

# SAHATHAI

T E R M I N A L

-Translation-

No. PORT-SET-075

April 21<sup>st</sup>, 2022

**Subject:** Notification to the Resolutions the 2022 Annual General Meeting of Shareholders.

**To:** The President  
The Stock Exchange of Thailand

Reference is made to the 2022 Annual General Meeting of Shareholders of Sahathai Terminal Public Company Limited ("The Company") held on Thursday, April 21<sup>st</sup>, 2022 at 2.00 p.m., in the form of electronic meeting (E-AGM) at the main conference room of Sahathai Terminal Public Company Limited, 51/1 Moo.3, Poochaosamingprai Road, Tambon Bangyaprak Prapradang, Samuthprakarn, 10130. The resolutions of the meeting are as follows:

**Agenda 1** To consider of ratification of the minutes of the 2021 Annual General Meeting of Shareholders, held on April 22, 2021.

**Resolution** The meeting has resolved to certify the minutes of the 2021 Annual General Meeting of Shareholders, held on April 22, 2021, with a majority vote of the shareholders attending the meeting and cast the vote, excluding abstentions in the calculation base, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approved	378,590,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
Total	<u>378.590.648</u>	<u>100.0000</u>

**Agenda 2** To Acknowledge of the Company's operating results in the past year.

**Resolution** The meeting has acknowledged of the Company's operating results in the past year.  
(This agenda was for acknowledgement, therefore, no casting vote was required.)

**Agenda 3** To consider and approval on the statement of financial position and the comprehensive profit and loss statement for the year ended December 31, 2021.

**Resolution** The meeting has resolved to approve on the statement of financial position and the comprehensive profit and loss statement for the year ended December 31, 2021, with a majority vote of the shareholders attending the meeting and cast the vote, excluding abstentions in the calculation base, detailed as follows:

ALL THE RIGHT CONNECTIONS

# SAHATHAI

T E R M I N A L

Shareholders voting	Number of votes	Percentage
Approved	378,600,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
<b>Total</b>	<b><u>378,600,648</u></b>	<b><u>100.0000</u></b>

**Agenda 4**      **To consider and approval on appropriation of the profit and dividend payment.**

**Resolution**      From the Company's operating results of the year 2021, the net profit of the company after deduction of income tax was 19,064,054 Baht, the meeting has resolved to approve the appropriation of the net profit as the legal reserve for 953,203 Baht and approve dividend payment for the year 2021 at 0.025 Baht per share, totaling a dividend 15,179,997.78 Baht, accounting for 79.63 percent of the net profit, which is profit from the promoted business (BOI) to the shareholders eligible to the dividend in the list made on the record date for the right to receive the dividend on April 29, 2022 and the dividend payment date was set at May 19, 2022, with a majority vote of the shareholders attending the meeting and cast the vote, excluding abstentions in the calculation base, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approved	378,600,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
<b>Total</b>	<b><u>378,600,648</u></b>	<b><u>100.0000</u></b>

**Agenda 5**      **To consider and approval on appointment of the directors to replace the directors whose term has expired.**

**Resolution**      The meeting has resolved to approve on appointment of the 3 directors, that is, Mrs. Vilai Chattanrassamee, Mr. Augoon Srisunthorn and Mr. Chairat Chongyanguenvong as directors of the Company for another term by voting for each director individually, with the votes detailed as follows:

- 1.) Approved to appoint **Mrs. Vilai Chattanrassamee** as Independent Director, with a majority vote of the shareholders attending the meeting and cast the vote, excluding abstentions in the calculation base, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approved	378,330,284	100.0000
Disapproved	-	0.0000

ALL THE RIGHT CONNECTIONS

# SAHATHAI

T E R M I N A L

Shareholders voting	Number of votes	Percentage
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
Total	<u>378,330,284</u>	<u>100.0000</u>

2.) Approved to appoint **Mr. Augoon Srisunthorn** as Director, with a majority vote of the shareholders attending the meeting and cast the vote, excluding abstentions in the calculation base, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approved	378,600,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
Total	<u>378,600,648</u>	<u>100.0000</u>

3.) Approved to appoint **Mr. Chairat Chongyangyuenvong** as Director, with a majority vote of the shareholders attending the meeting and cast the vote, excluding abstentions in the calculation base, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approved	371,083,512	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
Total	<u>371,083,512</u>	<u>100.0000</u>

**Agenda 6 To consider and approval the directors' remuneration for the year 2022.**

Details of the Board of Directors' remuneration and sub - committees for the year 2022 as follows:

Type of remuneration	2022 (Year of offer)
<b>Remuneration of the Board of directors</b>	
1. Monthly remuneration	Chairman of the board and director 20,000 Baht/person/month
2. Meeting Allowance	Chairman of the board 20,000 Baht/time Director 15,000 Baht/person/time
3. Bonus	Considering the Company's operating results of the company
4. Other benefits	- None -

ALL THE RIGHT CONNECTIONS

# SAHATHAI

T E R M I N A L

Type of remuneration	2022 (Year of offer)
<b>Remuneration of 4 Sub-committee</b>	
<u>Audit Committee</u>	
1. Monthly remuneration	- None -
2. Meeting Allowance	Chairman of the Audit Committee 15,000 Baht/time Director 10,000 Baht/person/time
3. Other benefits	- None -
<u>Nomination and remuneration Committee</u>	
1. Monthly remuneration	- None -
2. Meeting Allowance	Chairman of the Nomination and remuneration Committee 15,000 Baht/time Director 10,000 Baht/person/time
3. Other benefits	- None -
<u>Risk management Committee</u>	
1. Monthly remuneration	- None -
2. Meeting Allowance	Chairman of the Risk management Committee 15,000 Baht/time Director 10,000 Baht/person/time
3. Other benefits	- None -
<u>Executive Committee</u>	
1. Monthly remuneration	- None -
2. Meeting Allowance	- None -
3. Other benefits	- None -

## Resolution

The meeting has resolved to approve the determination of Directors' remuneration for the year 2022 in the amount of not exceeding 3,500,000 Baht which was equal to that of the preceding year, with a vote of not less than two-thirds of the total votes of the shareholders who attend the meeting with the right to vote, by counting the votes base on those abstaining vote, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approved	378,600,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
<b>Total</b>	<u><b>378,600,648</b></u>	<u><b>100.0000</b></u>

ALL THE RIGHT CONNECTIONS

**Agenda 7** To consider and approval the appointment of the auditor and determination of the auditor fees for the year 2022.

**Resolution** The meeting has resolved to approve the appointment of auditor from Grant Thornton Co.,Ltd, and approve the appointment of one of the following auditors to examine and express his/her opinion on the financial statements of the company (including the consolidated financial statements), as the Company's auditor as follows:

- |                 |                     |   |
|-----------------|---------------------|---|
| 1. Ms. Somckid  | Tiatragul           | Certified Public Accountant No. 2785 and/or |
| 2. Ms. Kanyanat | Sriratchachasarn    | Certified Public Accountant No. 6549 and/or |
| 3. Ms. Luxsamee | Deetrakulwattanapol | Certified Public Accountant No. 9056 and/or |
| 4. Ms. Kesanee  | Srathongphool       | Certified Public Accountant No. 9262 and/or |
| 5. Ms. Saranya  | Akharamahaphanit    | Certified Public Accountant No. 9919 and/or |
| 6. Ms. Amornjid | Baolorpet           | Certified Public Accountant No. 10853       |

The meeting has also resolved to approve the determination of the auditor fees for the year 2022 in the amount of 1,270,000 Baht increase from 2021 total amount 50,000 Baht, with a majority vote of the shareholders attending the meeting and cast the vote, excluding abstentions in the calculation base, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approved	378,600,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
<b>Total</b>	<u><b>378,600,648</b></u>	<u><b>100.0000</b></u>

**Agenda 8** To consider and approval the reduction of the company's registered capital by 182,159,973 baht from the existing registered capital of 511,059,650.50 Baht to the new registered capital of 328,899,677.50 Baht by cutting the 364,319,946 unissued company's ordinary shares with a par value of 0.50 Baht per share.

**Resolution** The meeting has resolved to approve the reduction of the company's registered capital by 182,159,973 baht from the existing registered capital of 511,059,650.50 baht to the new registered capital of 328,899,677.50 baht by cutting the 364,319,946 unissued company's ordinary shares with a par value of 0.50 baht per share which has not allocated to increase the Company's registered capital as under the General Mandate, with a vote of not less than three-fourth of the total votes of the shareholders who attend the meeting with the right to vote, by counting the votes base on those abstaining vote, detailed as follows:

# SAHATHAI

T E R M I N A L

Shareholders voting	Number of votes	Percentage
Approved	378,600,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
<b>Total</b>	<b><u>378,600,648</u></b>	<b><u>100.0000</u></b>

**Agenda 9**      **To consider and approval the amendment of Article 4 in the Memorandum of Association to be in line with the reduction of the company's registered capital.**

**Resolution**      The meeting has resolved to approve the amendment of Article 4 in the Memorandum of Association to be in line with the reduction of the company's registered capital, with a vote of not less than three-fourth of the total votes of the shareholders who attend the meeting with the right to vote, by counting the votes base on those abstaining vote, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approved	378,600,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
<b>Total</b>	<b><u>378,600,648</u></b>	<b><u>100.0000</u></b>

**Agenda 10**      **To consider and approval the increase of the company's registered capital by 333,959,950 Baht from the existing registered capital of 328,899,677.50 Baht to the new registered capital of 662,859,627.50 Baht by issuing 667,919,900 newly issued ordinary shares with a par value of 0.50 Baht per share.**

**Resolution**      The meeting has resolved to approve the increase of the company's registered capital by 333,959,950 Baht from the existing registered capital of 328,899,677.50 Baht to the new registered capital of 662,859,627.50 Baht by issuing 667,919,900 newly issued ordinary shares with a par value of 0.50 Baht per share, with a vote of not less than three-fourth of the total votes of the shareholders who attend the meeting with the right to vote, by counting the votes base on those abstaining vote, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approved	378,600,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
<b>Total</b>	<b><u>378,600,648</u></b>	<b><u>100.0000</u></b>

ALL THE RIGHT CONNECTIONS

# SAHATHAI

T E R M I N A L

**Agenda 11** To consider and approval the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital.

**Resolution** The meeting has resolved to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital, with a vote of not less than three-fourth of the total votes of the shareholders who attend the meeting with the right to vote, by counting the votes base on those abstaining vote, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approved	378,600,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
Total	<u>378,600,648</u>	<u>100.0000</u>

**Agenda 12** To consider and approval the issuance and offer the Warrant to purchase the Company's newly issued ordinary shares No.2 (PORT-W2) at the number of 151,799,977 units to allocate to the existing shareholders according to shareholding.

**Resolution** The meeting has resolved to approve the issuance and offer the Warrant to purchase the Company's newly issued ordinary shares No.2 (PORT-W2) at the number of 151,799,977 units to allocate to the existing shareholders according to shareholding, with a majority vote of the shareholders attending the meeting and cast the vote, excluding abstentions in the calculation base, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approved	378,600,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
Total	<u>378,600,648</u>	<u>100.0000</u>

**Agenda 13** To consider and approval the issuance and offer the Warrant to purchase the Company's newly issued ordinary shares No.3 (PORT-W3) at the number of 151,799,977 units to allocate to the existing shareholders according to shareholding.

**Resolution** The meeting has resolved to approve the issuance and offer the Warrant to purchase the Company's newly issued ordinary shares No.3 (PORT-W3) at the number of 151,799,977 units to allocate to the existing shareholders according to shareholding, with a majority vote

ALL THE RIGHT CONNECTIONS

# SAHATHAI

T E R M I N A L

of the shareholders attending the meeting and cast the vote, excluding abstentions in the calculation base, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approved	378,600,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
Total	<u>378,600,648</u>	<u>100.0000</u>

**Agenda 14**      **To consider and approval the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 667,919,900 shares with a par value of 0.50 baht per share.**

**Resolution**      The meeting has resolved to approve the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 667,919,900 shares with a par value of 0.50 baht per share, detailed as follows:

1.) The allocation the capital increase according to specific purpose of utilizing the proceeds by the allocation of the Company's newly issued ordinary shares at the amount not exceeding 303,599,954 shares with a par value of 0.50 Baht per share to exercise of warrants , where the details of the allocation are as follows:

(1.1) The allocation of the Company's newly issued ordinary shares at the amount not exceeding 151,799,977 shares with a par value of 0.50 baht per share to accommodate the exercise under the PORT-W2 Warrants offered to the existing shareholders of the Company.

(1.2) The allocation of the Company's newly issued ordinary shares at the amount not exceeding 151,799,977 shares with a par value of 0.50 baht per share to accommodate the exercise under the PORT-W3 Warrants offered to the existing shareholders of the Company.

The Company determined the date for determining the names of shareholders who has the right to received PORT-W2 and PORT-W3 (Record Date) on April 29, 2022.

2.) The allocation of the Company's newly issued ordinary shares under the general mandate in the amount of not exceeding 364,319,946 shares details as follows:

Allocated to	Type of Share	Number of Share (Share)	Percentage of Paid-up capital
Rights Offering	Ordinary share	Not exceeding 182,159,973	30

ALL THE RIGHT CONNECTIONS



# SAHATHAI

T E R M I N A L

Allocated to	Type of Share	Number of Share (Share)	Percentage of Paid-up capital
Public Offering	Ordinary share	Not exceeding 121,439,982	20
Private Placement	Ordinary share	Not exceeding 60,719,991	10

And to approve the authorized of the Board of directors or any person(s) authorized to determine the objectives in issuing and offering of such the newly issued ordinary shares, which include but not limited to the following:

- (1) Considering the offering for sale and allocation of the newly issued ordinary shares whether in whole or in part and whether in a single offering or multiple offerings;
- (2) Determining the objectives, offering period, offering price, investors to whom the shares will be offered, subscription and settlement methods as well as other terms and conditions in relation to the allocation of such newly issued ordinary shares;
- (3) Negotiating, agreeing, entering into and signing any agreements and/or documents necessary and relevant to the allocation of such newly issued ordinary shares,
- (4) signing applications, waivers, notices and any documents relating to the allocation of such newly issued ordinary shares, including effecting relevant registrations with the Ministry of Commerce and listing such newly issued ordinary shares on the Stock Exchange of Thailand (the "SET") as well as contacting, coordinating and filing documents with relevant government authorities or other agencies (whether in Thailand or overseas); and
- (5) Undertaking any acts necessary and relevant to complete the allocation of the newly issued ordinary shares.

In allocating the newly-issued ordinary shares by any or all of the methods under (1), (2), and (3), the allocated amount shall not exceed 30 percent of the total paid-up capital or 182,159,973 shares as at the date on which the board of directors approves the capital increase. Nevertheless, in the case of the allocation in accordance with the methods under (2) and (3), the increased paid-up capital shall not exceed 20 percent of the total paid-up capital or 121,439,982 shares as at the date on which the Board of Directors approves the capital increase.

With a majority vote of the shareholders attending the meeting and cast the vote, excluding abstentions in the calculation base, detailed as follows:

ALL THE RIGHT CONNECTIONS

# SAHATHAI

T E R M I N A L

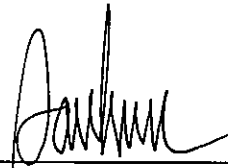
Shareholders voting	Number of votes	Percentage
Approved	378,600,648	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Invalid Voting Cards	-	0.0000
Total	<u>378,600,648</u>	<u>100.0000</u>

**Agenda 15 Other matters (if any)**

-None-

Please be informed accordingly.

Yours Sincerely,



---

(Ms. Sauwakun Karuchit)  
Chief Executive Officer

ALL THE RIGHT CONNECTIONS