote.

Resolution of the Meeting

The meeting resolved to approve the remuneration of the Director for the year 2023 as follow:

Financial Remuneration

1. The Chairman of the Board of Directors

- Quarterly remuneration 60,000 Baht
- Meeting allowance 40,000 Baht / time

2. Non-executive Directors

- Quarterly remuneration 40,000 Baht / person
- Meeting allowance 25,000 Baht / person / time

3. The Chairman of Sub-Committee

- Meeting allowance 35,000 Baht / time

4. Sub-committee members

- Meeting allowance 25,000 Baht / person / time

5. Total quarterly remuneration and meeting allowance was not exceeding 5,000,000 Bath

6. Annual performance bonus at the rate of 3% of dividend payment to shareholders from the performance results of the year 2023 in an amount not exceeding 2 million Baht and the Board of Directors has the authority to allocate the said bonus to the directors.

7. Directors who take executive position did not receive remuneration for holding various positions in the Board of Directors and sub-committees

Non-financial Remuneration - none -

To be effective from the date of approval from the shareholders' meeting onwards.

The matter was approved by the vote of not less than two-third of the total votes of the shareholders who attend the meeting as follows:

Approved	228,946,501	Votes	equivalent to	100%
Disapproved	0	Votes	equivalent to	0%
Voided Ballot	0	Votes		
Abstained	0	Votes	equivalent to	0%

Agenda 7 To appoint Company's auditor and its relevant auditing fee for the year 2023

The Chairman invited the Chairman of Audit and Corporate Governance Committee, to present this agenda to the shareholders. The Chairman of Audit and Corporate Governance Committee presented to the meeting that according to the Public Limited Companies Act BE 2535, amended Section 120, The Annual General Meeting of Shareholders must appoint auditors and determine the amount of audit fee of the company every year. In the appointment of the auditor, the same auditor may be re-appointed. And Section 121 states that the auditor must not be a director, staff, employee or person holding any position in the company. The company's Article 36 (6) states that the annual general meeting of shareholders must consider the appointment of auditors and determine the amount of audit fees.

The Board of Directors resolved to proposed to the shareholders' meeting to approve the appointment of KPMG Phoomchai Audit Ltd. to be the auditor of the company for the year 2023 with the list of auditors as follows:

- 1) Mr. Thanit Osathalert, Certified Public Accountant Registration No. 5155 and / or
- 2) Miss Vilaivan Pholprasert, Certified Public Accountant Registration No. 8420 and / or
- 3) Miss. Marisa Tharathornbunpakul, Certified Public Accountant Registration No. 5752

Any of the above persons may be the auditor and provide opinions on the financial statements of the company. The remuneration for the auditor will be within the amount not exceeding 5,185,000 Baht (Five million one hundred and eighty-five thousand baht) which does not include other expenses that will occur during the service of the company (Out of Pocket Expense). The auditors in the list proposed above do not have relationship or interest with the company, subsidiaries, executives, major shareholders or those related to the said person. In the event that the said auditor is unable to work, KPMG Phoomchai Auditing Company Limited will recruit another certified public accountant to work on their behalf.

In addition, if there are more subsidiaries or joint venture companies during the year, it is proposed that shareholders grant authorized power of attorney to the Board of Directors to be able to appoint an auditor and determine additional audit fees according to the Audit and Corporate Governance Committee's Approval.

Comparison of audit fees between year 2022 and 2023

List	Year 2023 (proposed year) KPMG Phoomchai Audit Ltd.	Year 2022 KPMG Phoomchai Audit Ltd.	Increase / (Decrease)
Audit fee (Baht)	5,185,000	5,000,000	185,000
Service fee (Baht)	- None -	- None -	-

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions and no shareholder had questions or expressed their opinions. The Chairman then asked the meeting to vote.

Resolution of the Meeting

The meeting resolved to approve an appointment of KPMG Phoomchai Audit Ltd. to be the auditor of the company for the year 2023 with the list of auditors as follows:

1. Mr. Thanit Osathalert, Certified Public Accountant Registration No. 5155 and / or
2. Miss Vilaivan Pholprasert, Certified Public Accountant Registration No. 8420 and / or
3. Miss. Marisa Tharathornbunpakul, Certified Public Accountant Registration No. 5752

Any of the above persons may be the auditor and provide opinions on the financial statements of the company. and approved relevant auditing fee for the year 2023 in the amount not exceeding 5,185,000 Baht (Five million one hundred and eighty-five thousand baht) which does not include other expenses that will occur during the service of the company (Out of Pocket Expense). In the event that the said auditor is unable to work, KPMG Phoomchai Auditing Company Limited will recruit another certified public accountant to work on their behalf. In addition, if there are more subsidiaries or joint venture companies during the year, shareholders grant authorized power of attorney to the Board of Directors to be able to appoint an auditor and determine additional audit fees.

The matter was approved by the majority vote of shareholders who attended and casted their votes as follows:

Approved	228,946,501	Votes	equivalent to	100%
Disapproved	0	Votes	equivalent to	0%
Voided Ballot	0	Votes		
Abstained	0	Votes		

Agenda 8 To consider other matters (if any)

The Chairman informed the meeting that any shareholder has additional questions or suggestions and there was one shareholder ask question.

Mr. Wichakorn Sangwanprakaisang, a shareholder, asked the following questions:

1. What is the strategy for increasing SSSG both ways to increase pay per bill and increase traffic?
2. What is the target percentage of SG&A per sales and which part of the cost can be reduced?

3. Does the Company have a plan to make a brand that is more mass, such as the middle-lower level?
4. What is the approximate investment budget for year 2023 in renovation of existing stores?
5. In the future, what kind of M&A is the Company interested in? (e.g. Dine in or retail, etc.)

Chief Financial Officer explained as follows.

1. The Company has a promotion strategy to better match the target customer group and expected that in 2023, SSSG will be higher than the previous year. For example, the On the Table brand has launched a Tea Bar to increase ticket size.

2. Because the information has a lot of detailed. The company reserves the right to answer questions that affect the disclosure of the company's information.

3. Because the information has a lot of detailed. The company reserves the right to answer questions that affect the disclosure of the company's information.

4. The investment budget for the year 2023 will be both for new branches and renovating existing branches.

5. M&A is the main pillar in the business plan. In 2022, the company entered into an M&A with King Marine Food Company Limited. In 2023, it is under consideration and no conclusions have been made.

With no other matter to consider, the Chairman therefore thanked to all shareholders and announced the closing of the meeting at 11.10 hrs.



(Mr. Paitoon Taveebhol)

Chairman of The Meeting

Minutes of Meeting Recorder



(Miss. Oraya Uesakul)

Company Secretary