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Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024

of

N.D. Rubber Public Company Limited

Date, Time, and Venue

The Extraordinary General Meeting of Shareholders No.2/2024 (the "**Meeting**") of N.D. Rubber Public Company Limited (the "**Company**") held on 4 December 2024 at 9.30 a.m. at Panorama 2 Room, 14th Floor, The Emerald Hotel, No. 99/1 Ratchadaphisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok.

Directors Attended the Meeting

- | | |
|----------------------------------|--|
| 1. Mr. Chaiyasit Samrittivanicha | Director /Managing Director (Acting as the Chairman of the Meeting) |
| 2. Dr. Sirada Jarutakanon | Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee / Independent Director |
| 3. Mr. Teerasak Sawangnet | Independent Director /Member of the Audit Committee / Member of the Nomination and Remuneration Committee |
| 4. Mr. Kovit Krishthanin | Independent Director /Member of the Audit Committee |
| 5. Mr. Boonlai Jamparat | Director |

Directors who did not Attended the Meeting

- | | |
|---------------------------------|-----------------------|
| 1. Mr. Pongsak Swadwan | Chairman of the Board |
| 2. Mrs. Nittaya Samrittivanicha | Director |
| 3. Mr. Marco Low Peng Kiat | Director |
| 4. Mr. Loo Jieh Sheng | Director |

(5 directors attended the Meeting out of a total of 9 directors.)

Executive Attended the Meeting

- | | |
|--------------------------------|-------------------------|
| 1. Ms. Krittayawan Kungmarerng | Chief Financial Officer |
| 2. Ms. Watcharaporn Wongmak | Company Secretary |



Legal Advisors Attended the Meeting

- | | |
|----------------------------------|--|
| 1. Mrs. Sawita Suwansawat | Managing Partner
MSC International Law Office Co., Ltd. |
| 2. Ms. Varisa Soponpis | Legal Advisor
MSC International Law Office Co., Ltd. |
| 3. Ms. Paveetida Prakairungthong | Legal Advisor
MSC International Law Office Co., Ltd. |

Meeting Started

Mr. Bundit Pratumta act as a moderator of the Meeting (the “**Moderator**”). The Moderator welcomed the shareholders and attendees and informed that the Company will be taking still photographs throughout the Meeting for communication and promotional proposes. Any participant prefers not to have their image presented can notify the staffs at the registration desk located in front of the Meeting room. The Moderator then introduced the Chairman, Board of Directors, Executives, and legal advisors attended the Meeting.

The Moderator informed the Meeting that Mr. Pongsak Sawadwan, the Chairman of the Board of Directors, is unable to attend this meeting due to health issues. The Company, consequently, must proceed in accordance with Article 43 of the Company's Articles of Association, which stipulates: **“The Chairman of the Board of Directors shall preside as the Chairman of the Meeting of the Shareholders and is responsible for ensuring the Meeting is conducted in accordance with the law and the company's regulations. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman shall then preside at such Meeting. If there is no Vice Chairman, or he/she is absent or unable to perform his/her duties, the shareholders shall elect one of them present at the Meeting to be the Chairman of the Meeting and ensure that the Meeting shall proceed in accordance with the agenda outlined in the Meeting invitation letter.”**

Currently, the Company does not have a Vice Chairman of the Board of Directors. Therefore, the shareholders were requested to appoint one shareholder as the Chairman of the Meeting. It was proposed to the Meeting to consider appointing Mr. Chaiyasit Samrittivanicha, a director and shareholder of the Company, holding 24.32 percent of the Company’s total issued shares, as the Chairman of the Meeting.

The Moderator inquired if any shareholder objected to the proposal to appoint Mr. Chaiyasit Samrittivanicha as the Chairman of the Meeting. **Since no objections were raised, it was deemed that the shareholders had elected Mr. Chaiyasit Samrittivanicha as the Chairman of this Meeting**, in accordance with Article 43 of the Company's Articles of Association.

The Moderator provided the details of shareholders attended the Meeting as follows:

Attendees	Number (Persons)	Number of Shares (Shares)
Shareholders Attended the Meeting in Person	13	111,190,871
Proxies Attended the Meeting	24	176,959,087



Attendees	Number (Persons)	Number of Shares (Shares)
Total	37	288,149,958
Represents 63.0675 percent of the total shares sold in the amount of 456,891,630 shares.		

Total of 37 shareholders attended the Meeting representing 63.0675 percent of the total shares sold in the amount of 456,891,630 shares. The Meeting has more than 25 shareholders and proxies present, and the shares represented exceeding one-third of the total shares sold, therefore constituted a quorum in accordance to the law and the Company's Article of Associations. The Chairman of the Meeting was then invited to commence the Meeting.

Mr. Chaiyasit Samrittivanicha was appointed to be the Chairman of the Meeting (the "Chairman" or "Mr. Chaiyasit"). The Chairman welcomed all attended shareholders and started the Extraordinary General Meeting of Shareholders No. 2/2024 and assigned the Moderator to continue with the Meeting.

The Moderator informed the shareholders that the Company has informed the shareholders of the Meeting in the following three channels:

1. The Company sent the invitation letter in the form of QR code to all shareholders via postal mail on 27 November 2024
2. The Company announced the Meeting details on the Company's website on 27 November 2024.
3. The Company announced the Meeting details in the newspaper on 27, 28, and 29 November 2024

To ensure the Meeting will be conduct successfully, the Moderator clarified the Meeting of the voting procedures and details of each agenda with the following key points.

Voting Procedures

1. The shareholders are entitled to vote according to the number of shares held or granted by the proxy, each share equals 1 vote. The Company will only collect the ballot for voting against or abstentions. **Shareholders who wish to vote against or abstain shall raise their hands** so the Company staff will collect their ballots. For those who do not raise hands, the Company will assume that they vote in favor of such agenda. Votes cannot be divided, except for votes cast by Custodians holding proxy form C for foreign investors. For Proxy Form B, where the grantor has specified their votes, the proxy must vote in accordance to the grantor, in which voting options are approve, disapprove, or abstain.

2. The registration staff will issue ballots for the following cases:

- (1) Shareholders attended the Meeting in person.
- (2) The proxy who has received Proxy Form B and C, in the case where the grantor granted the proxy authority to vote on specific agenda as indicated.



3. In the case where grantor has specified voting instruction for each agenda and has given the proxy authority to attend the Meeting on behalf, the registration staff will not provide voting ballots.

4. Before collecting voting ballots to approve each agenda item, participants may inquire in relation to such agenda item. If any participants would like to make inquiries, raise the hand and inform the name, and surname, and specify whether they are the shareholder attended the Meeting in person or are a proxy.

5. The Company will use a barcode system to count the votes, and for convenience and efficiency, the default voting will be considered as approved. The Company will only collect voting ballots if the participants wish to vote disapproved or abstained.

6. If any shareholder or proxy wishes to leave the Meeting before it adjourned but would like to vote on remaining agenda items, the completed and signed voting ballots can be submitted to the staff before exiting the room so that the votes shall be recorded.

7. The voting result will be announced after the Chairman request the shareholders to approve each agenda, in which the voting result will be includes votes from the shareholders attended the Meeting in person and proxies casting votes on behalf of grantor, as well as, the proxy that specified votes in advance.

8. In the event of a tie vote, the Chairman shall have a casting vote.

Details for Approving Resolutions on each Agenda are as follows:

1. Two agendas required majority votes of the shareholders who attend the Meeting and have the right to vote. (According to the Company's Articles of Association Article 45 (1))

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024.

Agenda 4 To consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the rights to exercise the Warrants to purchase ordinary shares of the Company No.3 (NDR-W3).

2. Three agendas required the approval by not less than three fourth (3/4) of votes of the shareholders who attend the Meeting and have the right to vote. (According to the Company's Articles of Association Article 45 (2))

Agenda 2 To consider and approve the issuance and allocation of Warrants to purchase ordinary shares of the Company No.3 (NDR-W3) to the existing shareholders in the proportion to the number of shares held by each shareholder (Rights Offering).

Agenda 3 To consider and approve the capital increase of the Company and the amendment of Clause 4. of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital.

The Moderator informed that in order to express transparency and good corporate governance, the Company invited 1 volunteer as a witness in counting votes. There were no shareholders volunteered, the Company has assigned Ms. Paveetida Prakairunthong, the Company's legal advisor from MSC International Law Office Co., Ltd., to act as a witness for the vote counting process at counting station.



The Moderator informed the attendees who wish to cast their votes on the ballot to sign the ballot with a pen. For those who wish to ask any questions, they are requested to state their name and surname, along with specifying whether they were attending as a shareholder or as a proxy, before asking their question.

After the Moderator explained the procedures for the Meeting, voting methods, and the conditions, the Moderator proceeded to address the agenda in the order outlined in the Invitation Letter to the Extraordinary Meeting No. 2/2024.

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders for the year 2024

The Moderator presented the details of this agenda.

The Company held the Extraordinary General Meeting of Shareholders No. 1/2024 on 23 August 2024. The minutes of the Meeting has been prepared and disclosed to the Stock Exchange of Thailand (“SET”) within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 1/2024. The copy of the minutes was submitted to the Department of Business Development within the period specified by law as well as uploaded on the Company’s website www.ndrubber.co.th, the details appears in ***Attachment 1 (Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024)*** which has been sent to all shareholders along with the Invitation Letter to the Extraordinary General Meeting of Shareholders No. 2/2024 (the “**Invitation Letter**”).

The Company deemed appropriate to propose to the Meeting to approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024, which was held on 23 August 2024 as the Board of Directors reviewed that the minutes were correctly and accurately recorded.

The Chairman invited the shareholders and proxies to ask questions or render opinions, there were no additional question or recommendation from shareholders or proxies.

The Moderator, therefore, proposed the Meeting to consider this agenda. This agenda required majority votes of the shareholders who attend the Meeting and have the right to vote, including abstentions in the calculation base. The Moderator reported that two additional shareholders had joined the Meeting, there were 39 shareholders representing the total of 288,150,834 shares.

Resolution The Meeting has considered and resolved to approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 held on 23 August 2024, as proposed, with a majority votes of the shareholders who attend the Meeting and have the right to vote, including abstentions as follows:

Resolution	No. of Votes (1 share = 1 vote)	Percentage of the Total Votes of Shareholders who Attend the Meeting and have the Right to Vote
Approved	288,150,834	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000



Total	288,150,834	100.0000
Total of 39 shareholders representing 288,150,834 votes		

Agenda 2 To consider and approve the issuance and allocation of Warrants to purchase ordinary shares of the Company No.3 (NDR-W3) to the existing shareholders in the proportion to the number of shares held by each shareholder (Rights Offering).

Mr. Chaiyasit informed the Meeting that the overall objective of the capital increase is to be used as a reserve fund for the Company and/or the affiliated companies' project expansion both current and future, as well as to be used as working capital for the Company's operations. The Company intends to issue and offer the warrants to purchase ordinary shares of the Company No.3 ("NDR-W3" or "Warrants") in the amount not exceeding 228,445,815 units. The Warrants will be allocated to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) (the "Issuance and Offering of the Warrants"). The Company will determine the list of shareholders entitling to the allocation of the Warrants on 13 December 2024 (Record Date)

In the process of Issuance and Offering the Warrants, the Company will issue newly issue ordinary shares to accommodate the exercise of rights under the Warrants in the amount not exceeding 228,445,815 shares (with a par value of 1.00 Baht). This represents no more than 50 percent of the total paid-up shares of the Company as of the date of the Board of Directors Meeting No. 7/2024, which was held on 7 November 2024, totaling 456,891,630 shares (with a par value of 1.00 Baht per share).

The calculation for the proportion of shares reserved for the exercise of rights under the Warrants is as follows:

$$= \frac{\text{Number of shares reserved for the exercise of Warrants}}{\text{Number of paid-up shares of the Company}} \times 100$$

$$= \frac{228,445,815}{228,445,815} \times 100$$

$$= 50 \text{ Percent}$$

The details of the Warrants appear in the **Attachment 2 (Summary of Significant Details of the Issuance and Offering of the Warrants to Purchase Ordinary Shares of N.D. Rubber Public Company Limited No. 3 (NDR-W3) in the Proportion of Shares held by each Shareholder (Rights Offering) and Dilution Effects)** which has been sent to all shareholders along with the Invitation Letter.

Currently, the Company has no ordinary shares reserved for convertible debentures or for the exercise of rights under any other Warrants to purchase the Company's ordinary shares that have not yet been issued.

The Company deemed appropriate to propose to the Meeting to consider and approve the issuance and offering of NDR-W3 for allocation to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) in the amount not exceeding 228,445,815 units at no cost (zero Baht) in the ratio of 2 existing ordinary shares to 1 unit of the Warrants. The NDR-W3 will have a term of 1 year from the date of issuance, with an exercise ratio of 1 unit of the Warrants per 1 ordinary share at an exercise price of 1 Baht per share (except in the case



of adjustment of exercise price). The exercise ratio and price maybe adjusted in accordance to the conditions for the adjustment of rights. The Warrants will be valid for 1 years from the date of issuance.

Moreover, in order to proceed with the issuance and offering of NDR-W3 Warrants, the Company requests the Meeting to authorize the Board of Directors, or the Executive Committee or the Chief Executive Officer, or any individual assigned by the Board of Directors, or the Executive Committee, or the Chief Executive Officer to determine and amend the rules, terms, and details regarding the issuance and allocation of NDR-W3 as deemed appropriate according to the relevant governing laws and regulations; such as, the allocation, the date of issuance, and any other actions necessary for and relevant to the issuance of NDR-W3 Warrants, including but not limited to arranging, signing, certifying, endorsing, and/or delivering relevant documents. Additionally, this authority includes registering NDR-W3 as listed securities on the SET, as well as obtaining permissions from relevant authorities, and appointing authorized representatives.

The Chairman invited the shareholders and proxies to ask questions or render opinions.

Asked:

Mr. Thitipong Sophonudomporn

Shareholder Attended the Meeting
in Person

1. Why did the Company choose to issue warrants, given that the Company plans to use the funds within one year? There are other options available, such as Right Offering or a General Mandate. Additionally, considering the Company's debt position, it still has the ability to take on loans.
2. Why did the Company decide to set the exercise price at 1 Baht, even though the current market price of NDR shares is approximately 2 baht, and could setting the exercise price at 1 baht cause the Company to lose an opportunity to raise more funds?

Mr. Chaiyasit Samrittivanicha

Director

Answered

1. The Company has considered various methods and determined that Right Offering might compel all shareholders to participate in the capital increase. Shareholders who do not subscribe to the capital increase would face a dilution of their shares proportion. On the other hand, issuing Warrants offers shareholders a choice. Those who are ready can exercise their rights to increase capital, while those who do not wish to exercise their rights can sell the Warrants instead.
Regarding bank loans, the current trend of interest rates has been consistently rising due to global conflicts and the post-COVID economic recovery. Interest rates only began to decrease in mid-2024. If the Company were to take out a loan this year or in early 2025, the interest rates would be higher than desirable. Therefore, the Company chose to issue Warrants instead.
2. Regarding the exercise price, the Company previously issued warrants (NDR-W1 and NDR-W2 warrants), but only a few warrant holders exercised their rights due to the relatively high exercise price. Considering the upcoming projects, which are certain to proceed, setting the exercise

price at 2–3 baht might discourage most investors from exercising their rights. This could force the Company to explore other funding options. Therefore, the Company decided to set the exercise price at 1 baht to ensure equal opportunities for all shareholders, preventing any unfair advantages or disadvantages.

Mr. Thitipong Sophonudomporn

Shareholder Attended the Meeting
in Person

Provided a suggestion as follows: The Company may consider setting the exercise price at 2–3 baht because issuing warrants for capital increase, which involves increasing the number of shares by more than 50% of the existing shares, could lead to stock dilution. If the Company aims to raise funds and no one exercises the Warrants, the Company can proceed with a General Mandate in April 2025 to raise additional capital.

Ms.Jennet Methaveewinit

Shareholder Attended the Meeting
in Person

Asked: Has the Company fully received the proceeds from the Private Placement? How has the Company utilized the received funds for investment? Was the Issuance and Offering of Warrants necessary because the funds from the Private Placement were insufficient? What were the reasons for issuing the Warrants? Additionally, could you provide an update on the progress of investments in the subsidiaries Xtronic and N.D. Green Planet that currently has plan regarding Bio Charcoal?

Mr. Chaiyasit Samrittivanicha

Managing Director

Answered:

1. The capital increase proceeds that the Company received from the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2024 held on 23 August 2024 amounted to a total of **198,000,000 Baht** (“**Private Placement Capital Increase**”). The Company has received the full amount of the Private Placement Capital Increase.
2. The Company has utilized the Private Placement Capital Increase funds as an investments in the subsidiary, Xtronic Company Limited (“**Xtronic**”), in an amount of 152,000,000 Baht. for the preparation of a Clean Room for a Testing Center, as well as the procurement of machinery and equipment.
3. The funds received from the Private Placement Capital Increase are sufficient for the projects of Xtronic, which is expected to begin in mid-2025. The Issuance and Offering of Warrants this time is necessary because the Company has been asked whether it would be ready to make additional investments if new orders are received.
4. The progress of Xtronic is as stated in number 3 above. However, regarding the Bio Charcoal project, which was initiated after the issuance and allocation of newly



issued ordinary shares to specific investors (Private Placement). This business focuses on producing biomass fuel as a substitute for coal. In the first phase, the Company will invest in purchasing machinery. Currently, there is increasing demand for the product, and inquiries have been made about when the company will begin production. Considering the volume of demand, the Company recognizes the need for additional investments in the second and third phases.

Mr. Piyapong Prasaththong

Shareholder Attended the Meeting
in Person

Asked: Are the date for determining the list of shareholders eligible to receive the Warrants, the date XW sign is posted, set for 12 December 2024, and the record date for determining the shareholders eligible to receive the Warrants on 13 December 2024 finalized?

Mr. Chaiyasit Samrittivanicha

Managing Director

Answered: Yes, the date XW will be posted is 12 December 2024, it is fixed and will not be altered.

Mr. Piyapong Prasaththong

Shareholder Attended the Meeting
in Person

Asked: Will shareholders receive warrants at the ratio of 2 existing shares per 1 Warrant, without any cost?

Mr. Chaiyasit Samrittivanicha

Managing Director

Answered: Yes, shareholders will receive warrants at the ratio of 2 existing shares per 1 Warrant, without any cost.

There were no additional question or recommendation from shareholders or proxies. The Moderator, therefore, proposed the Meeting to consider this agenda. This agenda required the approval by not less than three fourth (3/4) of votes of the shareholders who attend the Meeting and have the right to vote, including abstentions in the calculation base. The Moderator reported that two additional shareholders had joined the Meeting, there were 41 shareholders representing the total of 288,152,872 shares.

Resolution The Meeting has considered and resolved to approve the issuance and allocation of Warrants to purchase ordinary shares of the Company No.3 (NDR-W3) to the existing shareholders in the proportion to the number of shares held by each shareholder in the amount not exceeding 228,445,815 units at no cost (zero Baht) in the ratio of 2 existing ordinary shares to 1 unit of the Warrants. The NDR-W3 will have a term of 1 year from the date of issuance, with an exercise ratio of 1 unit of the Warrants per 1 ordinary share at an exercise price of 1 Baht per share (except in the case of adjustment of exercise price). The exercise ratio and price maybe adjusted in accordance to the conditions for the adjustment of rights. The resolution was approved by not less than three fourth (3/4) of votes of the shareholders who attend the Meeting and have the right to vote, including abstentions as follows:



Resolution	No. of Votes (1 share = 1 vote)	Percentage of the total votes of shareholders who attend the Meeting and have the right to vote
Approved	288,152,872	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	288,152,872	100.0000
Total of 41 shareholders representing 288,152,872 votes		

Agenda 3 To consider and approve the capital increase of the Company and the amendment of Clause 4. of the Company’s Memorandum of Association to be consistent with the increase of the Company’s registered capital

Mr. Chaiyasit informed the Meeting that, as per the resolution approved in Agenda 2 regarding the issuance and allocation of the Warrants, the Company will need to issue additional shares to accommodate the exercise of rights under NDR-W3.

The Company, therefore, deemed appropriate to propose to the Meeting to consider and approve the increase of the Company’s registered capital in the amount of 228,445,815 Baht from the existing registered capital of 456,891,630 Baht to the new registered capital of 685,337,445 Baht, by issuing 228,445,815 newly issued ordinary shares at a par value of 1.00 Baht per share with a specific purpose to accommodate the exercise of the rights under the Warrants.

The details appear in **Attachment 3 (Capital Increase Report Form (F53-4))** which has been sent to all shareholders along with the Invitation Letter.

In addition, the Company has to register for the amendment of Clause 4. of the Memorandum of Association to be consistent with the increase of registered capital as follows:

“Clause 4. Registered Capital	685,337,445 Baht	(Six hundred eighty-five million, three hundred thirty-seven thousand, four hundred forty-five Baht)
Consisting of	685,337,445 Shares	(Six hundred eighty-five million, three hundred thirty-seven thousand, four hundred forty-five Shares)
Par Value	1.00 Baht	(One Baht)
Divided to		



Ordinary Shares	685,337,445 Shares	(Six hundred eighty-five million, three hundred thirty-seven thousand, four hundred forty-five Shares)
Preferred Shares	- Shares	(-Shares)”

To proceed with the aforementioned matter, the Company proposed to authorize the authorized director or any individual assigned by the authorized director to sign applications or any documents regarding the registration of amendment of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce. This includes making amendments or modifications to applications or documents regarding the amendment of the Company's Memorandum of Association as required by the Department of Business Development, Ministry of Commerce, as well as taking any necessary actions in accordance with applicable laws, regulations, and interpretations by the authorities. This includes adhering to the instructions or recommendations of the registrar or officials.

The Company deemed appropriate to propose to the Meeting to consider and approve the increase of the Company's registered capital in the amount of 228,445,815 Baht from the existing registered capital of 456,891,630 Baht to the new registered capital of 685,337,445 Baht, by issuing 228,445,815 newly issued ordinary shares with a par value of 1.00 Baht per share, to accommodate the exercise of the rights to purchase the Company's ordinary shares under NDR-W3 and the amendment of Clause 4. of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital including the granting of authorizations as aforementioned in all respects.

The Chairman invited the shareholders and proxies to ask questions or render opinions, but there were no additional question or recommendation from shareholders or proxies . The Moderator, therefore, proposed the Meeting to consider this agenda. This agenda required the approval by not less than three fourth (3/4) of votes of the shareholders who attend the Meeting and have the right to vote, including abstentions in the calculation base. The Moderator reported that there are no additional shareholders joined them Meeting, there were 41 shareholders representing the total of 288,152,872 shares.

Resolution The Meeting has considered and approved the increase of the Company's registered capital in the amount of 228,445,815 Baht from the existing registered capital of 456,891,630 Baht to the new registered capital of 685,337,445 Baht, by issuing 228,445,815 newly issued ordinary shares with a par value of 1.00 Baht per share, to accommodate the exercise of the rights to purchase the Company's ordinary shares under NDR-W3 and the amendment of Clause 4. of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital. The resolution was approved by not less than three fourth (3/4) of votes of the shareholders who attend the Meeting and have the right to vote, including abstentions as follows:

Resolution	No. of Votes (1 share = 1 vote)	Percentage of the Total Votes of Shareholders who Attend the Meeting and have the Right to Vote
Approved	288,152,872	100.0000
Disapproved	0	0.0000



Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	288,152,872	100.0000
Total of 41 shareholders representing 288,152,872 votes		

Agenda 4 To consider and the allocation of the Company’s newly issued ordinary shares to accommodate the rights to exercise the Warrants to purchase ordinary shares of the Company No.3 (NDR-W3).

Mr. Chaiyasit informed the Meeting that, in pursuant to Agenda 2, the Meeting resolved to approve the increase of the Company’s registered capital in the amount of 228,445,815 Baht from the existing registered capital of 456,891,630 Baht to the new registered capital of 685,337,445 Baht, by issuing 228,445,815 newly issued ordinary shares with a par value of 1.00 Baht per share, to accommodate the exercise of the rights to purchase the Company’s ordinary shares under Warrants, as detailed in Agenda 3.

The Company deemed appropriate to propose to the Meeting to consider and approve the allocation of newly issued ordinary shares in the amount not exceeding 228,445,815 shares with a par value 1.00 Baht per share to the existing shareholders in proportion to the number of shares held by each shareholder (Rights Offering) at no cost (Zero Baht), in the ratio of 2 existing shares to 1 unit of the NDR-W3. The NDR-W3 will have a term of 1 year from the issuance date, with an exercise ratio of 1 unit of the Warrants per 1 ordinary share and an exercise price of 1.00 Baht per share (except in the case of adjustment of the exercise price).

The details appear in **Attachment 3 (Capital Increase Report Form (F53-4))** which has been sent to all shareholders along with the Invitation Letter.

The Chairman invited the shareholders and proxies to ask questions or render opinions, but there were no additional question or recommendation from shareholders or proxies.

The Moderator, therefore, proposed the Meeting to consider this agenda. This agenda required majority votes of the shareholders who attend the Meeting and have the right to vote, including abstentions in the calculation base. The Moderator reported that 1 additional shareholder had joined the Meeting, there were 42 shareholders representing the total of 288,152,972 shares.

Resolution The Meeting has considered and resolved to approve the allocation of the Company’s newly issued ordinary shares to accommodate the rights to exercise the Warrants to purchase ordinary shares of the Company No.3 (NDR-W3), as proposed, with a majority votes of the shareholders who attend the Meeting and have the right to vote, including abstentions as follows:

Resolution	No. of Votes (1 share = 1 vote)	Percentage of the total votes of shareholders who attend the Meeting and have the right to vote
Approved	288,152,972	100.0000
Disapproved	0	0.0000



Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	288,152,972	100.0000
Total of 42 shareholders representing 288,152,972 votes		

Agenda 5 To consider any other matters (if any)

The Moderator informed that, apart from the agenda items set by the Board of Directors for the Extraordinary General Meeting of Shareholders No. 2/2024, any shareholders wish to propose additional matters for consideration beyond agendas outlined in the invitation letter must be pursuant to Section 105 paragraph two of the PLC Act. This requires shareholders holding at least one-third (1/3) of the total shares sold to propose additional matters for consideration apart not included in the Invitation Letter.

However, to ensure transparency and equal rights among the shareholders, no additional agenda items that were not specified in the Invitation Letter should be proposed for consideration for approval or voting.

There being no additional comments or inquiries submitted by the shareholders and proxies for the Meeting's consideration, the Moderator invited the Chairman to adjourned the Meeting.

The Chairman thanked the shareholders and proxies who attended the Meeting and declared the Meeting adjourned at 10.33 a.m.

Signed _____

(Mr. Chaiyasit Samrittivanicha)

The Chairman of the Board/Meeting

Signed _____

(Ms. Watcharaporn Wongmak)

Company Secretary / Minute-taker