



บริษัท พีรพัฒน์ เทคโนโลยี จำกัด (มหาชน)
Peerapat Technology Public Company Limited

ทะเบียนเลขที่ 0107551000231 Registration No. 0107551000231
เลขที่ 406 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310
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Minutes of the 2024 Annual General Meeting of Shareholders of Peerapat Technology Public Company Limited

The 2024 Annual General Meeting of Shareholders of Peerapat Technology Public Company Limited (the “Company”) was convened on Monday 29 April 2024, at 14.00 hrs., via the Electronic Meeting (the “E-AGM”).

Directors of Peerapat Technology Public Company Limited in attendance to this meeting

1. Mr. Bowon Vongsinudom
Chairman of the Board of Directors/
Independent Director
(Attended the meeting via online)
2. Mr. Suebpong Ketnute
Vice Chairman of the Board of Directors/
President/
Chairman of the Nomination and
Remuneration Committee
3. Mr. Veerapong Luesakul
Director/ Vice President/ Chairman of the
Environmental Social Governance and
Risk Committee (ESG&R)
4. Mr. Annop Julaphan
Director/Member of the Environmental
Social Governance and Risk Committee
(ESG&R)
5. Dr. Suebpong Atichartakarn
Director/Member of the Environmental
Social Governance and Risk Committee
(ESG&R)
6. Mr. Sapon Sikkakosol
Director/
Member of the Nomination and
Remuneration Committee
(Attended the meeting via online)



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- | | |
|----------------------------------|--|
| 7. Ms.Chonatee Twiltermsup | Director/Member of the Environmental Social Governance and Risk Committee (ESG&R)
(Attended the meeting via online) |
| 8. Mr.Surachai Sothivorakul | Independent Director/The Chairman of the Audit Committee |
| 9. Mr. Pramoth Singhanue | Independent Director/ Audit Committee |
| 10. Mr. Thanachat Thanasettagone | Independent Director/ Audit Committee |
| 11. Mr. Satit Anantasomboon | Independent directors/Member of the Nomination and Remuneration Committee |

(The directors of the Company attended the meeting in total of 11 (eleven) people from a total of 11 (eleven) directors representing 100 percent (One Hundred) of the total number of directors)

Executive and employee of Peerapat Technology Public Company Limited in attendance

- | | |
|-----------------------------|--|
| 1. Miss Rungtip Mimaenwit | Chief Executive Officer |
| 2. Mr. Nawapon Yaemchan | Chief Financial Officer |
| 3. Mr. Sukan Intrasut | Chief Marketing Officer |
| 4. Mr. Sao-ek Wasikchart | Senior Manager (Corporate Communication) |
| 5. Mr. Thanakrit Kaewpaluch | Accounting Manager |
| 6. Miss Nujarin Samudwech | Company Secretary |

Auditors from EY Office Co., Ltd. in attendance

- | | |
|-------------------------------|--------------------------------------|
| 1. Miss Supanee Triyanantakul | Certified Public Accountant No. 4498 |
| 2. Miss Sucha Burapornpong | Manager |

Financial Advisor from Asset Pro Management Co., Ltd. in attendance

- | | |
|------------------------------------|-----------------------------------|
| 1. Mr. Suphon Khaploydee | Managing Director |
| 2. Mr. Muttichai Arunruangaram | Director of the department |
| 3. Mr. Natthakom Lawatthanaphongsa | Deputy Director of the Department |



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4. Miss Pitchamon Yenchai, Analyst Officer

Legal Advisors from MSC International Law Office Co., Ltd. in attendance

1. Mrs. Sawita Suwansawat Founder & CEO
2. Mr. Tirayu Songdacha Senior Associate
3. Miss Piyachat Suwanwihok Associate
4. Miss Chonnapa Duangdeetaweeratana Associate

Preliminary Proceedings at 14.00 hrs

Miss Thananya Pipitwanitchakarn, who served as the meeting Moderator of the Meeting (the “Moderator”) gave a welcome speech to the shareholders and informed that **Mr. Suebpong Ketnute, Vice Chairman of the Board of Directors** serve as the chairman of the 2024 Annual General Meeting of Shareholders (the “Chairman”).

The Moderator informed the Meeting that there were shareholders present by himself/herself, in the amount of 37 (Thirty-seven) persons and present by proxy, in the amount of 1 (One) person, totaling 38 (Thirty-eight) persons, holding a total of 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand Nineteen) shares, or equivalent to 48.5543 (Forty-Eight Point Five Five Four Three) percent of the Company’s total issued shares sold. The quorum was thus constituted in accordance with Article 33 of the Company’s Articles of Association and Section 103 of the Public Limited Companies Act B.E. 2535 (including any amendment thereto) (the “PLC Act”) providing that the shareholders’ meeting shall consist of shareholders or proxies appointed by shareholders (if any) of not less than 25 (Twenty-Five) persons or of not less than half of the total number of all shareholders and in aggregate holding shares of not less than 1/3 (one-third) of the total number of issued shares to constitute a quorum.

The Chairman gave a welcome speech to the shareholders, the proxies, and the attendance who attended the Meeting, opened the 2024 Annual General Meeting of Shareholders and informed to the Meeting that the Company will hold the Meeting via Electronic Annual General Meeting of Shareholders (E-AGM) to where OJ Consulting and Services Co., Ltd., shall provide and facilitate the registration services and process the results of counting votes in the Meeting. In this regard **Miss Nujarin Samudwech, as the Company’s Secretary**, has been appointed to serve as the secretary at the Meeting and carry out the Meeting proceedings according to the agenda specified in the Meeting invitation letter.

The Moderator informed to the Meeting that the arrangement of the agendas, asking questions, expressing opinions or suggestions, voting methods and the vote counting methods whereas follows:



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1. Electronic Voting Method

- 1) Since the Meeting is an electronic meeting, the ballots were not printed out to the shareholders.
- 2) In order to vote, the shareholders shall tab on the E-voting button to vote on any agenda within the specified period (1 minute). After the vote was elected, the system will pop-up the confirmation of the vote, the shareholders shall press the button “accept” to confirm their vote.

In the case where the shareholders need to change their vote, it can be done by re-pressing the button. If the agenda was closed, the shareholders cannot vote or change their vote on each agenda.

Attendees who attended the meeting via phone or tablet must switch ZOOM to Chrome to vote using the E-Voting button.

- 3) When the attendees finished to vote, please back to the E-Meeting window (Zoom) to watch the video and audio of the Meeting.
- 4) The votes will be compiled by the system, and the votes will be counted from attendees who voted via the E-Voting button or via the proxy documents in advance.

2. Asking questions, and expressing opinions.

- 1) Via message communication (Chat) by pressing the “Q&A” tool button via ZOOM and typing the question, and shall press “Enter” tool button to send them via the chat method.
- 2) The Moderator will read the questions to ask questions on behalf of shareholders.
- 3) In the case that the shareholders wish to communicate via the microphone, the methods are as follows:
 1. Shareholders shall press the “Raise Hand” tool button.
 2. When the meeting operator calls out the names of shareholders the staff will open the microphone for shareholders. To inquire, shareholders shall press “Unmute” tool button and open the microphone on your device. In the case where shareholders can't speak through the microphone (within 1 minute) proceed with typing the questions via the channel Message typing system (Chat) so that the moderator can read questions to the meeting on behalf of shareholders.



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3. For asking questions each time, both through typing a message or through conversation, the attendees shall state their first and last name and indicate whether they are coming in person or as a proxy before asking questions. In addition, the Company was given an opportunity to submit questions on each agenda. In the case where there are no attendees inquire within 2 (Two) minutes. The company will proceed with the meeting. If shareholders have additional questions can be typed in through the Q&A channel. Staff will read the questions from shareholders later.

The Moderator informed the Meeting that the Company had sent the shareholder meeting invitation letter via 3 (Three) channels: via QR Code channel, via postal service and via newspaper channels and via the Company website.

3. Voting methods and vote counting methods for each agenda.

- 1) For voting in the Meeting, all shareholders will have the number of votes equivalent to the number of shares each shareholder holds in the Company, whereby one share is equivalent to one vote (One Share One Vote).
- 2) In the case that the shareholders have exercised his/her rights through Proxy Form C to assign another person to attend the Meeting on his/her behalf, or granted a proxy to an independent director to vote on his/her behalf, and determined that the proxies shall vote in accordance with such shareholder's intention or the proxy's intention, the Company will count such vote in accordance with the intention of the shareholders or the proxies.
- 3) In the case that the shareholders have exercised his/her rights through Proxy Form B, the Grantor shall vote in accordance with such shareholder's intention or the proxy's intention as Approve, Disapprove or Abstain.
- 4) Before voting each agenda, attendees can inquire questions which related to that agenda. If shareholders wish to inquire questions proceed with notifying your first and last name along with specifying that you came in person or become a proxy before starting to inquire questions.
- 5) The votes will be counted from attendees who voted via the E-Voting button or via the proxy documents in advance.
- 6) In the vote counting process, the results of the vote count will be announced after the directors' request that shareholders approve each agenda item. The result of the vote count will be the result of counting the total votes from shareholders who came in person and proxies who were given the right to vote on their behalf. This includes cases where the proxy specifies the votes in advance through the proxy.



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- 7) If the votes are equal, the Chairman has the discretion to cast another vote to make the decision.
- 8) The votes are counted in accordance with the agenda item specified in the Meeting, being divided into 3 (Three) types as specified in the **PLC Act** and Article 35 of the Company's Articles of Association and 1 (One) type of non-voting as follow:
 - (1) The agenda items which shall be passed by a majority vote of the shareholders attending the meeting and entitled to vote, are 7 (Seven) agenda items, as follows:

Agenda Item 1	To certify the minutes of the 2023 Annual General Meeting of Shareholders.
Agenda Item 3	To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company and those of the subsidiaries for the year ending 31 December 2023.
Agenda Item 4	To consider and approve the appropriation of the annual net profit as a legal reserve.
Agenda Item 5	To consider and approve the dividend payment of 2023 in the form of dividend stocks and dividends.
Agenda Item 6	To consider and approve the re-election of the directors who are due to retire by rotation.
Agenda Item 8	To consider and approve the appointment of the auditors, and the determination of the audit fee for the year 2024.
Agenda Item 12	To consider and approve the allocation of newly issued ordinary shares to support the dividend payment and to support the offering to directors. Executives and employees of the Company and those of its subsidiaries (ESOP).
 - (2) The agenda item, which shall be only for acknowledgment to where no voting is required, is 1 (One) agenda item as follows:

Agenda Item 2	To consider and acknowledge the 2023 Operational Results of the Company and the Annual Report of the Board of Directors.
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- (3) The agenda item, which shall be passed by not less than 2/3 (Two-Thirds) of the total votes cast by the shareholders attending the Meeting, is 1 (One) agenda item as follows:

Agenda Item 7 To consider and approve the remuneration of Board of Directors and those of the sub-committees for the year 2024

- (4) The agenda item which shall be passed by the votes of no less than 3/4 (Three-Fourths) of the total votes cast by the shareholders attending the Meeting and entitled to vote, is 4 (Four) agenda item, as follows:

Agenda Item 9 To consider and approve the amendments to the Company's objectives and amending the memorandum of association

Agenda Item 10 To consider and approve the decrease of the Company's registered and amending the memorandum of association to be consistent with the decreased of registered capital

Agenda Item 11 To consider and approve the increase of the Company's registered and amending the memorandum of association to be consistent with the increased of registered capital

Agenda Item 13 To consider and approve the issuance and offering of shares (ESOP: Employee Stock Option Program) to directors, executives and employees of the company and those of its subsidiaries

The resolution on agenda item 13 must not have shareholders holding shares totaling more than 10 percent (Ten Percent) of the total number of votes of shareholders who attended the meeting and voted against the offering of securities.

Agenda Item 1: To certify the minutes of the 2023 Annual General Meeting of Shareholders.

The Moderator informed the Meeting that this agenda was to certify the minutes of the 2023 Annual General Meeting of Shareholders.

The Company held the 2023 Annual General Meeting of Shareholders on 28 April 2023. The Company prepared and submitted a copy of the minutes of such meeting to the Ministry of Commerce within the period specified by law. And the Company has delivered a copy of the minutes of the 2023 Annual General Meeting of Shareholders to shareholders together with the 2024 Annual General Meeting of Shareholder notice. Details are specified as per Enclosure 1.



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The Board of Directors considered and resolved that the minutes of the 2023 Annual General Meeting of Shareholders were recorded correctly and completely. Therefore, it is considered appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider approving the minutes of the 2023 Annual General Meeting of Shareholders which was held on 28 April 2023.

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman proposed the Meeting to certify the minutes of the 2023 Annual General Meeting of Shareholders.

Resolution The Meeting has considered and resolved to certify the minutes of the 2023 Annual General Meeting of Shareholders in accordance with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000

Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.

Remark: The resolution of this agenda item shall be passed by a majority vote of the total number of votes of the shareholders attending the meeting and entitled to vote. Those who abstained from voting are counted as the basis for counting votes.

Agenda Item 2: To consider and acknowledge the 2023 operational results of the Company and the Annual Report of the Board of Directors.

The Moderator informed the Meeting that this agenda was to consider and acknowledge the 2023 operational results of the Company and the Annual Report of the Board of Directors and this agenda would be present by **Mr. Nawapon Yaemchan, the Chief Financial Officer.**

Mr. Nawapon Yaemchan informed the Meeting that, in order to comply with Section 56 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) (the “**SEC Act**”), Section 113 of the PLC Act as well as Article 36 of the Articles of Association of the Company, it is required that the annual general meeting of shareholders should acknowledge the report of the Board of Directors regarding to the Company's operating results for the past year. The Company has prepared and summarized the operational results and the significant changes that occurred in 2023 in



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the 2024 Annual Report (Form 56-1 One Report) under the topic 6 as set out in Enclosure 2 which has been delivered to all shareholders together with the notice of 2024 Annual General Meeting of Shareholder.

The 2023 operation results of which details are shown in the 2023 Annual Report (Form 56-1 One Report) delivered to all shareholders together with the notice of 2024 Annual General Meeting of Shareholder in the form of the QR Code. The Company has summarized the main points of the Company's operating results for the year 2023 (Form 56-1 One Report) to present to the Meeting. It can be summarized as follows:

Summary of the operating results and financial position of the group of Companies according to the consolidated financial statements for the fiscal year 2023.

(Unit : Million Baht)

List	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Total Assets	1,250.15	1,192.42	942.36	900.82
Liability	714.02	695.77	531.84	521.86
Shareholder's equity	536.12	496.64	410.52	378.95
Total income	1072.04	958.69	845.97	749.73
Annual profit	53.02	28.04	43.58	17.67
Earnings per share (baht/share)	0.14	0.06	0.12	0.05

The 2023 operation results

Based on the Consolidated Financial Statements, the Company has total income of THB 1,072,044,808 (One thousand seventy-two million forty-four thousand eight hundred and eight Thai Baht), an increase from last year of THB 113,348,485 (One hundred thirteen million three hundred forty-eight thousand four hundred eighty-five Thai Baht), equivalent to 12 (Twelve) percent, and profit in 2023 are in the amount of the amount is THB 53,024,427 (Fifty-three million twenty four thousand four hundred twenty-seven Thai Baht), which is an increase of THB 24,984,080 (Twenty-four million nine hundred eighty-four thousand eighty Thai Baht) from last year equivalent to 89 percent (Eighty-Nine) and earnings per share is of THB 0.14 per share (Zero Point One Four Baht) per share.



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Based on the Company's Separate Financial Statements, total income was THB 845,979,683 (Eight hundred forty-five million nine hundred seventy-nine thousand six hundred eighty-three Thai Baht), an increase from the previous year of THB 96,240,202 (Ninety-six million two hundred forty thousand two hundred two Thai Baht), equivalent to 11 percent (Eleven). And profit for 2023 amounted to THB 43,587,999 (Four thirteen million five hundred eighty-seven thousand nine hundred ninety-nine Thai Baht), an increase of THB 25,915,420 (Twenty-five million nine hundred fifteen thousand four hundred twenty Thai Baht) from last year equivalent to 59 percent (Fifty-Nine) and earnings per share increased by THB 0.12 (Zero Point One Two Baht) per share.

The Company's operations in 2023 have been very successful with continuously growing and the operating results for the year 2023. The Company can expand its work and ability to generate income from the sale of cleaning solutions and machines that support the distribution of cleaning and disinfection solutions for business customers and entrepreneurs in the hospitality industry.

The Company has increased sales revenue from 2022, mainly due to increased sales revenue from the laundry and kitchen product groups customers in the hotel and resort business group and restaurant business groups that have increased demand for their products. This is in line with the recovery of tourism. In addition, the rental and service income has increased from 2022 arising out of the kitchen product group especially for renting automatic container washing machines for customer groups in the restaurant business and restaurants that have increased demand for the above product groups.

The Board of Directors considered and deemed it appropriate to report which occurred during 2023 to the 2024 Annual General Meeting of Shareholders for acknowledgement

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman informed the Meeting that this agenda item was only for acknowledgment; therefore, voting is not required.



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Agenda Item 3: To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the year of the Company and those of the subsidiaries ending 31 December 2023

The Moderator informed the Meeting that this agenda was to consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the year ending 31 December 2023 and this agenda will be presented by **Mr. Nawapon Yaemchan, the Chief Financial Officer**.

Mr. Nawapon Yaemchan informed the Meeting that this agenda is a continuation of agenda 2 and the Company has continued to grow according to the reasons mentioned in agenda 2 and in order to comply with Section 56 of the SEC Act, Section 112 of the PLC Act as well as Article 39 of the Articles of Association of the Company, the Company is required to prepare the Statements Of Financial Position and the Statements Of Comprehensive Income at the end of the year of the Company and those of its subsidiaries for the year 2023 ending on 31 December 2023 as well as the auditor's report which had been audited and certified by the certified public accountant of the Company as set out in the 2023 Annual Report (Form 56-1 One Report) which is delivered to all shareholders together with this the 2024 Annual General Meeting of Shareholder notice as Enclosure 2.

The Board of Directors considered and deemed it appropriate to propose the 2024 Annual General Meeting of Shareholders to approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company and those of its subsidiaries for the year ended 31 December 2023 which had been audited and certified by the certified public accountant of the Company, subsequently were reviewed by the Audit Committee of the Company, and were approved by the Board of Directors'.

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman proposed the Meeting to consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the year ending 31 December 2023 which had been audited by the certified public accountant.

Resolution The Meeting has considered and resolved to approve the Statements of Financial Position and the Statements of Comprehensive Income for the year ending 31 December 2023 in accordance with the following votes:



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Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.

Remark: The resolution of this agenda item shall be passed by a majority vote of the total number of votes of the shareholders attending the meeting and entitled to vote. Those who abstained from voting are counted as the basis for counting votes.

Agenda Item 4: To consider and approve the appropriation of the annual net profit as a legal reserve

The Moderator informed the Meeting that this agenda was to consider and approve the appropriation of the annual net profit as a legal reserve and this agenda will be presented by **Mr. Thanakrit Kaewpaluch, Accounting Manager.**

Mr. Thanakrit Kaewpaluch informed the Meeting that in order to comply with Section 116 of the PLC Act and Article 45 of the Articles of Association of the Company, the Company shall appropriate part of its annual net profits to a legal reserve fund in an amount of not less than 5 (Five) percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than 10 (Ten) percent of the registered capital. According to the Company's Separate Financial Statements, the Company has a net profit of in the amount THB 43,587,999 (Forty-Three Million Five Hundred Eighty-Seven Thousand Nine Hundred and Ninety-Nine Thai Baht). And The Company proposes to allocate as a legal reserve in the amount of THB 2,200,000 (Two Million Two Hundred Thousand Thai Baht)

The Board of Directors considered and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appropriation of net profits for the year 2023 as a legal reserve funds in the amount of THB 2,200,000 (Two Million Two Hundred Thousand Thai Baht), which is equivalent to 5 (Five) percent of the annual net profits based upon the Separate Financial Statements.

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.



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There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman proposed the Meeting to consider and approve the appropriation of the annual net profit as a legal reserve.

Resolution The Meeting has considered and resolved to consider and approve the appropriation of the annual net profit as a legal reserve in the amount THB 2,200,000 (Two Million Two Hundred Thousand Baht), which is equivalent to 5 (Five) percent of the annual net profits based upon the Separate Financial Statements, in accordance with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000

Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.

Remark: The resolution of this agenda item shall be passed by a majority vote of the total number of votes of the shareholders attending the meeting and entitled to vote. Those who abstained from voting are counted as the basis for counting votes.

Agenda Item 5: To consider and approve the dividend payment of 2023 in the form of dividend stocks and dividends

The Moderator informed the Meeting that this agenda was to consider and approve the dividend payment of 2023 in the form of dividend stocks and dividends and this agenda will inform by **Mr. Thanakrit Kaewpaluch, Accounting Manager.**

Mr. Thanakrit Kaewpaluch informed the Meeting that, in order to comply with Section 115 of the PLC Act and Article 41 of the Articles of Association, Company shall not pay the dividend out of fund other than profits. In case that the Company sustains the accumulated loss, no dividends may be paid. In paying dividends, dividends must be paid according to the number of shares, each share equally.

The Company will distribute dividends to shareholders depending on the Company's operating results and the long-term returns of shareholders. In this regard, the Company has the Dividend Payment Policy to distribute the dividend at a rate of not less than 30 (Thirty) percent of the net profits, after the deducting legal reserve fund and any reserve specified by the Company. The dividend payment shall be considered from the Company's separate financial statements, depending on



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the net cash flow, the financial position, the Company's operating results and the investment plans each year, including the necessity and appropriateness and other future considerations.

According to the operational results of 2023, the Separate Financial Statements of the Company has shown that the Company has net profits of THB 43,587,999 (Forty-Three Million Five Hundred Eighty-Seven Thousand Nine Hundred Ninety-Nine Thai Baht). Therefore, the Company wishes and deems it appropriate to distribute the dividends to shareholders in form of stock dividend and in cash dividend in the total amount of THB 22,439,982.50 (Twenty-Two Million Four Hundred Thirty-Nine Thousand Nine Hundred and Eighty-Two Thai Baht Fifty Satang) of which details are as follows:

- 1) Paying the dividends in the form of ordinary shares to shareholders in the ratio of 25 (Twenty-Five) existing shares per 1 (One) dividend stock (25:1) by paying dividend shares at the rate of THB 0.02 (Zero Point Zero Two Baht) per share, equivalent to a total of stock dividend of not more than 14,959,988 shares (Fourteen Million Nine Hundred Fifty-Nine Thousand Nine Hundred and Eighty-Eight shares), at the par value of THB 0.50 (Fifty Satang), calculated as dividend shares totaling THB 7,479,994 (Seven Million Four Hundred Seventy Nine Thousand Nine Hundred and Ninety Four Thai Baht) and;
- 2) Paying the dividends in cash at the rate of THB 0.04 (Zero point Zero Four Baht) per share, or the total dividend value including withholding tax is of THB 14,959,988.50 (Fourteen Million Nine Hundred Fifty-Nine Thousand Nine Hundred and Eighty-Eight Thai Baht Fifty Satang).

However, in the case that any shareholder has a fraction of ordinary shares after the calculation for paying stock dividends, the Company will pay dividends in replacement cash at the rate of THB 0.02 (Zero Point Zero Two Thai Baht) per share.

In this regard, the Company has scheduled Wednesday 8 May 2024 as the date for determining the names of shareholders who are entitled to receive dividends (Record Date) and scheduled to pay dividends to shareholders by Monday 27 May 2024.

The Company has prepared a table summarizing dividend payment information for the year 2023 of which details are as follows:



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Table summarizing dividend payment information for the year 2023			
Type of dividend payment	Number of issued and paid-up shares (shares)	Amount (THB)	Payout ratio per share (THB)
1. Ordinary shares at the rate of 25 original shares per 1 dividend share.	373,999,708	7,479,994.00	0.02
2. Cash	373,999,708	14,959,988.50	0.04
Total	373,999,708	22,439,982.50	0.06

The Board of Directors considered and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to approve the dividend payment for the year 2023 from annual net profit by offers to distribute the dividends in the form of ordinary shares and cash calculated as the total dividend value of THB 22,439,982.50 (Twenty-Two Million Four Hundred Thirty-Nine Thousand Nine Hundred Eighty-Two Thai Baht Fifty Satang) to the shareholders of the Company. In this regard, the Company will schedule Wednesday 8 May 2024 as the date to determine the names of the shareholders who are entitled to dividend payment (Record Date) and Monday 27 May 2024 is scheduled as the date for dividend payment. However, such the right to receive dividend is still uncertain, as this matter is required to be further approved by the 2024 Annual General Meeting of Shareholders.

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman proposed the Meeting to consider and approve the dividend payment of 2023 in the form of dividend stocks and dividends.

Resolution The Meeting has considered and resolved to consider and approve the dividend payment of 2023 in the form of dividend stocks and dividends by offer to distribute the dividends to shareholders in stock and in cash, accounting for the total dividend value of THB 22,439,982.50 (Twenty-Two Million Four Hundred Thirty-Nine Thousand Nine Hundred and Eighty-Two Baht Fifty Satang). The Company scheduled Wednesday, 8 May 2024 as the date to determine the names of the shareholders who are entitled to dividend payment (Record Date) and Monday, 27 May 2024 as the date for dividend payment in accordance with the following votes:



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Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000

Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand Nineteen) votes.

Remark: The resolution of this agenda item shall be passed by a majority vote of the total number of votes of the shareholders attending the meeting and entitled to vote. Those who abstained from voting are counted as the basis for counting votes.

Agenda Item 6: To consider and approve the re-election of the directors who are due to retire by rotation.

The Moderator informed the Meeting that this agenda was to consider and approve the re-election of the directors who are due to retire by rotation and this agenda will be presented by **Mr. Suebpong Ketnute, Chairman of the Nomination and Remuneration Committee.**

Mr. Suebpong Ketnute informed the Meeting that in order to comply with Section 71 of the PLC Act and Article 17 of the Articles of Association of the Company, it is required that, at every annual general meeting of shareholders, 1/3 (One-Third) of the directors shall retire from the office. If the number of directors is not a multiple of 3 (Three), then the number nearest to 1/3 (One-Third) shall retire from the office. In this regard, a director who vacates office under this provision may be re-elected.

Currently, the Company has a total of 11 (Eleven) directors. In the 2024 Annual General Meeting of Shareholders, there are 4 (Four) directors who are required to retire from the office as follows:

1. Mr. Pramoth Singhanue Member of the Audit Committee/
Independent Director
2. Mr. Thanachat Thanasettagone Member of the Audit Committee/
Independent Director
3. Ms. Chonatee Twiltermsup Director/Member of the Environmental Social
Governance and Risk Committee (ESG&R)



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4. Dr. Suebpong Atichartakarn Director/
Member the Environmental Social Governance
and Risk Committee (ESG&R)

In this regard, the Company has provided the shareholders with the opportunity to nominate persons to be elected as directors in advance for the 2024 Annual General Meeting of Shareholders, starting from 30 January 2024 to 29 February 2024, via the Company's website in accordance with the Company's nomination process. It appeared that no shareholder nominating a person to be elected as a director of the Company.

The Nomination and Remuneration Committee and the Board of Directors has in addition followed the guidelines for nominating directors by considering the suitability, qualifications, education, experiences, skills, professional expertise, including the composition of the total number of directors of the Company, as well as the efficiency and the performance as the director of the Company in the past, with all due circumspection. It turned out that those 4 (Four) directors, who are due to retire by rotation, are qualified and suitable for the Company's business operations, including that, in the past, all directors perform of their duties well and efficiently and were able to express their opinions independently and in accordance with the relevant rules.

In addition, the Nomination and Remuneration Committee and the Board of Directors has additionally considered the qualifications, and practice duties of independent directors of **Mr. Pramoth Singhanue** and **Mr. Thanachat Thanasettagone** and are of the opinion that **Mr. Pramoth Singhanue** and **Mr. Thanachat Thanasettagone** have complete qualifications as independent directors according to the announcement and such criteria also has experience and specialized expertise which is extremely beneficial to the Company's business, as well as being able to express opinions and provide various suggestions regarding the Company's operations freely. In addition, if appointed this time, **Mr. Pramoth Singhanue** will serve as an independent director for 17 (Seventeen) consecutive years (holding the position of member of the Audit Committee and Independent Director of the Company since 4 December 2007). However, the Board of Directors (excluding interested directors) are of the opinion that he has performed his duties in accordance with Section 89/7 of the SEC Act and has all the qualifications of an independent director. Since becoming a director of the Company, he has never been a conflict of interest with the Company and make decisions on various agendas for the highest benefit of the Company and shareholders at all times. In addition, maintaining knowledgeable and capable independent directors with the Company. It will result in the Company receiving benefits and saving costs recruiting new independent directors Therefore, **Mr. Pramoth Singhanue** was nominated to be a member of the Audit Committee and Independent Directors for another 1 (One) term. In this regard, it is proposed to appoint directors who must retire from office upon the said term to return to the position for another term.



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The Board of Directors (excluding directors with conflicts of interest) has considered and deemed that the 4 (Four) directors who are due to retire by rotation are qualified and adequate with the Company's business. It appropriate to propose to 2024 Annual General Meeting of Shareholders to approve the re-election of the 4 (Four) directors who are due to retire by rotation to return to the position for another term has been reviewed by the Nomination and Remuneration Committee at the Nomination and Remuneration Committee meeting No.1/2024 and received approval from the Board of Directors meeting at the Board of Directors meeting No.1/2024

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman proposed the Meeting to consider and approve the re-election of the directors who are due to retire by rotation to return to the position for another term. This agenda item will cast for each nominated director

Resolution The Meeting has considered and resolved 4 (Four) directors who are due to retire by rotation, namely as follows (1) Mr. Pramoth Singhanue (2) Mr. Thanachat Thanasettagone (3) Ms. Chonatee Twiltermsup and (4) Dr. Suebpong Atichartakarn to return to the position for another 1 (One) term in accordance with the following votes:

6.1 Mr. Pramoth Singhanue

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000

Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.



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6.2 Mr. Thanachat Thanasettagone,

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000
Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.		

6.3 Ms. Chonatee Twiltermsup

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000
Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.		

6.4 Dr. Suebpong Atichartakarn

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000



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Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.		

Remark: The resolution of this agenda item shall be passed by a majority vote of the total number of votes of the shareholders attending the meeting and entitled to vote. Those who abstained from voting are counted as the basis for counting votes. In this regard, this agenda item will cast for each nominated director.

Agenda Item 7: To consider and approve the remuneration of the Board of Directors and sub-committees for the year 2024.

The Moderator informed the Meeting that this agenda was to consider and the remuneration of directors and sub-committees for the year 2024. And this agenda will be presented by **Mr. Suebpong Ketnute, Chairman of the Nomination and Remuneration Committee.**

Mr. Suebpong Ketnute informed the Meeting that to comply with Section 90 of the PLC Act and Article 23 of the Articles of Association of the Company, the directors are entitled to receive the remuneration in form of rewards, meeting allowance, bonus or benefits in other forms in accordance with the resolution of the shareholders 'Meeting. Under the process of the determination of the directors' remuneration, the Nomination and Remuneration Committee shall practically consider remuneration in regards to the size of the business, the responsibilities of the directors, and the comparison with the range of remuneration of other listed companies on the Stock Exchange of Thailand which their Market Capitalization are as similar as that of the Company, the remuneration of Directors and Sub-Committees of the Company for the year 2024 are as follows:



1. Meeting allowance and monthly compensation

Board/Committee	Meeting allowance (Baht per time)	Monthly compensation (Baht)
Board of Directors		
- Chairman of the Board of Directors	9,000	-
- Director	6,000	-
Sub Committees		
- Chairman of the Sub Committees	7,000	-
- Member of the Sub Committees	6,000	-
Independent directors	-	10,000

2. Director bonus

Exceeding not more than THB 1,000,000 (One Million Thai Baht)

3. Compensation that is any other benefits (Excluding benefits provided to general employees)

The Board of Directors' Meeting No. 1/2024 resolved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the issuance and offering of shares (ESOP: Employee Stock Option Program) to directors, executives, and employees of the Company and those of its subsidiaries.

The 2024 Annual General Meeting of Shareholders has resolved to approve the issuance and offering ESOP shares to all 11 (Eleven) directors of the Company, in an amount not exceeding 6,700,000 (Six Million Seven Hundred Thousand) shares.

Details of the issuance and offering of newly-issued ordinary share to directors, executives, and employees of the Company and those of its subsidiaries are shown in Enclosure10.

In this regard, in the allocation of ESOP shares, no director will be allocated ESOP shares in excess of 5 percent (Five) of the total number of ESOP shares offered for sale at this time.



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The Board of Directors considered and deemed it appropriate to purpose to the 2024 Annual General Meeting of Shareholders via electronic means to consider approval the remuneration of the Board of Directors and sub-committees for the year 2024 within an amount of not exceeding THB 3,000,000 (Three Million Thai Baht). The proposed compensation is appropriate compared to the Company's operating results. In this regard, the compensation for the Company's Board of Directors is determined and sub-committees for the year 2024 have been reviewed by the Nomination and Remuneration Committee which was held at the Nomination and Remuneration Committee meeting No.4/2023 and received approval from the Board of Directors meeting which was held at the Board of Directors' meeting No.4/2023. In this regard, delegating the Board of Directors or the person assigned by the Board of Directors is empowered to change the details of directors' remuneration, but it must not exceed the limit of THB 3,000,000 (Three Million Thai Baht) as approved by the shareholder meeting. The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman proposed the Meeting to consider and the remuneration of the Board of Directors and sub-committees for the year 2024.

Resolution The Meeting has considered and resolved to consider and the remuneration of the Board of Directors and sub-committees for the year 2024 in the amount of not exceed the limit of THB 3,000,000 (Three Million Thai Baht), in accordance with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000
Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.		

Remark: The resolution on this agenda item shall be passed by the votes of no less than 2/3 (two-thirds) of the total votes cast by the shareholders attending the Meeting



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Agenda Item 8: To consider and approve the appointment of the auditors, and the determination of the audit fee for the year 2024.

The Moderator informed the Meeting that this agenda was to consider and approve the appointment of the auditors, and the determination of the audit fee for the year 2024 and this agenda will be presented by **Mr. Surachai Sothivorakul the Chairman of the Audit Committee.**

Mr. Surachai Sothivorakul informed the Meeting that in order to comply with Section 120 of the PLC Act and Article 36 of the Articles of Association of the Company, at an annual general meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the Company. In appointing an auditor, the former auditor may be re-appointed. In addition, according to the Announcement of the Capital Market Supervisory Board No. Torjor 44/2013 RE: Criteria, conditions and procedures for reporting disclosure of information on the financial position and operating results of the issuing company Clause 23, requires the Company to arrange for an auditor rotation. In the event that any auditor has performed the duty of reviewing or auditing and expressing opinions on the Company's financial statements for 7 (seven) fiscal years, whether consecutive or not the Company will be entitled to appoint such auditor after at least 5 (Five) consecutive fiscal years has been passed

In this regard, the Audit Committee has therefore considered the selection of auditors for the year 2024 and proposed them to the Board of Directors. The Board of Directors agreed to propose to the 2024 Annual General Meeting of Shareholders to consider appointing auditors from the EY Office Limited (“EY”) to be the Company's auditor for the year 2024, numbering 3 (Three) persons, namely:

No.	Name of the auditors	Certified Public Accountant No.	The number of years certified financial statements of the Company
1	Miss Suphannee Triyanantakul	4498	2 years
2	Miss Wathu Khayankarnavee	5423	2 years
3	Miss Issaraporn Wisutthiyan	7480	2 years

Moreover, the determination of the audit fee for the year 2024 is in amount of THB 2,010,000 (Two Million Ten Thousand Thai Baht). In the case that these auditors above are unable to perform their duties, EY shall arrange for other of its auditors to audit the accounts and report their opinions on the Financial Statements of the Company in lieu of the aforementioned auditors. And the determination of the audit fee for the year 2024 for the Company and those of its subsidiaries in amount of THB 3,930,000 (Three Million Nine Hundred Thirty Thousand Thai Baht). The comparison of the audit fee is set out below:



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Audit fee	2023	2024 (Purposed year)
Audit-Fee	1,900,000	2,010,000
Non-Audit Fee	98,361	None

In this regard, all 3 (Three) auditors are not shareholders of the Company, do not have relationship with the Company, do not have any conflict of interest with the Company, the subsidiaries of the Company, the executives, the majority shareholders, or the related person(s) of the aforementioned person(s) and do not provide any advisory service to the Company. In this regard, the Company has its subsidiaries and all subsidiaries appoint the auditors from EY to be their auditors as well.

In this regard, the Company's auditors for the year 2024, the Audit Committee has considered and selected auditors based on performance, experience, and readiness of personnel. Having acceptable standards of performance independence and the audit fee rate proposed by the auditor. And deems it appropriate to propose auditors from EY to be the Company's auditors which is the same auditing office as the subsidiary company because EY provides a good standard of work, has expertise in auditing, has independence and offer appropriate audit fees and has determined the audit fee of the Company's and subsidiaries for the year 2024 of THB 2,010,000 (Two Million Ten Thousand Thai Baht) and when including the audit fees of the subsidiaries in the group. The Company will have a total audit fee of THB 3,930,000 (Three Million Nine Hundred Thirty Thousand Thai Baht).

The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to approve of the appointment of 3 (Three) auditors from EY to be the Company's auditor for the year 2024 and approve the determination of the Company's audit fee for the year 2024 in the amount of THB 2,010,000 (Two Million Ten Thousand Thai Baht) and in the event that the auditor is unable to perform his duties and have EY procure another certified public accountant from the office to audit the accounts and express opinions on the company's financial statements on behalf of such auditor and has determined the remuneration for the audit of the Company's accounts and subsidiaries for the year 2024 in an amount not exceeding THB 3,930,000 (Three Million Nine Hundred Thirty Thousand Thai Baht).

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman proposed the Meeting and approve the appointment of the auditors, and the determination of the audit fee for the year 2024.

Resolution The Meeting has considered and resolved and approve the appointment of the auditors, and the determination of the audit fee for the year 2024 in the amount of THB 2,010,000 (Two Million Ten Thousand Thai Baht) and in the event that the auditor is unable to perform his duties and have EY procure another certified public accountant from the office to audit the



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เลขที่ 406 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310
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accounts and express opinions on the Company's financial statements on behalf of such auditor and has determined the remuneration for the audit of the Company's accounts and subsidiaries for the year 2024 in an amount not exceeding THB 3,930,000 (Three Million Nine Hundred Thirty Thousand Thai Baht), in accordance with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000

Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.

Remark: The resolution of this agenda item shall be passed by a majority vote of the total number of votes of the shareholders attending the meeting and entitled to vote. Those who abstained from voting are counted as the basis for counting votes.

Agenda Item 9: To consider and approve amendments to the Company’s objectives and amending the memorandum of association.

The Moderator informed the Meeting that this agenda was to consider and approve the amendments to the Company’s objectives and amending the memorandum of association and this agenda will be presented by **Miss Nujarin Samudwech, Company Secretary**.

Miss Nujarin Samudwech informed the Meeting in order to comply with Section 136 of the PLC Act and Article 35 of the Articles of Association of the Company, they provide that the Company will be able to amend the memorandum of association of the Company when the Company receives approval with a vote of not less than 3/4 (Three-Quarters) of the total number of votes of shareholders who attend the meeting and entitled to vote. And in order to be in line with the 5 (Five) years strategic plan and the Company’s long-term investments and future business operations, the Company therefore wishes to amend and add the Company’s objectives and amend the memorandum of association to be consistent with the amendments and additions of the Company’s objectives. By adding 1 (One) new objective. The details are as follows:

“(64) Providing testing services for heat pumps (Heat pump) refers to energy-saving water heaters using the principle of exchanging heat energy from air to water.”



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And consider amending Clause.3 of the Memorandum of Association to be consistent with adding the Company's objectives as follows:

Previously Clause 3. The Company's objectives had 63 clauses.

Amended to Clause 3. The company's objectives have 64 clauses.

In the operations mentioned above propose to assign the Board of Directors and/or persons assigned by the Board of Directors to register the Company's additional objective and amending the memorandum of association at the Department of Business Development. The Ministry of Commerce has the power to amend and add words to comply with the registrar's orders.

The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider approving the amendment of the Company's objectives and amending the memorandum of association to be in line with the Company's long-term strategy and investment and future business operations and assigned to the Board of Directors and/or persons assigned by the Board of Directors to register the Company's additional objectives, and amending the memorandum of association at the Department of Business Development, the Ministry of Commerce to be in line with the registrar's orders.

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman proposed the Meeting to consider and approve amendments to the Company's objectives and amending the memorandum of association.

Resolution The Meeting has considered and resolved to consider and approve amendments to the Company's objectives and amending the memorandum of association and assigned to the Board of Directors and/or persons assigned by the Board of Directors to register the Company's additional objectives. And amending the memorandum of association at the Department of Business Development, the Ministry of Commerce has the power to amend and add words to comply with the registrar's orders in accordance with the following votes:



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Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000
Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.		

Remark: The resolution on this agenda item shall be approved by votes of not less than 3/4 (three-quarters) of the total number of votes of the shareholders attending the meeting and entitled to vote. Those who abstained from voting are counted as the basis for counting votes.

Agenda Item :10 To consider and approve the decrease of the Company’s registered and amending the memorandum of association to be consistent with the decreased of registered capital

The Moderator informed the Meeting that this agenda was to consider and approve the decrease of the Company’s registered and amending the memorandum of association to be consistent with the decreased of registered capital, and this agenda will be presented by **Miss Nujarin Samudwech, Company Secretary**.

Miss Nujarin Samudwech informed the Meeting that the Company has unsold/unpaid ordinary shares, remaining from the dividend allocation according to the resolution of the 2022 Annual General Meeting of Shareholders, in the amount of 292 shares (Two Hundred and Ninety-two shares). Therefore, the Company intends to decrease the registered capital of the Company of THB 146 (One Hundred and Forty-Six Thai Baht) from its existing registered capital of THB 187,000,000.00 (One Hundred and Eighty-seven Million Thai Baht) to be the new registered capital of THB 186,999,854.00 (One Hundred Eighty Six Million Nine Hundred Ninety-nine Thousand Eight Hundred and Fifty-four Thai Baht) by eliminating the unallocated ordinary shares of 292 shares (Two Hundred and Ninety-two shares), at the par value of THB 0.50 (Fifty Satang), which are the remaining ordinary shares from the allocation of additional ordinary shares to pay stock dividends to shareholders under the resolution of the 2022 annual general meeting of shareholders, with details appearing in the capital increase report form (F53-4) as per Enclosure 9, which has been delivered to all shareholders together with this the 2024 Annual General Meeting of Shareholder notice.

In order to be consistent with the above decrease of the registered capital, the Company has to amend Clause 4 of the Company's Memorandum of Association as follows:



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“Clause 4.	Registered Capital	186,999,854.00	(One Hundred Eighty-six Million Nine Hundred Ninety-nine Thousand Eight Hundred and Fifty-Four Baht)
	Equivalent to	373,999,708 Shares	(Three Hundred Seventy-three Million Nine Hundred Ninety-nine Thousand Seven Hundred and Eight Shares)
	Par value	0.50 Baht	(Fifty Satang)
	Divided into:		
	Ordinary share	373,999,708 Shares	(Three Hundred Seventy-three Million Nine Hundred Ninety-nine Thousand Seven Hundred and Eight Shares)
	Preferred share	- Shares	(-)”

To carry out such abovementioned processes, the Board of Directors' meeting proposed to assign to the Board of Directors and/or persons assigned by the Board of Directors to proceed with the registration of the amendment of the Company's Memorandum of Association at the Ministry of Commerce, Department of Business Development and to have power to amend and add the wording in order to comply with the Registrar's orders.

The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider approving the decrease of the Company's registered capital in the amount of THB 146 (One Hundred and Forty-Six Thai Baht) from existing registered capital THB 187,000,000 (One Hundred and Eighty-seven Million Thai Baht) to be the new registered capital amount THB 186,999,854 (One Hundred Eighty Six Million Nine Hundred Ninety-nine Thousand Eight Hundred and Fifty-Four Thai Baht) by eliminating the unallocated ordinary shares of 292 shares (Two hundred and Ninety-two shares), at the par value of THB 0.50 (Fifty Satang), which are ordinary shares remaining from the allocation of additional ordinary shares to pay stock dividends to shareholders under the resolution of the 2022 Annual General Meeting of Shareholder, with the details appearing in the Capital Increase Report Form (F53-4) as per Enclosure 9, and, proposed to assign to the Board of Directors and/or persons assigned by the Board of Directors to proceed with the registration of the amendment of the Company's Memorandum of Association at the Ministry of Commerce, Department of Business Development and to have power to amend and add the wording in order to comply with the Registrar's orders.



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The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda.

The Chairman proposed the Meeting to approve the decrease of the Company's registered and amending the memorandum of association to be consistent with the decreased of registered capital.

Resolution The Meeting has considered and resolved to approve the decrease of the Company's registered and amending the memorandum of association to be consistent with the decreased of registered capital and assigned by the Board of Directors and/or persons assigned by the Board of Directors to proceed with the registration of the amendment of the Company's Memorandum of Association at the Ministry of Commerce, Department of Business Development and to have power to amend and add the wording in order to comply with the Registrar's orders in accordance with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000
Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.		

Remark: The resolution of this agenda item shall be approved by votes of not less than 3/4 (three-quarters) of the total number of votes of the shareholders attending the meeting and entitled to vote. Those who abstained from voting are counted as the basis for counting votes.

Agenda Item :11 To consider and approve the increase of the Company's registered and amending the memorandum of association to be consistent with the increased of registered capital.

The Moderator informed the Meeting that this agenda was to consider and approve the increase of the Company's registered and amending the memorandum of association to be consistent with the increased of registered capital, and this agenda will be presented by **Miss Nujarin Samudwech, Company Secretary.**

Miss Nujarin Samudwech informed the Meeting that the Company wishes to increase of the Company's registered capital in amount of THB 16,829,494.00 (Sixteen Million Eight Hundred



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Twenty-nine Thousand Four Hundred and Ninety-four Thai Baht) from the existing registered capital of THB 186,999,854.00 (One Hundred Eighty-Six Million Nine Hundred Ninety-Nine Thousand Eight Hundred and Fifty-Four Thai Baht) to be the new registered capital of THB 203,829,348 (Two Hundred Three Million Eight Hundred Twenty-nine Thousand Three Hundred and Forty-eight Thai Baht) by issuing the newly-issued ordinary shares of 33,658,988 shares (Thirty Three Million Six Hundred Fifty-eight Thousand Nine Hundred and Eighty-eight Shares), at the par value of THB 0.50 (Fifty Satang) , to be underlying the dividend payment for the year 2024 to be distributed in the form of dividend stock in the amount of 14,959,988 shares (Fourteen Million Nine Hundred Fifty-nine Thousand Nine Hundred and Eighty-eight Shares) according to agenda 5 and to be allocated to directors, executives, and employees of the Company and those of its subsidiaries under the Employee Stock Option Program (ESOP) in the amount of 18,699,000 shares (Eighteen Million Six Hundred and Ninety-nine Thousand Shares) according to agenda 12 and agenda 13, with details appearing in the capital increase report form (F53-4) as per Enclosure 9 which has been delivered to all shareholders together with the 2022 Annual General Meeting of Shareholders the 2024 Annual General Meeting of Shareholder notice.

In this regard, in order to be consistent with the above increase in registered capital, the Company has to amend Clause 4 of the Company's Memorandum of Association as follows:

“Clause 4.	Registered Capital	203,829,348.00 Baht	(Two Hundred Three Million Eight Hundred Twenty-nine Thousand Three Hundred and Forty-eight Baht)
	Equivalent to	407,658,696 Shares	(Four Hundred Seven Million Six Hundred Fifty-eight Thousand Six Hundred and Ninety-six Shares)
	Par value	0.50 Baht	(Fifty Satang)
	Consisting of:		
	Ordinary share	407,658,696 Shares	(Four Hundred Seven Million Six Hundred Fifty-eight Thousand Six Hundred and Ninety-six Shares)
	Preferred share	- Shares	(-)”



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To carry out such abovementioned processes, the Board of Directors' meeting proposed to assign to the Board of Directors and/or persons assigned by the Board of Directors to proceed with the registration of the amendment of the Company's Memorandum of Association at the Ministry of Commerce, Department of Business Development and to have power to amend and add the wording in order to comply with the Registrar's orders.

The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider approve the increase of the Company's registered capital in amount of THB 16,829,494 (Sixteen Million Eight Hundred Twenty-nine Thousand Four Hundred and Ninety-four Thai Baht) from the existing registered capital of THB 186,999,854.00 (One Hundred Eighty-six Million Nine Hundred and Ninety-nine Thousand Eight Hundred and Fifty-four Thai Baht) to be the new registered capital of THB 203,829,348 (Two Hundred Three Million Eight Hundred Twenty-nine Thousand Three Hundred and Forty-eight Thai Baht) by issuing the newly-issued ordinary shares of 33,658,988 shares (Thirty-three Million Six Hundred Fifty-eight Thousand Nine Hundred and Eighty-eight Shares), at the par value of THB 0.50 (Fifty Satang), and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, and proposed to assign to the Board of Directors and/or persons assigned by the Board of Directors to proceed with the registration of the amendment of the Company's Memorandum of Association at the Ministry of Commerce, Department of Business Development and to have power to amend and add the wording in order to comply with the Registrar's orders.

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman proposed the Meeting to approve the increase of the Company's registered and amending the memorandum of association to be consistent with the increased of registered capital.

Resolution The Meeting has considered and resolved to approve the increase of the Company's registered and amending the memorandum of association to be consistent with the increased of registered capital and assigned to the Board of Directors and/or persons assigned by the Board of Directors to proceed with the registration of the amendment of the Company's Memorandum of Association at the Ministry of Commerce, Department of Business Development and to have power to amend and add the wording in order to comply with the Registrar's orders, in accordance with the following votes:



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Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000
Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.		

Remark: The resolution of this agenda item shall be approved by votes of not less than 3/4 (three-quarters) of the total number of votes of the shareholders attending the meeting and entitled to vote. Those who abstained from voting are counted as the basis for counting votes.

Agenda Item :12 To consider and approve the allocation of newly issued ordinary shares to support the dividend payment and to support the offering to directors, Executives and employees of the Company and those of its subsidiaries (ESOP)

The Moderator informed the Meeting that this agenda was to consider and approve the allocation of newly issued ordinary shares to support the dividend payment and to support the offering to directors, Executives and employees of the Company and those of its subsidiaries (ESOP), and this agenda will be presented by **Miss Nujarin Samudwech, Company Secretary.**

Miss Nujarin Samudwech informed the Meeting that according to Agenda item 11, which was proposed to the 2024 Annual General Meeting of Shareholders to consider and approve the increase of the registered capital of the Company and the amendment of the Memorandum of Association to be in line with the increase of the registered capital of the Company in the amount of THB 16,829,494.00 (Sixteen Million Eight Hundred Twenty-nine Thousand Four Hundred and Ninety-four Thai Baht) from the existing registered capital of THB 186,999,854.00 (One Hundred and Eighty-Six Million Nine Hundred Ninety-nine Thousand Eight Hundred and Fifty-four Thai Baht) to the new registered capital of THB 203,829,348 (Two Hundred Three Million Eight Hundred Twenty-nine Thousand Three Hundred and Forty-eight Thai Baht) by issuance of 33,659,988 newly issued ordinary shares (Thirty-three Million Six Hundred Fifty-nine Thousand Nine Hundred and Eighty-eight), at the par value of THB 0.50 (Fifty Satang).

Therefore, the Company intends to allocate newly issued ordinary shares in the amount of 33,659,988 shares (Thirty-Three Million Six Hundred Fifty-nine Thousand Nine Hundred and Eighty-eight Shares) as detailed below.



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1. The allocation of the newly issued ordinary shares in the amount of 14,959,988 shares (Fourteen Million Nine Hundred Fifty-nine Thousand Nine Hundred and Eighty-eight Shares), at the par value of THB 0.50 (Fifty Satang), to reserve for the stock dividends payment. The Company shall allocate dividend shares at the rate of 25 (Twenty-Five) original shares per 1 (One) dividend share, calculated as dividend payment at the rate of THB 0.02 (Zero point zero two Thai Baht) per share.

In this regard, the Company has set the Record Date on Wednesday, 8 May 2024 and the dividend payment to shareholders on Monday, 27 May 2024. However, the dividend payment must be approved by the 2024 Annual General Meeting of Shareholders.

2. The allocation of the newly issued ordinary shares in the amount of 18,699,000 shares (Eighteen Million Six Hundred and Ninety-nine Thousand Shares), at the par value of THB 0.50 (Fifty Satang), to reserve for the offering to directors, executives, and employees of the Company and those of its subsidiaries (ESOP).

The Board of Directors proposes to assign the Chairman or a person authorized by the Board of Directors to authorize by the 2024 Annual General Meeting of Shareholders to take any action necessary to issue and offer shares for sale to directors, executives and employees of the Company and those of its subsidiaries (ESOP), including but not limited to processes as follows:

- 1) To consider determining the list of executives and employees who are entitled to receive ESOP shares and the number of ESOP shares that such executives and employees will receive.
- 2) To change, increase or decrease the number of ESOP shares of executives, employees that have already been allocated.

The details of the allocation of newly issued ordinary shares appear in the Capital Increase Report Form (F 53-4) and the Information Memorandum of the offering of newly issued ordinary shares to directors, executives, and employees of Peerapat Technology Public Company Limited and those of its subsidiaries (ESOP) Enclosure 9 and Enclosure 10, respectively, which has been delivered to all shareholders together with the 2024 Annual General Meeting of Shareholder notice.

The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the allocation of 33,658,988 newly issued ordinary shares (Thirty-three Million Six Hundred Fifty-eight Thousand Nine Hundred and Eighty-eight) with details of the allocation of newly issued ordinary shares as follows:



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1. The allocation of the newly issued ordinary shares in the amount of 14,959,988 shares (Fourteen Million Nine Hundred Fifty-nine Thousand Nine Hundred and Eighty-eight Shares), at the par value of THB 0.50 (Fifty Satang), to reserve for the stock dividends payment. The Company shall allocate dividend shares at the rate of 25 (Twenty-five) original shares per 1 (One) dividend share, calculated as dividend payment at the rate of THB 0.02 (Zero Point Zero Two Baht) per share.
2. The allocation of the newly issued ordinary shares in the amount of 18,699,000 shares (Eighteen Million Six Hundred and Ninety-nine Thousand shares), at the par value of THB 0.50 (Fifty Satang) per share, to reserve for the offering to directors, executives, and employees of the Company and those of its subsidiaries (ESOP).

The Board of Directors proposes to assign the Chairman or a person authorized by the Board of Directors to authorize the 2024 Annual General Meeting of Shareholders to take any action necessary to issue and offer shares for sale to directors, executives and employees of the Company and those of its subsidiaries (ESOP), including but not limited to processes as follows:

- 1) To consider determining the list of executives and employees who are entitled to receive ESOP shares and the number of ESOP shares that each of such executives and employees will receive.
- 2) To change, increase or decrease the number of ESOP shares of each of executives, employees that have already been allocated.

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman proposed the Meeting to approve the allocation of newly issued ordinary shares to support the dividend payment and to support the offering to directors. Executives and employees of the Company and those of its subsidiaries (ESOP).

Resolution The Meeting has considered and resolved to approve the allocation of newly issued ordinary shares to support the dividend payment and to support the offering to directors. Executives and employees of the Company and those of its subsidiaries (ESOP), in accordance with the following votes:



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Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	181,593,019	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	181,593,019	100.0000
Total of 38 (Thirty-Eight) shareholders representing 181,593,019 (One Hundred Eighty-One Million Five Hundred Ninety-Three Thousand and Nineteen) votes.		

Remark: The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and entitled to vote. Those who abstained from voting are counted as the basis for counting votes.

Agenda Item 13: To consider and approve the issuance and offering of shares (ESOP: Employee Stock Option Program) to directors, executives and employees of the company and those of its subsidiaries

The Moderator informed the Meeting that this agenda was to consider and approve the issuance and offering of shares (ESOP: Employee Stock Option Program) to directors, executives and employees of the company and those of its subsidiaries, and this agenda will inform by **Miss Nujarin Samudwech, Company Secretary**.

Miss Nujarin Samudwech informed the Meeting that to reward the contributions and performance of the Company's directors, executives, employees and those of its subsidiaries who have shown exceptional dedication towards advancing the Company's interests and enhancing shareholder value. To serve as an incentive for retaining executives and employees who have highly skilled and irreplaceable personnel, thereby encouraging them to continue their association with the Company over the long term to achieve strategic business objectives. To maintain personnel with knowledge and ability to continue working with the Company over the long term. To align employees' interests more closely with those of the shareholders by offering them a stake in the Company, fostering a shared commitment to the Company's success and prosperity.

The Company intends to issue and offer the newly issued ordinary shares of the Company (ESOP: Employee Stock Option Program) which will be allocated to directors, executives, and employees of the Company and those of its subsidiaries (ESOP: Employee Stock Option Program) (“**PRAPAT ESOP SCHEME**”), not exceeding 18,699,000 shares (Eighteen Million Six Hundred and Ninety-nine Thousand Shares), at the par value of THB 0.50 (Fifty Satang), which represents 5 (five) percent of the total number of shares sold of the Company. The Company considers that the issuance and offering of shares under the PRAPAT ESOP SCHEME is appropriate. The details are as follows:



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Peerapat Technology Public Company Limited

ทะเบียนเลขที่ 0107551000231 Registration No. 0107551000231
เลขที่ 406 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310
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Name of securities : The ordinary shares of Peerapat Technology Public Company Limited issued to the directors, executives, and employees of the Company and those of its subsidiaries ("ESOP shares")

Type : Newly-issued ordinary share

Number of ESOP : Not exceeding 18,699,000 shares (Eighteen Million Six Hundred and Ninety-nine Thousand Shares), at the par value of THB 0.50 (Fifty Satang), which represents approximately 5.00 (Five point Zero Zero) percent of the 373,999,708 shares (Three Hundred Seventy-three Million Nine Hundred Ninety-nine Thousand Seven Hundred and Eight shares), which is the total number of paid-up shares of the Company as the date that the Company has been granted the approval by the 2024 Annual General Meeting of Shareholders to approve PRAPAT ESOP SCHEME.

Issuance date : The date to be determined by the President of the Company or the person delegated by the Board of Directors. Upon the fact that after the Company has been approved by 2024 Annual General Meeting of Shareholders to issue and offer ESOP shares according to the PRAPAT ESOP SCHEME.

Offering method : This issuance of ESOP shares will be offered to the directors, executives, and employees of the Company and those of its subsidiaries. The President of the Company or the person delegated by the Board of Directors will be authorized to consider and determine other details and conditions in relation to the issuance and offering of the ESOP shares under the criteria, conditions, and methods to be specified and approved by the shareholders' meeting.

Offering price per share : The offering price of ESOP shares under the PRAPAT ESOP SCHEME will be determined by the President of the Company or the person delegated by the Board of Directors.

The offering price of such ESOP shares can be discounted but must not exceed 10 (Ten) percent of the market price as specified in the Notification of the Capital Market Supervisory Board regarding the calculation of the securities offering price and determination of the market



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price for consideration of the offering of the newly- issued shares.

“Market price” means the weighted average price of shares on the SET over the past 15 (Fifteen) consecutive business days before the date the ESOP shares are issued and offered for sale.

“The date of setting the offering price” means the date on which the President of the company or the person delegated by the Board of Directors set to be the date of issuance and offering of ESOP shares under the PRAPAT ESOP SCHEME. The subscription date of ESOP will be announced within 2 (Two) business days before the day that offers ESOP shares. The offering period will be 5 (Five) business days.

Offering period : The Company shall issue and offer of ESOP shares within 1 (One) year from the date that the Meeting of the Shareholders of the Company resolved to approve the issuance and offering of the ESOP shares. The Company will offer ESOP shares at one time.

Rights and benefits other than those normally attached to the ordinary shares : -None-

Secondary market of the ESOP shares : The Company will list the issued ESOP shares as the securities on the MAI Stock Market. (“MAI”) or the Stock Exchange that common shares of the Company are listing in that time.

Mr. Suebpong Ketnute informed the Meeting that this agenda is important as many companies tend to give shares to executives and employees. Over the past 3 (three) years, although the Company has grown and profits have increased, the Company has had a higher employee turnover rate than the market average. Therefore, a clear PRAPAT ESOP SCHEME has been implemented to retain excellent employees. The PRAPAT ESOP SCHEME will not exceed 5% (five percent) of the total shares issued by the Company, and the price will not exceed 10% (ten percent) of the market price, as an incentive measure for employees.

The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the issuance and offering of the newly issued ordinary share for directors, executives, and employees of the Company and those of its subsidiaries



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PRAPAT ESOP SCHEME of not exceeding 18,699, 000 shares (Eighteen Million Six Hundred and Ninety-nine Thousand Shares), at par value of THB 0.50 (Fifty Satang), equivalent to 5(Five) percent of the paid-up share of the Company and proposes to assign the Chairman or a person authorized by the Board of Directors to authorize the 2024 Annual General Meeting of Shareholders to take any action necessary to issue and offer shares for sale to directors, executives and employees of the Company and those of its subsidiaries (ESOP)

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire about this agenda item.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman proposed the Meeting to approve the issuance and offering of shares (ESOP: Employee Stock Option Program) to directors, executives and employees of the Company and those of its subsidiaries.

Resolution The Meeting has considered and resolved to approve the issuance and offering of shares (ESOP: Employee Stock Option Program) to directors, executives and employees of the company and those of its subsidiaries and assigned the Chairman or a person authorized by the Board of Directors to authorize the 2024 Annual General Meeting of Shareholders to take any action necessary to issue and offer shares for sale to directors, executives and employees of the Company and those of its subsidiaries (ESOP), in accordance with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and entitled to vote
Approved	24,448,974	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	24,448,974	100.0000
Representing 24,448,974 (Twenty-Four Million, Four Hundred Forty-Eight Thousand, Nine Hundred Seventy-Four) votes.		

Remark: The resolution of this agenda item shall be approved by votes of not less than 3/4 (three-quarters) of the total number of votes of the shareholders attending the Meeting and entitled to vote, and there must not be shareholders holding shares totaling more than 10 percent (Ten Percent) of the total number of votes of shareholders who attended the meeting and voted against the offering of securities.



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Agenda Item 14: Other matters (if any)

The Moderator gave the shareholders or the proxy who attended the Meeting an opportunity to express their opinions and further inquire on this agenda item. The shareholder asked the question as follows:

Ms. Paijit Singhachote
A proxy
from Thai Investors Association

The Thai Investors Association has a policy for listed companies on the Stock Exchange of Thailand to hold the General Shareholders' Meeting and Extraordinary Shareholders' Meeting in form of both onsite meeting and online meeting, named a hybrid meeting, for the convenience of facilitating communication among shareholders, executives and the board of directors This aligns with the Circular SEC Nor Ror (Wor) 2/2024 requesting cooperation regarding the hosting of the shareholders' meeting dated 10th January 2024. Therefore, we propose that the Company consider the proposal for organizing a Hybrid meeting in accordance with the aforementioned policy of the Thai Investors Association.

Mr. Veerapong Luesakul
Vice Chairman of the Meeting

The Company will take such the suggestion into consideration, and in the future, the Company will arrange a meeting in an appropriate format.

There were no shareholders or proxies inquiring or raising any suggestion in this agenda. The Chairman expressed his appreciation to all shareholders and all attendees for their dedication in attending the Meeting, and declared the Meeting adjourned at 15:35 hrs.

Your faithfully,

Mr. Suebpong Ketnute
Chairman of the Meeting

Miss Nujarin Samudwech

Secretary of the meeting/Meeting Recorder