



## MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

332/1 Jaransanitwong Road, Bangplad, Bangkok Thailand 10700 Tel. +662 483 8888

### Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024

#### Muangthai Capital Public Company Limited

##### Date, Time and Place

The meeting was held on Friday 27<sup>th</sup> September 2024 at 10.00 A.M. by electronic conference (E-EGM) held in Suk Samakkee Conference Room (5<sup>th</sup> floor) of Muangthai Capital Public Company Limited No. 332/1 Jaransanitwong Road, Bangplad Sub-district, Bangplad District, Bangkok.

The Company recorded the meeting in the form of video media and published on the Company's website on the next business day.

Muangthai Capital Public Company Limited has the paid registered capital of 2,120,000,000 baht representing the total number of 2,120,000,000 sold ordinary shares of 1 baht par value each. At the beginning of the meeting, 2,174 shareholders and proxies on behalf of the shareholders attended the meeting; divided into attending in person by electronic conference for 34 shareholders and 2,140 proxies. The total number was 1,157,567,401 shares, representing 54.60 percent which was more than one-tenth (1/10) of the total issued shares constituting a quorum according to the Company's Articles of Association.

##### Present Director

- |                  |              |  |
|------------------|--------------|--|
| 1. Adm. Apichart | Pengsritong  | Chairman of the Board of Directors / Chairman of the Nomination and Remuneration and Independent Director  |
| 2. Mrs. Kongkaew | Piamduaytham | Chairman of the Audit Committee / Chairman of the Corporate Governance and Sustainability Committee and Independent Director   |
| 3. Mr. Suchart   | Suphayak     | Chairman of the Risk Management Committee / Member of the Audit Committee / Member of the Nomination and Remuneration Committee and Independent Director                     |
| 4. Mrs. Nongnuch | Dawasuwan    | Member of the Audit Committee / Member of the Risk Management Committee / Member of the Corporate Governance and Sustainability Committee and Independent Director           |
| 5. Mrs. Daonapa  | Petampai     | Managing Director and Director   |
| 6. Dr. Suksit    | Patcharachai | Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee / Member of the Corporate Governance and Sustainability Committee and Director |





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### Absent Director

- |                |           |  |
|----------------|-----------|--|
| 1. Mr. Chuchat | Petaumpai | Chairman of the Executive Committee / Member of the Risk Management Committee and Director |
|----------------|-----------|--|

The Company has a total of 7 directors and 6 directors attended the meeting representing 85.71 percent.

### Executive who attended the meeting:

- |                   |                  |  |
|-------------------|------------------|--|
| 1. Mr. Surapong   | Pechaumpai       | Deputy Managing Director (Senior)                          |
| 2. Mr. Parithad   | Petampai         | Deputy Managing Director                                   |
| 3. Mr. Surat      | Chayavoradech    | Deputy Managing Director and Chief Financial Officer (CFO) |
| 4. Mr. Kitsada    | Kuruchitkosol    | Assistant Treasury and Corporate Finance Manager           |
| 5. Mr. Kanechchan | Santisombutkasam | Assistant Compliance Specialist                            |
| 6. Ms. Chutharat  | Thingkot         | Company Secretary  |

### The auditor who attended the meeting:

- |                       |             |   |
|-----------------------|-------------|---|
| 1. Ms. Varisa         | Soonyakanit | The legal advisor from Chandler MHM Co.,Ltd., |
| 2. Ms. Jongkotchakorn | Phantophas  | The legal advisor from Chandler MHM Co.,Ltd., |

The Chairman then delegated Ms. Chutharat Thingkot, the Company Secretary serving as a secretary of the meeting to clarify the voting procedures, vote counting, and rights of shareholder in the Meeting to the shareholders.

1. The Company informed the shareholders in advance about the format of the meeting, including the guidelines and procedures for participating in the Meeting via electronic media (E-EGM), instructions for proxy voting, registration links for attending the meeting sent along with the Meeting notice.
2. For this Extraordinary General Meeting of Shareholders, the Company used the electronic meeting platform system provided by Quidlab Co., Ltd. ("Service Provider") whose electronic meeting control system has been certified by the Electronic Transaction Data Agency or ETDA. The shareholders could attend the Meeting via computers, laptops, tablets or mobile phones. In addition, the Company arranged the service provider to record audio and audiovisual of the Meeting throughout the live broadcast period of the meeting in the form of electronic data and also retain electronic traffic data of attendee as legal evidence.
3. The Company has sent an e-mail informing the username and password of Weblink along with the procedures for attending the meeting via electronic media and manual of using the electronic conferencing system to the shareholders who had already registered to attend the meeting. In this regard, the shareholders shall not disclose their username and password to other persons or try to login with another device at the same time. This would cause previous logins to be automatically removed from the system if the logins were made in from a second device.





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4. Regarding the voting in the Meeting, each shareholder shall have the number of votes equivalent to the number of shares he/she held in the Company, whereby one share was equivalent to one vote.
5. In counting the votes, it would count as per each agenda. The Company shall count the votes of the shareholders and proxies attending the Meeting through E-AGM in order to combine them with the votes cast by the shareholders as specified in proxy forms that had been sent to the Company in advance prior to the Meeting. The Company shall deduct the votes disapproving or abstaining from the total number of votes attending the Meeting, and the remaining number shall be treated as votes of approval for that agenda.

In this regard, there shall be no casting of votes on Agenda 1 as it was to acknowledge.

6. Since this Meeting was held through an electronic device, there would be no printed ballot provided to the attendees.
7. For voting, the shareholders were requested to go to the E-Voting section on the screen to cast their votes for each agenda item within the specified time (1 minute). Once the vote was selected, a Pop-Up would appear to confirm the vote and then press "Approve" to confirm the vote.
8. For the voting procedure via electronic conference system, the shareholders and proxies were able to cast their vote in each agenda item by selecting the icon to vote in the system and then selecting "approve" or "disapprove" or "abstain" and then clicking on the icon to submit. In this regard, during the period for vote casting of each agenda, if the shareholders or proxies did not select to cast their votes in the system and press the icon to submit, it would be considered that the shareholders had a resolution as to "approve" such agenda.
9. Prior to the voting on each agenda, the Chairman of the Meeting shall give the shareholders and proxies an opportunity to ask questions and express their opinions concerning such agenda as appropriate. The shareholders who required to ask questions or express their opinions shall select on the icon "Type Question", for typing questions or opinions in the inbox and then press the icon to submit.
10. The Company would consider answering questions receiving in the inbox or from questions which are related to the agenda that the shareholder had submitted in advance. In addition, the Company would record all questions and answers for the shareholder to acknowledge the minutes of the Meeting which would be published through the Company's website within 14 days after the Meeting.
11. Any shareholder who arrived at the Meeting after the Meeting had started, was still be entitled to attend the Meeting and cast their votes, but only for the current and remaining agenda.

Nevertheless, before voting in each agenda, the Chairman would give an opportunity for asking questions and expressing opinions about corresponding point to the agenda as appreciate. The shareholders or the proxies were able to send questions or express opinions by texting within





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the chat box which the shareholders could ask a question in each agenda at the first agenda of the meeting.

In order to promote Good Corporate Governance and provide equal treatments for all shareholders before this Extraordinary General Meeting of Shareholders the Company had given all shareholders the opportunity to send questions in accordance with the criteria specified by the Company via the Company's website during the period since 10<sup>th</sup> September 2024 onwards. However, there was none of the shareholders proposed agenda to the Company.

The Chairman asked the Meeting to consider 4 agendas as follows:

**Agenda 1 To consider and acknowledge the minutes of 2024 Annual General Meeting of Shareholders**

The Chairman proposed the Meeting to acknowledge the minutes of 2024 Annual General Meeting of Shareholders held on 23<sup>rd</sup> April 2023. The minutes of such meeting were submitted to the Stock Exchange of Thailand as required by the law. In addition, the Company had published the minutes of such meeting on the Company's website. The minutes of such meeting were sent to all shareholders in advance along with the notice of this Meeting.

The Board of Directors had the opinion that the minutes of 2024 Annual General Meeting of Shareholders were correct and accurate. It was then deemed appropriately to propose the minutes to the Extraordinary General Meeting of Shareholders to acknowledge such minutes.

**Remark** This agenda was an agenda for acknowledgment. Therefore, the shareholders were not required to vote.

This agenda, no additional shareholders attended the meeting.

**Agenda 2 To consider and approve the amendment of the Company's objectives**

**The Chairman** Stated that for the details in this agenda, Ms. Chutharat Thingkot, serving as the Company Secretary, was assigned to clarify.

**Ms. Chutharat** Clarified to the Meeting that for the purpose of the Company's objectives covering and supporting its business operations that may occur in the future. The Company therefore had to amend its objectives as the detail shown below, consisting of 1 objective:

**Objective 49: To engage in payment service business under supervision.**

Hence, for convenience and flexibility, the Board of Directors' meeting resolution has deemed it appropriate to propose to the EGM to approve the granting of authorization to the authorized signatory directors of the Company and





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any person appointed by the authorized signatory directors of the Company to register the addition of the Company's objective with the Department of Business Development, Ministry of Commerce and to amend the terms in the relevant documents, as well as to undertake any necessary and relevant act in accordance with the registrar's order to complete the registration.

**The Chairman** Provided the shareholders an opportunity to express their opinions or raise questions with respect to Agenda 2.

The shareholders had the following questions and opinions as follows:

**Mrs. Kiritika Paenglad** : (A proxy from Thai Investors Association) expressed the questions as follows:

- **Question 1** Objective 49: "To engage in payment service business under supervision" is intended to cover and support the Company's future business activities. What are the Company's key plans for expanding services or launching new business ventures that can be implemented quickly, meet customer needs, and increase the Company's revenue?

**Mr. Parithad Petampai** : Deputy Managing Director stated as follows:

The Company aims to expand service channels for our customers. Currently, the Company has approximately 3.5 million customers and operates 8,000 branches, with plans to open more branches in the future. The Company believes that this addition of the Company's objective will enhance customer service by allowing them to pay basic utility bills at our branches. Given the large number of branches and the significant customer base, the Company sees this as an opportunity to not only assist our customers but also serve those living near the branches, ultimately boosting the Company's future revenue.

**Meeting's resolution** The shareholders' Meeting had the resolution to approve the amendment of the Company's objectives with not less than three-fourths (3/4) votes from the shareholders attending the meeting and having the rights to vote as follow:

Shareholders	Votes	Percentage (%)
Approve	1,157,564,401	99.99974
Disapprove	0	0
Abstain	3,000	0.00026
Invalid	-	-
<b>Total</b>	<b>1,157,567,401</b>	<b>100.00</b>

**Remark** This agenda, no additional shareholders attended the meeting.



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**Agenda 3** To consider and approve the amendment of Memorandum of Association No.3

**The Chairman** Stated that for the details in this agenda, Ms. Chutharat Thingkot, serving as the Company Secretary, was assigned to clarify.

**Ms. Chutharat** Clarified to the Meeting that to be consistent with the amendment the objectives of the Company, it is necessary that No. 3 of the Memorandum of Association of the Company should be amended. The details as follows:

Previously 3. The objectives of the Company are included in 48 clauses.  
Details are in Bor Mor Jor. 002 as attached.

**New 3. The objectives of the Company are included in 49 clauses.**  
**Details are in Bor Mor Jor. 002 as attached.**

Hence, for convenience and flexibility, the Board of Directors' meeting resolution has deemed it appropriately to propose to the EGM to approve the granting of authorization to the authorized signatory directors of the Company and any person appointed by the authorized signatory directors of the Company to register the amendment of the Company's Memorandum of Association No.3 with the Department of Business Development, Ministry of Commerce and to amend the terms in the relevant documents, as well as to undertake any necessary and relevant act in accordance with the registrar's order to complete the registration.

**The Chairman** Provided the shareholders an opportunity to express their opinions or raise questions with respect to Agenda 3.

- At this moment, none of the shareholders expressed any opinions and/or raised any questions with respect to this agenda.

Required the shareholders to vote on this agenda.

**Meeting's resolution :** The shareholders' Meeting had the resolution to approve the amendment of Memorandum of Association No.3 with not less than three-fourths (3/4) votes from the shareholders attending the meeting and having the rights to vote as follow:

Shareholders	Votes	Percentage (%)
Approve	1,157,563,701	99.99971
Disapprove	0	0
Abstain	3,700	0.00029
Invalid	-	-
<b>Total</b>	<b>1,157,567,401</b>	<b>100.00</b>

**Remark** This agenda, no additional shareholders attended the meeting.





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### Agenda 4 To consider any other businesses

- None

At this moment, the Company provided an opportunity to the shareholders who required to propose any other matter apart from the agenda items specified in the notice,

The shareholders had the following questions and opinions as follows:

**Mrs. Kiritika Paenglad** : (A proxy from Thai Investors Association) expressed the questions as follows:

- **Question 1** How is the Company providing relief measures to assist customers affected by the flooding in the northern, northeastern, and central regions?
- **Question 2** After the relief period ends, some customers may default on their payments. What measures does the Company have in place to follow up with these customers?

**Mr. Parithad Petampai** : Deputy Managing Director stated as follows:

Initially, the Company is closely monitoring the flood situation and has identified that around 40 branches, mostly located along rivers, have been affected. In some areas, the flooding subsided within 30 days, allowing customers to continue making payments as usual. However, in a few areas, stagnant water remains for more than 30 days. To assist customers, the Company has implemented a relief policy. Mr. Surapong Pechaumpai, Deputy Managing Director (Senior), has been designated to explain the details of the relief measures.

**Mr. Surapong Pechaumpai** : Deputy Managing Director (Senior) stated as follows:

The floods that occur annually have once again impacted various areas, particularly in the northern region this year. New affected areas, such as Mae Sai district, which is located near a river, along with Chiang Rai province have experienced severe flooding. To assist customers affected by these floods, the Company has implemented several relief measures, including waiving various fees, such as late payment fees and collection charges. Additionally, the Company is offering customers the opportunity to restructure their debts, extending repayment periods as necessary depending on the situation. The Company has consistently provided assistance to customers impacted by natural disasters in every occurrence.



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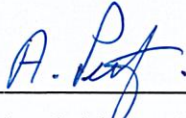
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None of shareholders expressed any opinions and/or raised any questions with respect to this agenda. The meeting's secretary summarized the number of shareholders attending the Extraordinary General Meeting of Shareholders No. 1/2024 of with the details as below.

Shareholder attend through electronic media	34	persons representing	730,574,110	shares
Proxies Attended	2,140	persons representing	426,993,291	shares
<b>Total</b>	<b>2,174</b>	<b>persons representing</b>	<b>1,157,567,401</b>	<b>shares</b>
		<b>Calculated as</b>	<b>54.60 percent</b>	

As the Chairman had an opinion that is the opportune time, therefore, thanked the shareholders who dedicated their time to attend the Meeting and proposed beneficial suggestions, and then declared the Meeting adjourned.

**The Meeting was adjourned at 10.30 A.M.**

Signature   
( Adm. Apichart Pengsritong )  
Chairman of the Board of Directors

Ms. Sasicha Buapha  
Recorder of the Minutes