

MBK 043/2022

April 28, 2022

Subject : To inform the resolutions of the Annual General Meeting of Shareholders 2022

Attention : President of the Stock Exchange of Thailand

MBK Public Company Limited (MBK) would like to inform the resolutions of the Annual General Meeting of Shareholders 2022 (AGM) held on April 28, 2022 at 2.00 p.m., via Electronic Meeting (e-AGM) at the meeting room of the Head Office, 8<sup>th</sup> Floor, MBK Center, 444 Phayathai Rd., Pathumwan, Bangkok 10330. The details are as follows:

**Agenda 1** The minutes of the Extraordinary General Meeting of Shareholders No.1/2021 were certified.

The AGM approved the minutes of the EGM No. 1/2021 with the majority votes of the shareholders whom attended the meeting and cast their votes as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,196,532,498	99.9999
Disapproval	12	0.0000
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,196,532,510</b>	<b>100.0000</b>

**Agenda 2** The Company's performances for the fiscal year 2021  
- No voting -

**Agenda 3** The audited statements of financial position and statements of comprehensive income for the fiscal year ended December 31, 2021 were approved.

The AGM approved the audited statements of financial position and statements of comprehensive income for the fiscal year ended December 31, 2021 with the majority votes of the shareholders whom attended the meeting and cast their votes as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,196,696,450	99.9476
Disapproval	12	0.0000
Abstained	627,048	0.0523
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,323,510</b>	<b>100.0000</b>

**Agenda 4** To approve the omission of the allocation of net profit as a legal reserve fund and the omission of dividend payment for the year 2021. The details as follows:

1. To acknowledge non-appropriation of 2021 net profit as a legal reserve fund due to the Company's 2021 loss.
2. To consider the omission of dividend payment for the year 2021. To maintain the financial liquidity of the company, due to the situation of the coronavirus (COVID-19) epidemic.

The AGM approved the omission of the allocation of net profit as a legal reserve fund and the omission of dividend payment for the year 2021, non-appropriation of net profit as a legal reserve fund due to the Company's 2021 loss and the omission of dividend payment for the year to maintain the financial liquidity of the company, due to the situation of the coronavirus (COVID-19) epidemic with the majority votes of the shareholders whom attended the meeting and cast their votes as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,197,603,498	99.9999
Disapproval	12	0.0000
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,603,510</b>	<b>100.0000</b>

**Agenda 5** Reappointed four directors who retired by rotation namely Mr. Banterng Tantivit, Mr. Piyaphong Artmangkorn, Mr. Pracha Jaidee and Mr. Atipon Tantivit to be the directors.

The AGM approved the reappointment of four directors who retired by rotation namely to be the with the majority votes of the shareholders whom attended the meeting and cast their votes as follows:

5.1 Mr. Banterng Tantivit

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,197,169,039	99.9637
Disapproval	434,471	0.0363
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,603,510</b>	<b>100.0000</b>

5.2 Mr. Piyaphong Artmangkorn

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,197,279,050	99.9729
Disapproval	324,460	0.0271
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,603,510</b>	<b>100.0000</b>

5.3 Mr. Pracha Jaidee

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,166,109,509	97.3702
Disapproval	31,494,001	2.6298
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,603,510</b>	<b>100.0000</b>

5.4 Mr. Atipon Tantivit

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,197,169,039	99.9637
Disapproval	434,471	0.0363
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,603,510</b>	<b>100.0000</b>

**Agenda 6** To approve the remuneration for the Board in amount of THB 7,000,000 per annum and approve any privilege of THB 1,600,000 per annum, total amount of THB 8,600,000 per annum for the Board of Directors, the Executive Committee, the Audit Committee and the Compensation and Nomination Committee, as details as follows;

1. Remuneration for Board of Directors meeting

	Director Allowances (Baht) per person/per month	Meeting Allowances (Baht) per person/per attendance	Total
- Chairman	28,750	28,750	57,500
- Vice Chairman	17,500	17,500	35,000
- Director	14,500	14,500	29,000

2. Remuneration for the Executive Committee

	Meeting Allowances (Baht) per person/per attendance
- Chairman	52,500
- Director	17,500

3. Remuneration for the Audit Committee

	Director Allowances (Baht) per person/per month	Meeting Allowances (Baht) per person/per attendance	Total
- Chairman	17,500	17,500	35,000
- Director	8,750	8,750	17,500

4. Remuneration for the Nomination and Compensation Committee

	Meeting Allowances (Baht) per person/per attendance
- Chairman	35,000
- Director	17,500

5. Remuneration and privilege for the Board of Directors

	per person/per year
- Chairman	120,000
- Vice Chairman	120,000
- Director	120,000

The AGM approved the remuneration and any privilege value for the Board of Directors, the Executive Committee, the Audit Committee and the Compensation and Nomination Committee, with the votes not less than two-third of the total votes of the share holders whom attended the meeting as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,196,372,398	99.8932
Disapproval	1,279,112	0.1068
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,651,510</b>	<b>100.0000</b>

**Agenda 7** To approved the appointment of the auditors from the EY Office Limited and fixing the audit fee for the year 2022 with namely:

1. Ms. Gingkarn Atsawarangsalit Certified Public Accountant 4496 and/or
2. Mr. Chayapol Suppasedtanon Certified Public Accountant 3972 and/or
3. Ms. Orawan Techawatanasirikul Certified Public Accountant 4807 and/or
4. Ms. Sumana Punpongsanon Certified Public Accountant 5872 and/or
5. Ms. Kirdsiri Kanjanaprakasit Certified Public Accountant 6014

The annual audit fee is not more than THB 2,218,896

The AGM approved the appointment of the auditors and fixing the audit fee for the year 2022 with the majority votes of the shareholders whom attended the meeting and cast their votes as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,197,651,498	99.9999
Disapproval	11	0.0000
Abstained	1	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,651,510</b>	<b>100.0000</b>

**Agenda 8** To approved decrease of the registered capital of the company from the original registered capital of THB 2,405,583,548 to new registered capital of THB 1,905,583,548 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate amount of 500,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution EGM No.1/2021

The AGM approved to decrease of the registered capital of the company from the original registered capital of THB 2,405,583,548 to new registered capital of THB 1,905,583,548 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate amount of 500,000,000 shares with a par value of THB 1 per share with the votes not less than three-fourth of the total votes of the shareholders whom attended the meeting and cast their votes as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,197,651,498	99.9999
Disapproval	12	0.0000
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,651,510</b>	<b>100.0000</b>

**Agenda 9** To approved amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital. The details as follows:

“Article 4. Registered capital : 1,905,583,548 baht (One thousand nine hundred five million five hundred and eighty- three thousand five hundred and forty-eight baht only)

Dividend into : 1,905,583,548 shares (One thousand nine hundred five million five hundred and eighty- three thousand five hundred and forty-eight shares)

Value per share : 1 baht (one baht)

Dividend into

Ordinary share : 1,905,583,548 share (One thousand nine hundred five million five hundred and eighty- three thousand five hundred and forty-eight shares)

Preferred share : -not exist- (--)”

The AGM approved amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital with the votes not less than three-fourth of the total votes of the shareholders whom attended the meeting and cast their votes as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,197,651,498	99.9999
Disapproval	12	0.0000
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,651,510</b>	<b>100.0000</b>

**Agenda 10** To approved the offering or the allocation of the Company's warrants to purchase ordinary shares No.4 (MBK-W4) in the amount not more than 76,220,769 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings

The AGM approved to the offering or the allocation of the Company's warrants to purchase ordinary shares No.4 (MBK-W4) in the amount of not more than 76,220,769 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings at no offering price, (zero Baht) at the ratio of 25 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of not more than 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price THB 3 (the "Exercise Price")

In offering or the allocating the MBK-W4 Warrants in the Rights Offering discussed above, there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the above-mentioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who have their mailing addresses in the United Kingdom, the United States of America, Singapore and any Countries as deemed appropriate by the Company, if the offering or the allocation of the such warrants causes or is likely to cause the Company.

(a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association;

(b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering;

(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the MBK-W4 Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or

(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the MBK-W4 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the MBK-W4 Warrants include, but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the MBK-W4 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the MBK-W4 Warrants to existing shareholders of the company is entitled to offering or the allocation the MBK-W4 Warrants subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate of the MBK-W4 Warrants from the shareholders who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering or the allocation of the MBK-W4 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the MBK-W4 Warrants for your information (if any).

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to actions

(a) determine the terms and conditions and any other details in relation to the offering or the allocation of the MBK-W4 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the offering or the allocation of the MBK-W4 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies to the offering or the allocation of the MBK-W4 Warrants, as well as listing of the MBK-W4 Warrants and newly issued shares occurred from the exercise of the MBK-W4 Warrants on the Stock Exchange of Thailand (“SET”);

(c) undertake any other actions that are necessary for or relevant to this offering or the allocation of the MBK-W4 Warrants;

**Remark:** However, On March 15, 2022. There were 20,824,193 shares of shareholders exercising their rights to convert MBK-W1 , MBK-W2 and MBK-W3 warrants before the date of determining the names of those entitled to receive MBK-W4 on March 28, 2022 (Record Date). Therefore, the allocation of the newly issued ordinary shares to support the issuance of warrants to purchase the Company's ordinary shares No.4 (MBK-W4) this time not more than 71,856,943 share, it is calculated based on the assumption that the warrant holders MBK-W1, MBK-W2 and MBK-W3 exercise the right to convert the warrants to ordinary shares on the date stated above.

with the majority votes of the total votes of the shareholders whom attended the meeting and cast their votes as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,196,379,498	99.8938
Disapproval	1,272,012	0.1062
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,651,510</b>	<b>100.0000</b>

**Agenda 11** To approved increase the registered capital of the company from the original registered capital of THB 1,905,583,548 to THB 1,985,641,029 by issuing not more than 80,057,481 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the MBK-W4 Warrants and to accommodate the adjustment of rights of the MBK-W1 Warrants, MBK-W2 Warrants and MBK-W3 Warrants

The AGM approved increase the registered capital of the company from the original registered capital of THB 1,905,583,548 to THB 1,985,641,029 by issuing not more than 80,057,481 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the MBK-W4 Warrants and to accommodate the adjustment of rights of the MBK-W1 Warrants, MBK-W2 Warrants and MBK-W3 Warrants with the votes not less than three-fourth of the total votes of the shareholders whom attended the meeting and cast their votes as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,196,379,498	99.8938
Disapproval	1,272,012	0.1062
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,651,510</b>	<b>100.0000</b>

**Agenda 12** To approved increase the registered capital of the company under the General Mandate from THB 1,985,641,029 to THB 2,485,641,029 by issuing 500,000,000 new ordinary shares with a par value of THB 1 per share

The AGM approved increase the registered capital of the company under the General Mandate from THB 1,985,641,029 to THB 2,485,641,029 by issuing 500,000,000 new ordinary shares with a par value of THB 1 per share with the votes not less than three-fourth of the total votes of the shareholders whom attended the meeting and cast their votes as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,184,174,898	98.8748
Disapproval	2,434,912	0.2033
Abstained	11,041,700	0.9219
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,651,510</b>	<b>100.0000</b>

**Agenda 13** To approved amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital. The details as follows:

“Article 4. Registered capital : 2,485,641,029 baht (Two thousand four hundred and eighty-five million six hundred and forty-one thousand and twenty-nine baht only)

Dividend into : 2,485,641,029 shares (Two thousand four hundred and eighty-five million six hundred and forty-one thousand and twenty-nine shares)

Value per share : 1 baht (one baht)

Dividend into

Ordinary share : 2,485,641,029 share (Two thousand four hundred and eighty-five million six hundred and forty-one thousand and twenty-nine shares)

Preferred share : -not exist- (--)”

The AGM approved to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital with the votes not less than three-fourth of the total votes of the shareholders whom attended the meeting and cast their votes as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,195,569,598	99.8262
Disapproval	2,081,912	0.1738
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,651,510</b>	<b>100.0000</b>

**Agenda 14** To approved the allocation of newly issued ordinary shares of the Company not more than 80,057,481 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the MBK-W1 Warrants, MBK-W2 Warrants, MBK-W3 Warrants and the exercise of the MBK-W4 Warrants. The details as follows:

- 1) To allocate not more than 1,026,352 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of MBK-W1 Warrants
- 2) To allocate not more than 1,016,513 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the MBK-W2 Warrants
- 3) To allocate not more than 1,793,847 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the MBK-W3 Warrants
- 4) To allocate not more than 76,220,769 newly issued ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase ordinary shares of MBK-W4 Warrants in accordance with the details set out in agenda 10

The AGM approved the allocation of newly issued ordinary shares of the Company not more than 80,057,481 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the MBK-W1 Warrants, MBK-W2 Warrants, MBK-W3 Warrants and the exercise of the MBK-W4 Warrants with the majority votes of the total votes of the shareholders whom attended the meeting and cast their votes as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,196,379,498	99.8938
Disapproval	1,272,012	0.1062
Abstained	0	0.0000
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,651,510</b>	<b>100.0000</b>

**Agenda 15** To approved the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 500,000,000 shares with a par value of THB 1 per share. The details as follows:

- Allocation of not more than 500,000,000 new ordinary shares or equivalent to 28.16% of the paid-up capital, offering to the shareholders in proportion to their shareholding.

Whereby, the Board of Directors shall be authorized to allot and offer in the same time or to separate into partial for offering in lots from time to time and have the right to take any actions necessary as appropriate regarding to the offering of such increased ordinary shares, e.g. set XR date, and objective of the issuance and offering of such ordinary shares, specify offering price and ratio for allotment including subscription period, allotment method and the payment process, etc., including change of the subscription period and payment and determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, including the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber (S) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The AGM approved the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 500,000,000 shares with a par value of THB 1 per share with the majority votes of the shareholders whom attended the meeting and cast their votes as follows:

Resolutions	Number of vote(s)	% of total voting right of the shareholders
Approval	1,184,526,898	98.9041
Disapproval	2,082,912	0.1739
Abstained	11,041,700	0.9220
Void ballot (s)	0	0.0000
<b>Total votes</b>	<b>1,197,651,510</b>	<b>100.0000</b>

Agenda 16 Others (if any)

-None-

Please be informed accordingly.

Sincerely yours,

(Mr. Suvait Theeravachirakul)

President and CEO

"MBK Public Company Limited does not have policy in allowing employees, contractors, and adherents of the Company to solicit or receive money, gifts, or any other form of benefits from you or your related parties, including to execute or pursue any action that may be deemed as bribery"