

บริษัท ทางยกระดับดอนเมือง จำกัด (มหาชน)
Don Muang Tollway Public Company Limited

40/40 ถนนวิภาวดีรังสิต แขวงสนามบึง
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ISO 9001, ISO 14001 & ISO 45001 CERTIFIED

(Translation)

DMT/P/CS/168/66

Minutes of the Annual General Meeting of Shareholders for 2023

Tuesday, April 25, 2023

through Electronic Meeting (E-AGM)

Don Muang Tollway Public Company Limited (“the Company”) hosted the Annual General Meeting of Shareholders for 2023 (“the Meeting”) on Tuesday, April 25, 2023, at 10:00 a.m. in the form of an Electronic Meeting (E-AGM) pursuant to the Emergency Decree on Electronic Meetings B.E. 2563 (2020). The Meeting was broadcast from the Company’s Conference Room No. 40/40 on Vibhavadi Rangsit Road., Sanam Bin Sub-district, Don Muang District, Bangkok 10210.

Directors attending in person

- | | |
|---------------------------------|--|
| 1. Mr. Sombath Phanichewa | Chairman of the Board of Directors |
| 2. Mr. Prakob Tantiyapong | Independent Director and Chairman of the Audit Committee |
| 3. Mr. Somnuk Chaidejsuriya | Independent Director, Chairman of the Risk Management Committee, Member of the Audit Committee and Member of the Nomination & Compensation Committee |
| 4. General Suebsan Dardarananda | Independent Director and Chairman of the Nomination and Compensation Committee |
| 5. Mr. Chanvit Amatamatucharti | Director |
| 6. Mr. Chumpol Rimsakorn | Independent Director and Member of the Audit Committee |
| 7. Mr. Tarnin Phanichewa | Director, Vice Chairman of the Executive Committee, Chief Executive Officer, and Secretary of the Nomination and Compensation Committee |
| 8. Dr. Sakda Panwai | Director, Risk Management Committee, Executive Committee and Managing Director |

Directors attending the Meeting via Electronic Meeting

- | | |
|-----------------------------|---|
| 1. Mr. Rawat Chamchalerm | Vice Chairman of the Board of Directors and Chairman of the Executive Committee |
| 2. Dr. Vichya Kreangam | Independent Director and Member of the Nomination and Compensation Committee |
| 3. Mr. Pomchai Thiraveja | Director |
| 4. M.L. Dhanavisuth Visuthi | Director and Executive Committee |

(A total of 12 company directors attended the meeting, or 100% of all directors)

Top Executives attending the Meeting in person

- | | |
|--|--|
| 1. Mrs. Anoma Urit | Executive Vice President – Operations (COO) |
| 2. Ms. Bongkodrat Tangchukul | Executive Vice President - Business & Finance (CFO) |
| 3. Mr. Suthep Tharawas | First Senior Vice President |
| 4. Mr. Boonchana Threedidth U.Domphorn | Vice President – Risk Management, Safety, Health and Environment |
| 5. Mrs. Uraivan Mekakakorn | Company Secretary |

Certified Public Accountants from KPMG Phoomchai Audit Limited (attending via Electronic Meeting)

1. Mrs. Sasithorn Pongadisak
2. Mr. Yossawaj Lerdthanavarant

Legal Advisor from R&T Asia (Thailand) Limited (attending in person)

Mr. Surasak Vajasit

Mr. Surasak Vajasit performed the duty of overseeing and checking vote counts at the meeting for transparent voting in compliance with laws and company regulations.

Registration Examiner and Vote Counter on Each Agenda Item

Quidlab Company Limited

The Meeting convened at 10:00 a.m.

Miss Nattamon Poonpipatnan was assigned by the Company to function as the Master of Ceremony in conducting of the Meeting (**the MC**) welcomed shareholders to the Annual General Meeting of Shareholders for 2023 of Don Muang Tollway Public Company Limited, which was held in compliance with Section 98 of the Public Limited Companies Act B.E. 2535 (1992) and the

Company's Article of Association Clause 31, which requires the Annual General Meeting of Shareholders to be held within four months of the last day of the accounting year of the Company.

The Company's Board of Directors Meeting No. 1/2023 on 21 February 2023 resolved to call the Annual General Meeting of Shareholders for 2023 on 25 April 2023 at 10:00 a.m. by meeting via electronic media in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020). The Company used systems of Quidlab Company Limited, which are consistent with the Notification of the Ministry of Communication and Information Technology re: Security Policy and Standards of the Meeting via Electronic Media B.E. 2563 (2020). In addition, Quidlab became one of two companies certified for Meeting control systems by the Electronic Transactions Development Agency (ETDA).

The MC then reported the number of shareholders in attendance when the Meeting convened with 15 shareholders who attended the Meeting in person and 39 shareholders who were granted proxy rights to attend the Meeting on behalf of others, a total of 54 shareholders with 932,101,889 shares or 78.9092 percent of all of the Company's total paid-up ordinary shares 1,181,232,800 shares, thereby constituting the quorum in accordance with the laws and the Company's Articles of Association. In addition, the MC introduced the Company Directors, Top Executives, Certified Public Accountants and the Company's Legal Advisor.

Prior to the beginning of the Meeting agendas, to enable the Meeting to proceed in an orderly manner and to comply with corporate governance principles, the MC informed the Meeting that the Company invited and informed shareholders of today's Meeting via the following three channels:

1. The Company sent meeting notices to every shareholder by post.
2. The Company advertised the Meeting in the newspapers.
3. The Company placed information of the Meeting on the Company's website.

The Company provided the opportunity for shareholders to propose the meeting's agendas, nominate individuals to be elected as the Company Directors and send questions concerning the Meeting in advance for the Annual General Meeting of Shareholders for 2023 between 15 November 2022 to 31 December 2022. No shareholder proposed additional agendas or nominated individuals with suitable qualifications for appointment as a director and no questions concerning the Meeting were sent in advance.

The MC then explained about the Meeting's procedures, voting and vote counting methods. Shareholders and proxies must vote and pass resolutions on each agenda item as follows:

1. The Chairman of the Meeting will conduct the meeting to consider according to the agendas specified in Meeting Invitations continually without switching Meeting agendas.
2. **When voting at the Meeting**, every shareholder has votes equal to the amount of shares held. One share equals one vote. If any shareholder has special stakes in any topic, that shareholder will have no right to vote on that topic except in the case of voting to elect a director. When voting, shareholders may not divide votes. In cases where votes are tied, the Chairman will cast another vote as the deciding vote.
3. Shareholders may vote by pressing the button with the "check" mark in the first menu tab shown on the left side. After pressing, the agendas that can be voted on will be shown. Cast your votes on each agenda by pressing the "Approve", "Disapprove" or the "Abstain" buttons and press the "Send" button to confirm votes.

Shareholders may vote/change votes or revise votes on each agenda until the Meeting announced the end of voting on that agenda. The Company will give a time of 1 minute to vote.
4. Shareholders who do not vote by using the voting program or pressing buttons to enter scores in the system are considered to have voted in approval according to the Chairman's proposals to the Meeting.
5. In cases where shareholders prepared proxy by using Form B to allow others to attend the meeting or assign directors or independent directors to vote on shareholders' behalf and directed proxies to vote according to shareholders' intentions, proxies are required to vote according to shareholders' intentions.
6. In the case of foreign shareholders who prepared proxy by using Form C and appointed a custodian in Thailand to accept deposits of shares and oversee shares, shareholders may vote in approval, disapproval or abstention simultaneously on each agenda by dividing votes which will be used in the number equal to the amount of shares held.
7. Base votes and shareholders on each agenda may not be equal due to gradual entry into the system by shareholders and proxies. Therefore, the number of meeting attendees on each agenda may not be equal.

8. **Votes counting** for agendas at the Annual General Meeting of Shareholders for 2023 are divided into the following three types:
- 8.1 Agendas requiring approval by **a majority vote** of shareholders who attended to the Meeting and casted their votes consist of Agenda 1, Agenda 3, Agenda 4, Agenda 5 and Agenda 7.
- Agenda 5 is an agenda to consider and approve the nomination for the appointment of Directors to replace those who retire by rotation for the year 2023. The Company arranges for shareholders to consider approval for elections of individual nominees. The Company will read names of nominated directors and ask every shareholder to vote in approval, disapproval or abstention by pressing the button with the “check” symbol in the first menu on the menu tab shown on the left side. Agenda to consider and approve the election of directors to replace those retiring by rotation for the year 2023
- 8.2 Agendas requiring approval with **no less than two-thirds of all the votes** casted by shareholders attending the Meeting consist of Agenda 6.
- 8.3 Agendas requiring approval with **no less than three-fourths of all the votes** casted by shareholders attending the Meeting and have the right to vote consist of Agenda 8 and Agenda 9.
- In the cases of 8.1 and 8.3, all votes from shareholders in attendance in “Approve”, “Disapprove” and “Abstain” are counted as a base in vote counting. Votes in disapprove and abstain/no voting rights are deducted from all votes and the remaining votes are considered as votes in approve of that agenda.
- Agenda 2** is a report on the Company’s performance in 2022 and a matter for acknowledgement. No votes are to be casted on this agenda.
9. Votes on proxy sent by shareholders to the Company with the following characteristics are considered as invalid Ballots not included by the Company as votes on that agenda:
- 9.1) Votes with marks in more than one box except in the case of custodians.
- 9.2) Revisions or marks struck through votes without the shareholder’s signature.
- 9.3) Votes exceeding existing votes.
10. In tallying votes, only votes of shareholders at the meeting in disapprove and/or abstain

on each agenda are counted before deduction from the total votes of shareholders at the Meeting. The remaining votes are counted as votes in approve. Votes cast by proxy grantors in proxy are counted and recorded in advance during registration to attend the Meeting. Shareholders may view voting results by pressing the button in the second menu item. Details on results from vote counting will show only agendas that have been considered.

11. The Company will announce voting results on each agenda to shareholders at the Meeting.
12. **Inquiries and expressions of opinion by shareholders and proxies** provide shareholders or proxies with opportunities to ask questions and express opinions on each agenda without disturbing shareholders' time.

12.1 Before voting on each agenda, the Chairman will allow shareholders or proxies to ask questions concerning that agenda based on appropriateness by asking shareholders or proxies who want to ask questions or express opinions to type questions in the chat window by pressing the fourth button on the menu on the left side and typing questions before pressing "Send" to confirm and send the aforementioned message to the Company.

Shareholders are able to type questions from the beginning of the Meeting. Shareholders or proxies who want to ask questions or express opinions are asked to specify the shareholder or proxy's first name-last name and status such as a shareholder attending in person or by proxy. In the case of proxies, proxies are required to specify the name of the shareholder who granted proxy rights for the Company to record in the minutes to the Meeting accurately and completely.

12.2 In cases where shareholders have questions or opinions other than the agenda being considered, shareholders are asked to make inquiries or express opinions on Agenda 10: Other Businesses at the end of the Meeting.

In cases where shareholders encountered problems when accessing the Meeting system or the voting system, please follow meeting instructions and specifications notified by the Company or contact the Company's staffers at Tel. 02-013-4322, Mobile Phone No. 080-008-7616 or Email: info@quidlab.com.

For the Annual General Meeting of Shareholders for 2023 today, this Meeting has 10 agendas according to the information shown in Meeting Invitation Letter sent to shareholders to study in advance of the Meeting. In this regard, the Company has recorded the meeting in the form of video media.

Mr. Sombath Phanichewa, the Chairman of the Board of Directors, presided as the Chairman of the Meeting (the Chairman) then opened the Meeting and assigned the MC and Mrs. Uraiwan Mekakakorn, the Company Secretary, to conduct the Meeting according to the following agendas:

Agenda 1: To adopt the Minutes of the Annual General Meeting of Shareholders for 2022

The Company Secretary proposed for the Annual General Meeting to adopt the minutes of the Annual General Meeting of Shareholders for 2022.

The MC then proposed for the shareholder meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders for 2022 prepared on Tuesday, 26 April 2022. The Company had completed the minutes to the Meeting.

The Board's opinion: The Board of Directors considered and concluded that the minutes of the Annual General Meeting of Shareholders for 2022 were accurate, complete and clear. Therefore, the Annual General Meeting of Shareholders for 2023 should consider and certify the minutes of the Annual General Meeting of Shareholders for 2022 held on Tuesday, 26 April 2022. The details are as appeared on the copy of the Minutes sent to shareholders with this Notification and published on the Company's website (Attachment 1).

Shareholders were then allowed to express opinions or make inquiries.

When no shareholder express opinions or made inquiries, a resolution was asked from the Meeting.

This agenda requires approval by a majority of the votes of the shareholders who attend the Meeting and exercise their voting rights.

The Meeting's Resolution: The Meeting adopted the Minutes of the Annual General Meeting of Shareholders for 2022 held on Tuesday 26 April 2022, as proposed by the Board of Directors with a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

(The supporting document of Agenda Item 1)

Approved	947,601,889	votes	or	100.0000	percent
Disapproved	-	votes	or	-	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

For this agenda, there were additional 1 shareholders holding together 15,500,000 shares present from the commencement of the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 55 persons, representing 947,601,889 shares or 80.2214 percent of the Company's paid up shares.

Agenda 2: To Acknowledge the Company's performance report for 2022

The Company Secretary proposed to the Annual General Meeting of Shareholders to acknowledge the Company's performance report for 2022.

The MC explained to the meeting that, in order to comply with the Public Company Limited Act B.E. 2535 (1992) and Company's Articles of Association, the Board of Directors is required to report the Company's performance in the past year to shareholders for acknowledgement at the Annual General Meeting.

The Company has summarized its past performance and significant changes occurred in 2022, with details as shown in the Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report) which is sent to shareholders with this Meeting's Invitations (Attachment 2).

The Board's opinion: The Board of Directors considered it appropriate for the Annual General Meeting of Shareholders for 2023 to acknowledge the Company's 2022 operating results, which the Company summarized past performance and significant changes during the year in the Annual Registration Statement/Annual report 2022 (Form 56-1 One Report) in the QR Code (Attachment 2).

The Company Secretary then invited Mr. Tarnin Phanichewa, Chief Executive Officer, to summarize the Company's performance highlights in 2022 to the shareholders for acknowledgement. Then, Dr. Sakda Panwai, Managing Director, summarized the Company's operating results for the year 2022 and clarified operating plans of the current year to the shareholders for acknowledgement.

Mr. Tarnin Phanichewa, Chief Executive Officer, reported that in 2022, the Company was selected to be in the list of Thailand Sustainability Investment : THSI 2022, which is an important step for the Company after being listed on the Stock Exchange of Thailand for approximately 2 years and is a proof that the executives and employees are ready to build sustainable growth, as well as adhering to management principles under good corporate governance or good CG for the benefits of shareholders and all stakeholders.

Awards and achievements of standards and good governance in 2022

1. Accredited for Quality Management System ISO 9001:2015 and Environmental Management System ISO 14001:2015 standards
2. The Company received 100 full scores, or “**Excellent as an Example**”, rating for the Annual General Meeting of Shareholders for 2022 Assessment Project
3. The Company received 4-stars “**Very Good**” CGR Scoring for Corporate Governance Report (CGR)
4. Received Smart Performance Company Award for organization with excellent operating results and performance
5. Award for Organizations Supporting Persons with Disabilities outstanding in the year 2022 in the “**Good**” level
6. “**Outstanding**” for Sustainability Model Organization Award in the Thai Capital Market for Supporting Persons with Disabilities
7. Received Thai Chamber of Commerce (TCC) Best Awards 2022 (outstanding code of conduct awards for year 2022)

In addition, the Company is committed to continuously conducting its business with transparency in accordance with anti-corruption measures. In 2022, the Company has jointly announced its intention to join the Thai Private Sector Collective Action Coalition Against Corruption (CAC), as well as setting the goal to become a member of CAC by 2024.

As for the Company’s Sustainability Development, it has delivered values in various aspects to stakeholders in a concrete way, including management, finance, and technology development, consisting of:

- **Management restructuring** by adding the position of Chief Executive Officer to support the work of sustainability development by developing future projects and allowing flexibility in distribution of management work in order to drive strategic plans for sustainability to be successful according to the Company/DMT's policy.
- **Dividend payment** in order for shareholders to receive stable and sustainable returns according to the dividend payment policy to shareholders at a rate of not less than 90.0% of the profit for the year 2022 as follows:
 - Dividend payment for the first 6 months of 2022 at the rate of 0.10 Baht/share
 - Dividend payment for the first 9 months of 2022 at the rate of 0.15 Baht/share; and
 - Dividend payment for the 12-month period of 2022, paid from retained earnings at the rate of 0.38 Baht/share

Overall, the interim dividends payout ratio already approved by the Board of Directors is 95.34% of the net profit from operations for the year 2022, divided into 37.83% from the net profit from operations for the year 2022 and 57.51% from retained earnings (however, this excludes the dividend payment proposal at the rate of 0.50 Baht/share, which will be proposed in Agenda 4. If the shareholders have already approved in Agenda 4 to pay dividend at the rate of 0.50 Baht/share, the overall dividends payout ratio will account for 171% of net profit from operations for the year 2022, divided into 95.34% from net profit from operations for the year 2022 and 75.06% from retained earnings).

- **Development of toll collection system for convenience and speed to be ready for entering a cashless society in the future**
 - Launched a new Manual Toll Collection System (MTC) to support various toll payments and to prepare for a cashless society in the future on December 19, 2021. Later, the Europay Mastercard and Visa (EMV) and QR Payment were developed and launched for service on April 1, 2022.
 - The Electronic Toll Collection System (ETC) was launched on April 23, 2022.
 - Tested 2 channels of the "Free Flow (M-Flow)" toll collection system at Din Daeng toll plaza. The installation and acceptance test were completed in

December, and currently awaiting approval for data connection testing with the Department of Highway's Single Platform system.

- **Development of traffic control system and traffic management for users to travel conveniently, quickly, and safely 24 hours a day.**
 - Connected the Company's Traffic Control system and Surveillance System with the Department of Highway's Highway Traffic Operations Center (HTOC) for overall integration.
 - Developed a Video Analytic system to be more accurate using Deep Learning technology to improve efficiency.
- **Development of maintenance work** for the project to be durable according to standards.
- **Development of the Company's innovative work** by creating Tollway Loyalty Platform Via Line OA Channel project, Mobile Application, Fleet Card payment development project, Line Robot (for managing various administrative tasks), E-Learning (Online Learning), E-Tax Invoice & E-Receipt and E-Withholding Tax systems, cash deposit machine model Kun5C-deposit machine, and a project to recycle dust from vacuum trucks.

In addition, the Company has also integrated social responsibility as part of its business under the implementation of 5 activities, namely 1) Tollway Safety Way, enhancing road safety, 2) Tollway Smart Way, enhancing education, 3) Tollway Happy Way, enhancing drug-free communities, 4) Tollway Better Way, enhancing quality of life in society, and 5) Tollway Green Way, enhancing the environment.

Especially for "Tollway Smart Way" which operates under the "Dream for Achievement Foundation" by providing scholarships to young students who meet the specified criteria to receive scholarships continuously from the beginning until completing a bachelor's degree. Since 2013, a total of 192 scholarships have been given to students of the Foundation. As of 2022, 93 students have graduated, in which 49 (or 53%) of such students graduated with 1st class and 2nd class honors.

Later, **Dr. Sakda Panwai, Managing Director**, summarized the Company's operating results for the year 2022 and clarified the operation plan for the current year as follows:

There has been an improvement on the overall performance in 2022 because there were no travel restrictions since April and the government's positive factors to drive the economy such as onsite learning and relaxation on travel measures for tourists visiting Thailand. As a result, number of tourists continued to rise in 2022 with various projects to promote Thai tourism and China lifting its travel bans significantly benefited tourism in Thailand. In 2022, the Company's toll revenue was 1,832.08 MB, which was higher than 2021 by 52% but was lower than 2020 by 10.5%. EBITDA was 1,329 MB, increased by 82% from 2021, with a net profit of 780.58 MB, or an increase of 93% from 2021 and a decrease of 1.4% from 2020. Management of operating costs, excluding the costs of amortization of concessions and corporate income tax, the Company has continued to manage continuously from 2020 since the outbreak of COVID-19. As of December 31, 2022, the Company has no interest-bearing debt with financial institutions.

The overall annual average daily traffic volume (AADT) of 2022 was 85,417 vehicles per day, consisting of 52,240 vehicles on the Original section and 33,177 vehicles on the Northern Extension section, which increased from 2021 with AADT of 57,105 vehicles (33,556 vehicles per day on the Original section and 23,549 vehicles per day on the Northern Extension section). In conclusion, AADT of 2022 was higher than that of 2021 by 49.6%. In addition, there were significant positive factors contributing to the increase of traffic volumes on Don Muang Tollway, namely opening up the country for foreign tourists without the need for COVID-19 screening, which contributed greatly to the overall travel activities.

Business Sustainability Plan 2023-2027

The Company has formulated a long-term business strategy. It has been considered and recommended by all sub-committees of the Company according to the powers and duties of that committee, which was approved by the Board of Directors No. 8/2022 on December 15, 2022, as a business sustainability plan 2023-2027, which can be categorized into 7 aspects:

1. **Safer Road Traffic Management/Maintenance Strategy** is the main strategy that raises the level of being an O&M service provider on elevated roads to international standards according to the Company's vision that must make it convenient, fast and safe, raising the standard of service.

2. **Inclusive Growth Strategy** is a strategy that strengthens the organization in terms of operating cost management, both service and financial costs, in order to enhance competitive opportunities and to attract business partners to extend to new toll road projects and grow together.
3. **Other Non-Toll Road Business Strategy** is a strategy to drive innovation and ideas, which will lead to other businesses and new sources of income, including toll-road related businesses such as the joint venture with Hanshin Expressway Company Limited (HEX), of Japan or study other non-toll road projects such as various Start ups from expertise of the management and jointly driven by personnel within the organization.
4. **ESG Sustainability Strategy** is the main strategy to drive the business of the organization in delivering values to the environment, society, and corporate governance, which is the implementation of environmental, energy and greenhouse gas reduction projects with the main goal to drive ESG-In-Process for maximum handling and efficiency.
5. **HPO Resilience Management Strategy** is the main strategy for developing the potential of the organization and human resources to be flexible, responsive to changes in technology and surrounding factors, which will drive the organization fluently with the ability to quickly expand opportunities.
6. **Efficient Cash and Cost Management Strategy** is a strategy that uses technology as a tool to help manage cash flows received by the Company for maximum benefit, reduce risks from interest rate volatility, as well as reducing the Company's financial cost and enhancing costs in every aspect to be effective.
7. **DMT Excellence Recognition Strategy** is a strategy that realizes expertise and performance of the organization certified by an external agency, as well as building confidence with the concession owner, the Department of Highways, that will make the organization outstanding and become an option to provide ongoing concessions and other new concession projects.

Business Partners

- The Company signed a Memorandum of Understanding (MOU) with HANSHIN EXPRESSWAY COMPANY LIMITED, or HEX, of Japan for Joint Business Development at HEX headquarters in Osaka, Japan on September 30, 2022. Currently, A Siam Infra Company Limited has been established.
- Signed a Memorandum of Understanding (MOU) with EVME PLUS Co., Ltd. on October 19, 2022 to jointly study the feasibility and to promote use of electric vehicles and related services, including trials, data collection, business feasibility study, functional test, design, and usage patterns that lead to consideration of cooperation of both parties in the future.
- Cooperated with the Foundation for Industrial Development, Plastics Institute of Thailand, Zero Waste YOLO Co., Ltd., and G.E.P.P. Sa-ard Co., Ltd. to study, research, and experiment on turning dust collected from vacuum trucks mixed with plastic waste to decorative materials and pathway tiles.
- On December 22, 2022, the Company signed a cooperation contract in developing innovative digital toll collection machine with Guardforce Cash Solutions Security (Thailand) Limited in applying technology to enhance work efficiency with innovation development and to improve integrated cash management according to sustainable development guidelines.

Study and follow-up on investments in Tollway and expressway business

The major projects that the Company has been monitoring and are likely to allow investments of private sector in 2022 consist of 3 projects, namely the intercity highway project Don Muang Tollway's Rangsit-Bang Pa-in (M5) section, the intercity highway Bang Khun Thian – Ban Phaeo (M82), and Kathu – Patong Expressway Project in Phuket. The Company has prepared in terms of cost studies and strategic planning for participating in the projects. The RFP for the Kathu – Patong Expressway Project in Phuket started selling on 26 December 2022, in which the Company already purchased the RFP to study and formulate a strategy for participating in project bidding according to the requirements in the RFP. Other projects are still in the action plan of the government sector, in which the Company will monitor closely.

Study new businesses other than expressway and expressway businesses such as roadside accommodation or Rest Area projects. In addition, in 2022, the Company has additionally studied other types of businesses.

Then, **the Chairman** reported additional activities of the “Dream for Achievement Foundation,” which was permitted to establish the foundation as a public charity organization according to the announcement of the Ministry of Finance, in which more than half of the Foundation’s scholarship students received 1st and 2nd class honors. Any person interested in making donations to the foundation to support education of underprivileged children receives 1 time tax deduction according to the regulations of the Ministry of Commerce.

Then, **the MC** gave the shareholders an opportunity to express their opinions or ask additional questions.

Mr. Parinya Thienworn, a shareholder asked how this year’s traffic was and whether renovation of Don Muang Airport will affect the Company. When will the renovation be completed? And when the connecting bridge between Tollway and the airport will be completed?

Mr. Tarnin Phanichewa, CEO, clarified that the Company has been monitoring the traffic volume continuously every day since January 1, 2023 until April 24, 2023 (yesterday). The average income was 6.7 MB/day compared to the same period in 2022 of 4.17 MB/day, an increase of approximately 62%. However, if it is traffic of the latest month from April 1, 2023 to yesterday, the reason for choosing April was because of school break and Songkran holidays that led to the lowest traffic volume of the year, the traffic volume was approximately 95,000 vehicles/day while last year’s was 63,000 vehicles/day (traffic volumes are the combination of the volumes from Original Tollway and Northern Extension together). Therefore, in April 2023 compared to the same period last year, there was an increase of about 51%, where the traffic volume has increased since the end of last year mainly due to more tourists and lifting of travel bans in various countries. During the recent Songkran holiday, the amount of tourism has increased. The Company also received benefits from Don Muang Airport’s higher traffic, onsite work and classes, cancellation of travel restrictions, etc. If shareholders are interested in obtaining information about the Company, the Company will hold an Opportunity Day for the listed Company to meet the investors, in which information regarding financial statements and traffic volume data will be presented on that day. Regarding the question about the renovation of Don Muang Airport, the new president of the Airports of Thailand PLC. (AOT)

gave an interview on the news recently that the renovation is currently in the process of hiring a designer and the design plan will complete in 2024, and will take about 4 years to build. The area will increase from 120,000 square meters, to 240,000 square meters, which will be able to accommodate up to 50 million passengers, consisting of 30 million domestic passengers and 20 million international passengers. As for the connecting bridge between Tollway and the airport, AOT has already acknowledged the project's design and operation plan.

Dr. Sakda Panwai, Managing Director, further reported that the traffic volumes in January, February, and March 2023 were approximately 103,000 vehicles/day, 110,000 vehicles/day, and 110,000 vehicles/day, respectively, which were in accord with the estimates. The Company has updated such information on the Company's website on a monthly basis. As for the question concerning the impact from the renovation of Don Muang Airport, this is considered as a positive impact on the Company due to its expansion plan. Moreover, there is also a road under construction that cuts from Phaholyothin Road to Vibhavadi Road. It is expected to be completed this year or early next year, which will increase the traffic volume on Vibhavadi Road. The construction of a connection between Don Muang Tollway and Don Muang Airport is already in the plan of the Airport Authority and the Company has coordinated with the President of AOT that if the construction can be carried out first, it will be beneficial to the passengers at the airport and will also help with traffic congestion on Vibhavadi Road.

When no shareholder expressed opinions or made inquiries, the meeting was informed that Agenda 2 is an agenda for acknowledgement. Therefore, no voting took place on this agenda.

The Meeting's Resolution: The Shareholder's Meeting acknowledged the Company's performance report for 2022.

Agenda 3: To consider and approve the Financial Statements and the Independent Auditor's Report for the year ended 31 December 2022

The Company Secretary proposed to the shareholder meeting to consider and approve the financial statements and the independent auditor's report for the year ended on 31 December 2022 and invited **Ms. Bongkodrat Tangchukul, Executive Vice President – Business & Finance (CFO)**, to explain the Company's financial overview to shareholders according to the following information:

(The supporting document of Agenda Item 1)

To comply with the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and company regulations requiring the Company to prepare a financial statement for the year ended in the fiscal year, Ms. Bongkodrat would like to summarize the financial statements and the independent auditor's report (KPMG Phoomchai Audit Limited) for the year ended on 31 December 2022, which was considered and approved by the Audit Committee and the Board of Directors with details shown in the Company's annual financial statements for the year ended on 31 December 2022 shown in the annual sent to the shareholders with this Notification and published on the Company's website (Attachment 2).

Financial Status	31 DEC 2020	31 DEC 2021	31 DEC 2022
Total Assets (million baht)	10,660.8	10,256.1	10,463.8
Total Liabilities (million baht)	3,053.0	682.7	692.1
Shareholders' Equity (million baht)	7,607.8	9,573.4	9,771.7
Toll Income (million baht)	2,046.9	1,202.4	1,832.1
EBITDA (million baht)	1,421.4	729.8	1,329.2
Profit for the Cycle (million baht)	791.43	404.3	780.6
Debt on Equity (D/E) Ratio (times)	0.4	0.07	0.07
Return on Assets (ROA) Ratio (percent)	7.4	3.9	7.5
Return on Equity (ROE) Ratio (percent)	10.4	4.2	8.0
EBITDA Margin	69.44%	60.69%	72.55%
Earnings Per Share (EPS)	0.76	0.36	0.66

Unconditional Summary of Audit Results

The auditor had the opinion that the Company's financial statement showed the Company's financial status as of December 31, 2022, performance and cash flow for the year ended on the same day with appropriate accuracy in significant contents in compliance with financial reporting standards.

The Board's opinion: The Board of Directors has considered it appropriate for the Annual General Meeting of Shareholders for 2023 to approve the Financial Statements and the Auditor's Report for the year ended 31 December 2022, which have already been approved and endorsed by the Audit Committee.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

(The supporting document of Agenda Item 1)

This agenda requires a resolution in approval with a majority vote of the shareholders who attended the Meeting and exercised their voting rights.

The Meeting's Resolution: The Meeting approved the Financial Statements and the Independent Auditor's Report for the year ended 31 December 2022, which had been approved and endorsed by the Audit Committee with a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	947,638,789	votes	or	100.0000	percent
Disapproved		- votes	or	-	percent
Abstained		- votes	or	-	percent
Voided Ballots		- votes	or	-	percent

For this agenda, there were additional 3 shareholders holding together 36,900 shares present from the commencement of the Meeting. Therefore, the total number of shareholders proxies ing the Meeting was 58 persons, representing 947,638,789 shares or 80.2246 percent of the Company's paid up shares.

Agenda 4: To consider and approve dividend payment for the operating results of the year 2022, paid from the net profit and retained earnings, and acknowledge the allocation of profits as legal reserves and interim dividend payment

The Company Secretary proposed for the shareholder meeting to consider and approve dividend payment for the operating results of the year 2022, paid from the net profit and retained earnings, and acknowledge the allocation of profits as legal reserves and interim dividend payment.

The MC then explained to the meeting that Article 116 of the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and Company Regulation No. 47) requires allocation of part of annual profits as legal reserve at no less than five percent of annual net profit deducted by accrued losses brought forward (if any) until this legal reserve is no less than 10 percent of registered capital.

The Company has a policy to pay out dividends to shareholder at the rate of no less than 90 percent of profit for the year after allocation of legal reserve while considering cash flow from operations, financial status, performance, future investment plans, conditions and limitations specified in loan agreements or relevant contracts (if any) and other factors involved.

The allocation of profits as legal reserves The Company's the allocation of profits as legal reserves of the profit of 2022, amounting to Baht 30,827,639.76 (Thirty million eight hundred twenty-seven thousand six hundred thirty-nine Baht and seventy-six Satang) which is complete according to the laws and articles of association. After the appropriation of profits as legal reserves, the Company will have accumulated legal reserves totaling Baht 614,241,056 (Six hundred fourteen million two hundred forty-one thousand and fifty-six Baht only), representing 10 percent of the registered capital.

Dividend payment In consideration the dividend payment for the operating results of the Company for the accounting period ending 31 December 2022, and retained earnings at the rate of Baht 1.13 per share of the total number of registered and paid-up shares of 1,181,232,800 shares or the total dividend payment of Baht 1,334,793,064 (One thousand three hundred thirty-four million seven hundred ninety-three thousand and sixty-four Baht only)

In this regard, the company has already paid interim dividends payment from the operating results for the first 6 months, the first 9 months and for the 12 months of 2022 for a total of 3 times in 2022 and in March 2023 at total rate of Baht 0.63 per share of the total number of registered and paid-up shares of 1,181,232,800 shares, or a total dividend amount of Baht 744,176,664 (Seven hundred forty-four million one hundred seventy-six thousand and six hundred sixty-four Baht only)

Therefore, the company will pay the dividend payment for the operating results of 2022 at the rate of Baht 0.50 per share or the total amount of dividends in the amount of Baht 590,616,400.00 (Five hundred ninety million six hundred sixteen thousand four hundred Baht only) from the net profit for the year 2022 at the rate of Baht 0.38 per share for the operating results for the year 2022, totaling Baht 448,868,464 (Four hundred forty-eight million eight hundred sixty-eight thousand four hundred and sixty-four Baht only) and paid from retained earnings at the rate of Baht 0.12 per share, amounting to Baht 141,747,936 (One hundred forty-one million seven hundred forty-seven thousand nine hundred thirty-six Baht only).

The Board's opinion:

The Board of Directors has considered it as appropriate for the Annual General Meeting of Shareholders for 2023 to consider the followings:

(The supporting document of Agenda Item 1)

1. The Company has allocated the profit as legal reserve which is complete according to the laws and Articles of Association. Therefore, there is no additional allocation annual net profits of legal reserves.
2. To approve dividend payment for the operating results of the Company for the accounting period ending 31 December 2022, and retained earnings at the rate of Baht 1.13 (One Baht and thirteen Satang) per share or the total dividend payment of Baht 1,334,793,064 (One thousand three hundred thirty-four million seven hundred ninety-three thousand and sixty-four Baht only).

The Company has already paid interim dividends payment from the operating results for the first 6 months, the first 9 months of 2022 from net profits and for the 12 months of 2022 from retained earnings for a total of 3 times in 2022 and March 2023 at total rate of Baht 0.63 per share, or a total dividend amount of Baht 744,176,664 (Seven hundred forty-four million one hundred seventy-six thousand and six hundred sixty-four Baht only)

As a result, the Company will pay the dividend payment for the operating results of 2022 at the rate of Baht 0.50 per share or the total amount of dividends in the amount of Baht 590,616,400.00 (Five hundred ninety million six hundred sixteen thousand four hundred Baht only) from the net profit for the year 2022 at the rate of Baht 0.38 per share for the operating results for the year 2022, totaling Baht 448,868,464 (Four hundred forty-eight million eight hundred sixty-eight thousand four hundred and sixty-four Baht only) and paid from retained earnings at the rate of Baht 0.12 per share, amounting to Baht 141,747,936 (One hundred forty-one million seven hundred forty-seven thousand nine hundred thirty-six Baht only).

The dividend payment will be made within 1 month after the approval by the Annual General Meeting of Shareholders for 2023, in which will due on May 25, 2023.

However, the dividend payment for the operating results of 2022 will be only distributed to shareholders who are entitled to receive dividends in accordance with the Company's Articles of Association with their names listed as of the record date on Wednesday, May 3, 2023. Nevertheless, the rights to receive such

dividends are uncertain until approved by the Annual General Meeting of Shareholders for 2023.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires a resolution in approval with a majority vote of the shareholders who attended the Meeting and exercised their voting rights.

The Meeting's Resolution: The shareholder meeting approved dividend payment for the operating results of the year 2022, paid from the net profit and retained earnings, and acknowledge the allocation of profits as legal reserves and interim dividend payment as follows:

1. To acknowledge the Company has allocated the profit as legal reserve which is complete according to the laws and Articles of Association. Therefore, there is no additional allocation annual net profits of legal reserves.
2. To approve dividend payment for the operating results of the Company for the accounting period ending 31 December 2022, and retained earnings at the rate of Baht 1.13 (One Baht and thirteen Satang) per share or the total dividend payment of Baht 1,334,793,064 (One thousand three hundred thirty-four million seven hundred ninety-three thousand and sixty-four Baht only).

The Company has already paid interim dividends payment from the operating results for the first 6 months, the first 9 months of 2022 from net profits and for the 12 months of 2022 from retained earnings for a total of 3 times in 2022 and March 2023 at total rate of Baht 0.63 per share, or a total dividend amount of Baht 744,176,664 (Seven hundred forty-four million one hundred seventy-six thousand and six hundred sixty-four Baht only)

As a result, the Company will pay the dividend payment for the operating results of 2022 at the rate of Baht 0.50 per share or the total amount of dividends in the amount of Baht 590,616,400.00 (Five hundred ninety million six hundred sixteen thousand four hundred Baht only) from the net profit for the year 2022 at the rate of Baht 0.38 per share for the operating results for the year 2022, totaling Baht 448,868,464 (Four hundred forty-eight

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million eight hundred sixty-eight thousand four hundred and sixty-four Baht only) and paid from retained earnings at the rate of Baht 0.12 per share, amounting to Baht 141,747,936 (One hundred forty-one million seven hundred forty-seven thousand nine hundred thirty-six Baht only).

And dividend payment for operating results of 2022 came from profits subjected to corporate income tax at the rate of 20%. Therefore, individual shareholders can claim a tax credit equal to the dividends multiplied by twenty-eighetieth (20/80) in accordance with the rules prescribed in Section 47 bis of the Revenue Code.

In this regard, the dividend payment shall be paid on May 25, 2023, according to the list of shareholders appearing on the record date for the right to receive dividend payment on Wednesday, May 3, 2023.

The Meeting approved this agenda by a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	947,638,789	votes	or	100.0000	percent
Disapproved	-	votes	or	-	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

Agenda 5: To consider the nomination for the appointment of Directors to replace those who retire by rotation

The **Company Secretary** proposed for the shareholder meeting to consider the nomination for the appointment of Directors to replace those who retire by rotation. Before beginning on this agenda, in order to make elections innocent, fair and compliant with corporate governance guidelines, the **Company Secretary** asked all 4 directors whose terms expired and nominees for director positions in the meeting room and those who attended electronically to leave the meeting room temporarily in order to allow shareholders to inquire for information with convenience.

The **MC** then explained to the meeting that the Public Limited Companies Act B.E. 2535 (1992) (including its revisions) and Company's Articles of Association, Clause 16, specify as follows:

“Clause 16: at every Annual General Meeting of Shareholders, at least one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire. The directors who must retire from office in the first and second years after the registration of the Company shall be determined by drawing lots. In subsequent years, the director who has held office the longest shall retire. The retired directors may be re-elected”

At the Annual General Meeting of Shareholders for 2023, 4 directors shall retire by rotation, namely 1. Mr. Prakob Tantiyapong, 2. Mr. Chanvit Amatamatucharti, 3. Mr. Vichya Kreangam , and 4. Mr. Tarnin Phanichewa.

In order to comply with the Good Corporate Governance Promotion Policy, and to demonstrate the fair and equitable treatment of all shareholders, the Company offered an opportunity for shareholders to nominate persons deemed qualified, knowledgeable, competent and suitable to represent them as directors in advance, from November 15, 2022 until December 31, 2022, but apparently no shareholders nominated any person for election as director.

In this regard, Mr. Prakob Tantiyapong , Director / Independent Director and Chairman of the Audit Committee, submitted the notice of his decision not to be re-elected as the Company's director for another term, due to he was unable to perform such duties efficiently. By the term of being a director and every position in the Company will be ended on the the Annual General Meeting of Shareholders for 2023.

The Nomination and Compensation Committee, excluding stakeholder directors, has nominated and selected persons suitable to replace the directors retiring by rotation through a process of careful consideration and scrutiny in order to ensure compliance with the criteria for nomination and appointment of the Company's directors, which consist of possessing full qualifications and lacking prohibited characteristics according to relevant laws and regulations, including the Company's Articles of Association, good corporate governance, composition and structure of the Board of Directors. Therefore, it is deemed appropriate to nominate the 3 qualified persons to be re-elected as the Company's director for another term of duty, including being a director in various sub-committee to the Board of Directors' Meeting for consideration and to propose to the Annual General Meeting of Shareholders for 2023 to approve which the names are as follows:

- (1) Mr. Chanvit Amatamatucharti
- (2) Mr. Vichya Kreangam
- (3) Mr. Tarnin Phanichewa

The Board's opinion: The Board of Directors, excluding stakeholder directors, has considered the opinions of the Nomination and Compensation Committee and concurred that the 3 nominated persons have qualifications according to the Public Company Limited Act B.E. 2535 (1992) (including its revisions) and the announcement of the Stock Exchange of Thailand, Securities and Exchange Commission, and Thai Capital Market Supervisory Board, and have no prohibited characteristics, as well as having qualifications, experience and expertise in specific fields suitable for and beneficial to the Company's business. Therefore, it is appropriate to propose to the Shareholders' Meeting to consider electing the following 3 persons in place of retiring directors:

- (1) Mr. Chanvit Amatamatucharti
- (2) Mr. Vichya Kreangam
- (3) Mr. Tarnin Phanichewa

As for the vacant positions of directors due to retiring by rotation, there will be 11 directors after the 3 nominees have been elected. The Board of Directors have considered and concluded that composition of the Board of Directors after the Shareholders' Meeting has been flexible and concise with the ability to govern various policies of the Company according to the opinions and recommendations of the Nomination and Compensation Committee. As a result, the Board of Directors deems it appropriate to propose to the Shareholders' Meeting for further consideration and election.

The biographies of the 3 nominees are detailed in **Attachment 3**. The 2nd nominee has been considered by the Board of Directors as possessing complete independent qualifications according to the Company's definition of independent directors (more details in **Attachment 3**) and are in line with the Public Limited Companies Act B.E. 2535 (1992) (including its revisions), Securities and Exchange Act B.E. 2535 (1992) (including its revisions), and relevant rules.

For such remuneration shall be in accordance with the resolution of the Shareholders' Meeting to consider and approve the remuneration for the year 2023.

The MC then allowed shareholders to express opinions or ask questions.

(The supporting document of Agenda Item 1)

When no shareholder expressed opinions or asked questions, **the MC** asked the meeting for a resolution by having shareholders vote to approve appointments of individual directors in compliance with corporate governance guidelines.

This agenda requires a resolution in approval with a majority vote of the shareholders who attended the Meeting and exercised their voting rights.

The Meeting's Resolution: The meeting approved the re-appointment of 3 directors who would be retired by rotation in this year to be directors of the Company for another term, namely, 1. Mr. Chanvit Amatamatucharti, 2. Mr. Vichya Kreangam , and 3. Mr. Tarnin Phanichewa.

All 3 directors who are appointed to be the director from the approval of the Annual General Meeting of Shareholders for 2023 have met with the qualification as specified in the Public Limited Companies Act B.E. 2535 and have knowledge, capability, experience in business relating to the Company's operation.

The Meeting approved this agenda by a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights. The directors were appointed individually as follows:

1) Mr. Chanvit Amatamatucharti, Director

Approved	947,330,289	votes	or	99.9670	percent
Disapproved	312,500	votes	or	0.0330	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

For this agenda, there were additional 1 shareholders holding together 4,000 shares present from the commencement of the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 59 persons, representing 947,642,789 shares or 80.2249 percent of the Company's paid up shares.

2) Mr. Vichya Kreangam, Independent Director and Nomination and Compensation Committee

Approved	947,329,289	votes	or	99.9669	percent
Disapproved	312,500	votes	or	0.0330	percent
Abstained	1,000	votes	or	0.0001	percent
Voided Ballots	-	votes	or	-	percent

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3) Mr. Tarnin Phanichewa, Director and Vice Chairman of the Executive Committee				
Approved	947,426,589	votes	or	99.9772 percent
Disapproved	216,200	votes	or	0.0228 percent
Abstained	-	votes	or	- percent
Voided Ballots	-	votes	or	- percent

As for the vacant positions of directors due to retiring by rotation, there will be 11 directors after the 3 nominees have been elected. The composition of the Board of Directors after the Shareholders' Meeting has been flexible and concise with the ability to govern various policies of the Company according to the opinions and recommendations of the Nomination and Compensation Committee.

The Company's Board of Directors of the year 2023, there are 11 persons as follows;

- | | |
|-----------------------------|---------------------------------|
| 1. Mr. Sombath Phanichewa | 2. Mr. Rawat Chamchalerm |
| 3. Mr. Somnuk Chaidejsuriya | 4. General Suebsan Dardarananda |
| 5. Mr. Chumpol Rimsakorn | 6. M.L. Dhanavisuth Visuthi |
| 7. Mr. Pornchai Thiraveja | 8. Mr. Chanvit Amatamatucharti |
| 9. Mr. Vichya Kreangam | 10. Mr. Tarnin Phanichewa |
| 11. Mr. Sakda Panwai | |

After approving appointments of directors to replace directors whose terms expired, the Company Secretary invited reappointed directors to return to the meeting room to continue the meeting on the next agenda.

Agenda 6: To consider the determination of remuneration for the Board of Directors and various Sub-committees for 2023 and gratuity for the operating results of 2022

The Company Secretary proposed for the shareholder meeting to consider setting remuneration for the Board of Directors and sub-committees in 2023 along with bonus payments for performance in 2022.

The MC then explained to the meeting that the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and Company Regulation No. 30 specified "Bonus payments and remuneration for directors are to be specified by shareholder meetings. Directors are entitled to remuneration from companies in the form of rewards, meeting gratuities, pensions, bonus payments or other benefits according to regulations or the shareholder meeting's consideration, which may

(The supporting document of Agenda Item 1)

be specified as a fixed amount or set as criteria and may be determined on a case-by-case basis or perpetually effective until the amount is changed. In addition, directors are to receive allowances and benefits according to company regulations.

The words in the prior paragraph have no effects on the rights of the Company's employees, who are elected as directors, to receive remuneration and benefits in the capacity of the Company's employees.

The payment of remuneration in Paragraphs 1 and 2 shall not be contradictory or opposed to the maintenance of independent director's qualifications as required by Securities and Exchange Commission law."

The Nomination and Compensation Committee's Meeting No. 1/2023 on February 9, 2023 considered the remuneration of directors under the criteria and policy on the determination of remuneration for the Board of Directors and various Sub-committees by taking into account suitability and compliance with duties and responsibilities of each director, the Company's financial status and performance, and remuneration rate of companies in the same business group or industry, and concluded that as the Board of Directors had contributed to the Company's operation leading to good operating results, the Shareholders' Meeting should consider and approve the remuneration for the Board of Directors and various Sub-committees for 2023 and gratuity for operating results of 2022 as follows:

- 1) Monthly remuneration (remuneration paid regularly on a monthly basis), meeting allowance (for directors attending a meeting), and other forms of remuneration such as toll coupons for 2023 for directors and directors holding positions in various committees (except the Executive Director) at the same rate as that was allocated in 2022, not exceeding Baht 14,000,000 (Fourteen million Baht), with details as follows:

Position	Monthly Remuneration (Baht/month)	Meeting Allowance (Baht/person/time)	Other Remuneration (Baht/month)
<u>Board of Directors</u> (only non-executive directors)			
- Chairman	84,000	10,500	5,320
- Vice Chairman	63,000	7,350	5,320
- Director	31,500	7,350	5,320

(The supporting document of Agenda Item 1)

Position	Monthly Remuneration (Baht/month)	Meeting Allowance (Baht/person/time)	Other Remuneration (Baht/month)
<u>Audit Committee</u>			
- Chairman	42,000	10,500	-
- Member	31,500	7,350	-
<u>Nomination and Compensation Committee</u>			
- Chairman	-	42,000	-
- Member	-	21,000	-
<u>Executive Committee</u>			
- Chairman	-	63,000	-
- Vice Chairman	-	-	-
- Member	-	31,500	-
<u>Risk Management Committee</u>			
- Charman	-	42,000	-
- Member	-	-	-

In which, executive directors will not receive the above-mentioned remuneration for directors while holding the executive positions.

The Nomination and Compensation Committee is to be assigned to allocate the aforementioned remuneration.

- 2) Annual Gratuity (paid once a year) for the operating results of 2022 that will be paid to the Company's Directors in 2023, not exceeding Baht 5,854,313 (Five million eight hundred fifty-four thousand three hundred and thirteen Baht only).

The calculation is under the same guidelines as in 2022 as follows :

Position	Allocation
Chairman	2 parts
Vice Chairman	1.5 parts
Director	1 parts
For directors who have resigned or have been in office for less than 1 year, the remuneration shall be paid in proportion to their tenure in that year. Executive directors will not receive the above-mentioned gratuities.	

In this regard, the Nomination and Compensation Committee being assigned to allocate the aforementioned annual gratuity.

The Board's opinion: The Board of Directors has considered and concurred with the opinion of the Nomination and Compensation Committee, and shall propose to the Shareholders' Meeting to approve on the remuneration of the Board of Directors and directors holding positions in various Sub-committees (except the Executive Director) for 2023 as follows:

- 1) Monthly remuneration (remuneration paid regularly on a monthly basis), meeting allowance (for directors attending a meeting), and other forms of remuneration such as toll coupons for 2023 for directors and directors holding positions in various committees (except the Managing Director) at the same rate as that was allocated in 2022, not exceeding Baht 14,000,000 (Fourteen million Baht), as per the details proposed above, with the Nomination and Compensation Committee being assigned to allocate the remuneration.
- 2) Annual Gratuity (paid once a year) for the operating results of 2022 that will be paid to the Board of Directors in 2023, not exceeding Baht 5,854,313 (Five million eight hundred fifty-four thousand three hundred and thirteen Baht only), as per the details proposed above, with the Nomination and Compensation Committee being assigned to allocate the annual gratuity.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, **the MC** asked the meeting for a resolution.

This agenda requires approval with a vote of no less than two-thirds of the total number of votes of the shareholders who attended the meeting.

The Meeting's Resolution: The shareholder meeting approved the determination of remuneration for the Board of Directors and various Sub-committees for 2023 and gratuity for the operating results of 2022, as proposed by the Board of Directors, as follows:

- 1) Approved the monthly remuneration (remuneration paid regularly on a monthly basis), meeting allowance (for directors attending a meeting), and other forms of remuneration such as toll coupons for 2023 for directors and directors

(The supporting document of Agenda Item 1)

holding positions in various committees (except the Managing Director) at the same rate as that was allocated in 2022, not exceeding Baht 14,000,000 (fourteen million Baht), as per the details proposed above, with details as follows:

Position	Monthly Remuneration (Baht/month)	Meeting allowance (Baht/person/time)	Other Remuneration (Baht/month)
<u>Board of Directors</u> (only non-executive directors)			
- Chairman	84,000	10,500	5,320
- Vice Chairman	63,000	7,350	5,320
- Director	31,500	7,350	5,320
<u>Audit Committee</u>			
- Chairman	42,000	10,500	-
- Member	31,500	7,350	-
<u>Nomination and Compensation Committee</u>			
- Chairman	-	42,000	-
- Member	-	21,000	-
<u>Executive Committee</u>			
- Chairman	-	63,000	-
- Vice Chairman	-	-	-
- Member	-	31,500	-
<u>Risk Management Committee</u>			
- Chairman	-	42,000	-
- Member	-	-	-

In which, executive directors will not receive the above-mentioned remuneration for directors while holding the executive positions.

The Nomination and Compensation Committee is to be assigned to allocate the aforementioned remuneration.

- 2) Approved the annual gratuity (paid once a year) for the operating results of 2022 that will be paid to the Board of Directors in 2023, not exceeding Baht 5,854,313 (Five million eight hundred fifty-four thousand three hundred and thirteen Baht only). The calculation is under the same guidelines as in 2022 as follows:

(The supporting document of Agenda Item 1)

Position	Allocation
Chairman	2 parts
Vice Chairman	1.5 parts
Director	1 parts
For directors who resigned or have been in office for less than 1 year, the remuneration shall be paid in proportion to their tenure in that year. Executive directors will not receive the above-mentioned gratuities.	

In this regard, the Nomination and Compensation Committee being assigned to allocate the aforementioned annual gratuity.

The meeting resolved to approve by the votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting as follows:

Approved	947,638,789	votes	or	100.0000	percent
Disapproved	4,000	votes	or	0.0004	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

Agenda 7: To consider the appointment of the auditor and the fixing of the auditing fee for 2023

The Company Secretary proposed for the Annual General Meeting to consider the appointment of the auditor and the fixing of the auditing fee for 2023.

The MC then explained to the meeting that, in order to comply with Article 120 of the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and Company Regulation No. 40 (6), the Annual General Meeting is required to consider appointments of auditors and specification of the Company's auditing fees.

And the Notification of the Capital Market Supervisory Board No. Tor. Jor. 44/2013 (as amended by the Capital Market Supervisory Board No. Tor. Jor. 76/2018) specifies that listed companies are required to have auditor turnover in the event that any auditor has performed the duty of reviewing or auditing and expressing opinions on the Company's financial statements for 7 fiscal years, whether consecutively or otherwise. The Company may appoint that auditor to be the Company's auditor after the period of at least 5 consecutive fiscal years has elapsed.

(The supporting document of Agenda Item 1)

The Audit Committee's opinion: The Audit Committee has considered the Company's current auditor, KPMG Phoomchai Audit Ltd., based on the Auditor's independence, skills, knowledge, abilities and experiences in auditing that are beneficial to the business, as well as the auditing fee. Therefore, it is deemed appropriate to consider proposing to the Shareholders' Meeting for approval as the Company's auditor, with any of the name list below being the Company's auditor in the fiscal year 2023 (**Attachment 4**).

List of Auditors	CPA Registration No.	Number of years as an auditor for the Company
1) Ms. Pornthip Rimdusit	5565	-
2) Mr. Waiyawat Korsamanchaikit	6333	-
3) Mrs. Sasithorn Phongadisak	8802	6 years (from 2017 to 2022)
4) Ms. Nadsasin Wattanapaisal	10767	-

And KPMG Phoomchai Audit Ltd. has proposed the audit fee for quarterly financial review and accounting audit for 2023 at the total amount not exceeding Baht 1,880,000 (One million eight hundred and eighty thousand Baht only), where the audit fee for quarterly financial review and accounting audit for 2023 increased from the previous year, due the company will joint venture with Hanshin Expressway Co., Ltd. in the third quarter of 2023 for business of Inspection and Maintenance of the Expressway System. The audit fee for quarterly financial review and accounting audit for 2023 for consolidated financial statements, the amount excludes out-of-pocket expenses arising while providing services such as travel, telephone, postal, photocopy expenses, etc. The Audit Committee has considered that the auditor's performance in the past was satisfactory to the management. Therefore, the audit fee should be proposed to the Shareholders' Meeting for approval.

The Board's opinion:

The Board of Directors has considered and concurred with the opinion of the Audit Committee, and shall propose to the Shareholders' Meeting to approve on the followings:

1. The appointment of the auditors of KPMG Phoomchai Audit Ltd., as per the name list below, as the Company's auditor, with any of them being the auditor and giving opinions on the Company's Financial Statements for the fiscal year ending December 31, 2023:

1. Ms. Pornthip Rimdusit CPA Registration No. 5565
 2. Mr. Waiyawat Korsamanchaikit CPA Registration No. 6333
 3. Mrs. Sasithorn Phongadisak CPA Registration No. 8802
 4. Ms. Nadsasin Wattanapaisal CPA Registration No. 10767
2. Determining the audit fee for quarterly financial review and accounting audit for 2023 at the total amount not exceeding Baht 1,880,000 (One million eight hundred and eighty thousand Baht only). The audit fee for quarterly financial review and accounting audit for 2023 for consolidated financial statements, the amount excludes out-of-pocket expenses arising while providing services such as travel, telephone, postal, photocopy expenses, etc..

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires a resolution in approval with a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights.

The Meeting's Resolution: The shareholder meeting approved the appointment of the auditors of KPMG Phoomchai Audit Ltd., namely, Ms. Pornthip Rimdusit, CPA Registration No. 5565 or Mr. Waiyawat Korsamanchaikit, CPA Registration No. 6333 or Mrs. Sasithorn Phongadisak, CPA Registration No. 8802 or 4) Ms. Nadsasin Wattanapaisal, CPA Registration No. 10767, as the Company's auditor, with any of them being the auditor and giving opinions on the Company's Financial Statements for the fiscal year ending 2023. The Meeting also approved the auditing fee for 2023, which will be for quarterly financial review and accounting audit for 2023 at the total amount of Baht 1,880,000 (One million eight hundred and eighty thousand Baht only), where the audit fee for quarterly financial review and accounting audit for 2023 increased from the previous year, due the company will joint venture with Hanshin Expressway Co., Ltd. in the third quarter of 2023 for business of Inspection and Maintenance of the Expressway System. The audit fee for quarterly financial review and accounting audit for 2023 for consolidated financial statements, the amount excludes out-of-pocket expenses arising while providing services such as travel,

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telephone, postal, photocopy expenses, etc., as proposed by the Board of Directors, a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	947,642,789	votes	or	100.0000	percent
Disapproved	-	votes	or	-	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

Agenda 8: To consider and approve the amendment to the objectives of the Company and the amendment of the Memorandum of Association of the Company (objectives)

The Company Secretary proposed for the shareholder meeting to consider and approve the amendment to the objectives of the Company and the amendment of the Memorandum of Association of the Company (objectives).

The MC then explained to make the Company's objectives clear, to cover the business and be consistent with the Company's current operations, and to support business expansion of the Company in the future, it is deemed appropriate to propose to the Board of Directors' Meeting to consider amending the Company's objectives. The details are as follows:

Current objectives	Proposed objectives for amendments
No. 28 Engage in any other business that is related to or supports the Company's objectives as mentioned above, in whole or in part. Move objective No. 28 (Original) to objective No. 34, the last one.	No. 28 Provide services related to tollway, expressway, concession highway, and highway, both domestic and overseas, to concessionaire, government agency, general private sector, or any person whether directly or subcontracted, including the following services: <ol style="list-style-type: none"> a. Traffic management b. Rescue and assistance management for all types of vehicles c. Maintenance, repair, and road inspection d. Toll Collection System management e. Comprehensive road management and maintenance

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Current objectives	Proposed objectives for amendments
-	<p>No. 29 Joint investment with juristic persons or other persons by establishing a joint venture company to operate various businesses. This includes being a consultant for juristic persons or government agencies on maintenance, repair and inspection of the construction of tollways, expressways, concession highways and highways, including other construction works, both domestic and overseas, as well as any other service businesses according to objective No. (28).</p>
-	<p>No. 30 Provide a consulting service related to tollways, expressways, concession highways, and highways, both domestic and overseas, to concessionaire, government agencies, or any person, including:</p> <ul style="list-style-type: none"> a. Consulting and managing of traffic problems for construction, maintenance, and road closures for various activities. b. Being hired as an engineering and architectural consultant. This includes design and construction supervision, as well as installations of Toll Collection Systems.
-	<p>No. 31 Conduct Non-Toll road businesses, which include:</p> <ul style="list-style-type: none"> a. A concessionaire of roadside rest area or any other rest areas, as well as developing, constructing, maintaining, operating, managing, renting, and granting rights to such rest areas. This also includes management

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Current objectives	Proposed objectives for amendments
	<p>services for rest areas, allocating commercial spaces, advertising, or providing any services to other concessionaires, government agencies, or any person, whether directly or subcontracted.</p> <p>b. Set up an In House Banking business to provide financial supports among affiliated companies, subsidiaries, or associated companies, including borrowing of digital utility token, or digital investment token according to the law on digital asset business and announcements issued under such laws, as well as any other actions related to issuance and offering of digital tokens.</p> <p>c. Establish any platform or system related to the Customer Relationship Management System by any means or in any form of all types of users on tollways, expressways, and concession highways, as well as organizing activities to promote marketing and any other aspect that promotes marketing operations such as a point accumulation system to redeem prizes or gifts, and commodity trading on the platform.</p> <p>d. Transaction service business that supports payment with various forms of digital currency acceptable by the Bank of Thailand in order to support the transition</p>

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Current objectives	Proposed objectives for amendments
	<p>towards cashless society and the use of digital tokens in the future.</p> <p>e. Set up any platform or system with the purpose of conducting the business of selling advertisements on applications or on any system or any media, and for introducing users in various areas such as introducing activities, rest areas, and accommodation.</p>
-	<p>No. 32 Carry out any business or transaction which will result in the Company receiving carbon credits or related to carbon credits, including trading of carbon credits, installing solar panels or any other system to generate energy from the sun or other sources of energy to be kept for operations of the Company, affiliates, subsidiaries, or associated companies and sold to the general individuals or juristic persons.</p>
-	<p>No. 33 Any business related to electric vehicles, co-fuel vehicles, or vehicles that use other types of fuel, including renting of electric vehicles, co-fuel vehicles, or vehicles that use other types of fuel. Charging business for electric vehicles, co-fuel vehicles, or vehicles that use other types of fuel. Installation of charging or fueling points for electric vehicles, co-fuel vehicles, or vehicles that use other types of fuel for the general public.</p>

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Current objectives	Proposed objectives for amendments
	No. 34 Engage in any other business that is related to or supports the Company's objectives as mentioned above, in whole or in part.

and amend Clause 3 of the Company's Memorandum of Association to be consistent with the mentioned amendment of the Company's objectives as follows:

From

"No. 3 the Company has 28 objectives as detailed in the attached Bor Mor Jor. 002."

To

"No. 3 the Company has 34 objectives as detailed in the attached Bor Mor Jor. 002"

The Board's opinion: The Board of Directors has considered and agreed to propose to the Shareholders' Meeting to approve the amendment of the Company's objectives. The Company's objectives will have 34 clauses and an amendment to clause 3 of the Company's Memorandum of Association to be consistent with the amendment of the Company's objectives as detailed above. The Board also agreed to propose the Shareholders' Meeting to assign the Board of Directors or a person assigned by the Board of Directors to register the amendment of the Company's objectives and amend the Articles of Association with the Department of Business Development, Ministry of Commerce, who shall have the authority necessary to make amendments to the objectives of the Company and the Memorandum of Association to be completed in accordance with the objectives and reasons stated above.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires approval with a vote of no less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and have the rights to vote

The Meeting's Resolution: The shareholder meeting approved the amendment of the Company's objectives. The Company's objectives will have 34 clauses and an amendment to clause 3 of the Company's Memorandum of Association to be consistent with the amendment of the Company's objectives as detailed above. And approved to assign the Board of Directors or a person assigned by the Board of Directors to register the amendment of the Company's objectives and amend the Articles

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of Association with the Department of Business Development, Ministry of Commerce, who shall have the authority necessary to make amendments to the objectives of the Company and the Memorandum of Association to be completed in accordance with the objectives and reasons by the Board of Directors. The Meeting resolved to approve this agenda by the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and have the rights to vote as follows:

Approved	947,642,789	votes	or	100.0000	percent
Disapproved	-	votes	or	-	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

Agenda 9: To consider and approve the amendment to the Company's Articles of Association

The Company Secretary proposed for the shareholder meeting to consider and approve the amendment to the Company's Articles of Association

The MC then explained to the meeting that the Public Company Limited Act (No.4) B.E. 2565 (2022) has been announced in the Royal Gazette and became effective since 24 May 2022. In addition, laws have been amended to support the management of meetings via electronic means, such as Emergency Decree on Electronic Meetings B.E. 2563 (2019), Ministry of Digital Economy and Society's announcement on Security Standards for Meetings via Electronic Means B.E. 2563 (2019), and Department of Business Development clarification regarding meetings via electronic means of registered partnerships, limited companies, public limited companies, trade associations, and chambers of commerce so that meetings are up-to-date, efficient, less unnecessary expenses, and facilitate shareholders. In order for the Company's Articles of Association to comply with Public Limited Companies Act with amendments in 2022 and aforementioned amended laws, it was deemed appropriate to propose to the Shareholders' Meeting for consideration and approval of the amendments of Articles 24, 25, 31, 32, and 37 with the following details:

No.	Current articles	Proposed articles for amendment
No. 24	The Chairman of the Board shall call for the Board of Directors' meetings. Two (2) directors or more may request the Chairman of the Board to convene a	The Chairman of the Board shall call for the Board of Directors' meetings. Two (2) directors or more may request the Chairman of the Board to convene a

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No.	Current articles	Proposed articles for amendment
	<p>meeting of the Board of Directors, In this circumstance, the Chairman shall fix the date of a meeting within fourteen (14) days from the date of the requisition.</p> <p>Subject to the provision in paragraph one and two above, in the event that the position of the Chairman of the Board of Directors is vacant or the Chairman is unable to perform his/her duties, the Vice-Chairman, if available, shall convene the meeting. In the absence of the Vice-Chairman or if the Vice-Chairman is unable to perform his/her duties, two (2) directors or more shall convene the meeting.</p> <p>In calling a meeting of the Board of Directors, the Chairman of the Board or his/her designated person shall deliver a notice of meeting to the directors not less than seven (7) days prior to the date of the meeting, except in the case of urgency for the purpose of maintaining rights or benefits of the Company, the notice of meeting may be served by other means and an earlier date may be fixed for the meeting.</p>	<p>meeting of the Board of Directors, <u>they are to specify the agenda and reasons to be proposed to the meeting for consideration</u> and the Chairman shall fix the date of a meeting within fourteen (14) days from the date of the requisition.</p> <p><u>In case the Chairman fails to comply with paragraph two, the requested directors may jointly call and fix the date of a meeting of the Board to consider the requested matter within fourteen (14) days from the date of expiration of the period under paragraph two.</u></p> <p>Subject to the provision in paragraph one and two above, in the event that the position of the Chairman of the Board of Directors is vacant or the Chairman is unable to perform his/her duties, the Vice-Chairman, if available, shall convene the meeting. In the absence of the Vice-Chairman or if the Vice-Chairman is unable to perform his/her duties, two (2) directors or more shall convene the meeting.</p> <p>In calling a meeting of the Board of Directors, the Chairman of the Board or his/her designated person shall deliver a notice of meeting to the directors not less than <u>three (3)</u> days prior to the date of the</p>

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No.	Current articles	Proposed articles for amendment
		meeting, except in the case of urgency for the purpose of maintaining rights or benefits of the Company, in which the notice of meeting may be served by electronically or other means , and an earlier date may be fixed for the meeting.
No. 25	<p>The meeting of the Board of Directors or the Sub-committee of the Company may be held through electronic media subject to the rules and procedures specified by the laws on such matter.</p> <p>The directors attending a meeting through electronic media held in accordance with the rules and procedures specified by the laws shall be deemed as attending the meeting and counted as a quorum. The meeting of the Board of Directors or the Sub-committee of the Company through such electronic media shall have the same effect as the meeting held pursuant to the procedure specified by the laws and this Articles of Association.</p>	<p>The meeting of the Board of Directors or the Sub-committee of the Company may be held through electronic media subject to the rules and procedures specified by the laws on such matter.</p> <p>In this case, the Company's head office is deemed the meeting venue.</p> <p>The directors attending a meeting through electronic media held in accordance with the rules and procedures specified by the laws shall be deemed as attending the meeting and counted as a quorum. The meeting of the Board of Directors or the Sub-committee of the Company through such electronic media shall have the same effect as the meeting held pursuant to the procedure specified by the laws and this Articles of Association.</p>
No. 31	The Board of Directors shall at least once (1) a year call a meeting of shareholders. Such a meeting is called "Annual General Meeting of Shareholders." The annual general meeting of shareholders shall be	The Board of Directors shall at least once (1) a year call a meeting of shareholders. Such a meeting is called "Annual General Meeting of Shareholders." The annual general meeting of shareholders shall be

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No.	Current articles	Proposed articles for amendment
	<p>held within four (4) months of the last day of the Company's fiscal year. The Board of Directors shall have documents as required by law delivered to the shareholders together with the notice of the annual general meeting of shareholders.</p> <p>All other meetings of the shareholders shall be called "Extraordinary General Meeting of Shareholders." The Board of Directors may call an extraordinary general meeting of shareholders at any time as appropriate. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit their names in a request directing the Board of Directors to call a meeting of shareholders as an extraordinary meeting of shareholders at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days of the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold a meeting of shareholders within the period as prescribed under Paragraph 3, the shareholders who submit their names in the</p>	<p>held within four (4) months of the last day of the Company's fiscal year. The Board of Directors shall have documents as required by law delivered to the shareholders together with the notice of the annual general meeting of shareholders.</p> <p>All other meetings of the shareholders shall be called "Extraordinary General Meeting of Shareholders." The Board of Directors may call an extraordinary general meeting of shareholders at any time as appropriate.</p> <p>One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit their names in a request directing the Board of Directors to call a meeting of shareholders as an extraordinary meeting of shareholders at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days of the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold a meeting of shareholders within the period as prescribed under Paragraph 3, the</p>

No.	Current articles	Proposed articles for amendment
	<p>meeting request or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period in Paragraph 3. In this regard, the meeting shall be considered as a meeting of shareholders called by the Board of Directors that the Company must be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</p> <p>In case it appears that in any meeting of shareholders called at the request of the shareholders as prescribed under Paragraph 4, the number of shareholders attending the meeting does not form a quorum as prescribed in Clause 33, the shareholders as prescribed under Paragraph 4 shall be collectively responsible to the Company for expenses arising from such meeting.</p>	<p>shareholders who submit their names in the meeting request or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period in Paragraph 3. In this regard, the meeting shall be considered as a meeting of shareholders called by the Board of Directors that the Company must be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</p> <p><u>In case where the shareholders call the meeting themselves according to the Paragraph 4, the shareholders who called the meeting may send a notice of meeting to shareholders by electronic media if they have informed the intention or given consent to the Company or the Board of Directors in accordance with the rules prescribed by the public company registrar.</u></p> <p>In case it appears that in any meeting of shareholders called at the request of the shareholders as prescribed under Paragraph 4, the number of shareholders attending the meeting does not form a quorum as prescribed in Clause 33, the shareholders as prescribed under Paragraph 4 shall be collectively</p>

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No.	Current articles	Proposed articles for amendment
		responsible to the Company for expenses arising from such meeting.
No. 32	<p>In calling a meeting of shareholders, the Board of Directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be set forth to the meeting together with appropriate details, by expressly specifying as to the matters to be set forth to the meeting for acknowledgement, approval, or consideration, including opinion of the Board of Directors on said matters, and send the same to the shareholders and the public limited company registrar for acknowledgement not less than seven (7) days before the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for not less than three (3) days before the date of the meeting, provided that such announcement in a newspaper shall be done for three (3) consecutive days.</p> <p>The place where the meeting is to be held shall be in the locality in which the head office of the Company is situated or in a neighboring province or in other place as prescribed by the Board of Directors.</p>	<p>In calling a meeting of shareholders, the Board of Directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be set forth to the meeting together with appropriate details, by expressly specifying as to the matters to be set forth to the meeting for acknowledgement, approval, or consideration, including opinion of the Board of Directors on said matters, and send the same to the shareholders and the public limited company registrar for acknowledgement not less than seven (7) days before the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for not less than three (3) days before the date of the meeting, provided that such announcement in a newspaper shall be done for three (3) consecutive days.</p> <p>The delivery of the notice of meeting and the announce of the notice of the meeting under Paragraph 1 may be announced via electronic media instead with a compliance with the criteria prescribed by the public company registrar.</p>

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No.	Current articles	Proposed articles for amendment
		<p>The place where the meeting is to be held shall be in the locality in which the head office of the Company is situated or in a neighboring province or in other place as prescribed by the Board of Directors.</p> <p><u>The Shareholders' Meeting may be held via electronic media, provided that such e-meetings must comply with the rules and procedures prescribed by law for that matter.</u></p> <p><u>In such a case, the head office shall be deemed the meeting venue for e-meetings, which are conducted in accordance with the rules and procedures provided for in the law and these Articles of Association.</u></p>
No. 37	<p>In a meeting of shareholders, the shareholders may authorize a person as proxy to attend the meeting and vote on their behalf. Proxy shall be in writing and signed by the authorizer, and such proxy shall be made in accordance with the form specified by the public limited company registrar. Proxy shall be handed over to the chairman or the person designated by the chairman at the place of the meeting before the proxy attends the meeting. The proxy form shall contain at least the following:</p>	<p>In a meeting of shareholders, the shareholders may authorize a person as proxy to attend the meeting and vote on their behalf. Proxy shall be in writing and signed by the authorizer, and such proxy shall be made in accordance with the form specified by the public limited company registrar. Proxy shall be handed over to the chairman or the person designated by the chairman at the place of the meeting before the proxy attends the meeting. The proxy form shall contain at least the following:</p>

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No.	Current articles	Proposed articles for amendment
	a. the number of shares held by the grantor; b. the name of the proxy; c. the serial number of the meeting which the proxy is authorized to attend and vote.	a. the number of shares held by the grantor; b. the name of the proxy; c. the serial number of the meeting which the proxy is authorized to attend and vote. The proxy under the Paragraph 1 may be performed by electronic media instead by using a method that is safe and reliable that the proxy is made by the shareholders in accordance with the rules prescribed by the public company registrar.

The Board's opinion: The Board of Directors has considered and agreed to propose the Shareholders' Meeting to approve the amendment of Articles 24, 25, 31, 32, and 37 of the Company's Articles of Association by repealing the existing provisions of the current Articles of Association and use new provisions of the proposed amendments instead. The Board also agreed to propose the Shareholders' Meeting to assign the Board of Directors or a person assigned by the Board of Directors to register the amendment of the Company's objectives and amend the Articles of Association with the Department of Business Development, Ministry of Commerce, who shall have the authority necessary to make amendments to the objectives of the Company and the Memorandum of Association to be completed in accordance with the objectives and reasons stated above.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires approval with a vote of no less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and have the rights to vote.

The Meeting's Resolution: The shareholder meeting approved the amendment of Articles of the Company's Articles of Association of Clauses 24, 25, 31, 32 and 37 by repealing the existing

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provisions of the current Articles of Association and use new provisions of the proposed amendments instead, as proposed by the Board of Directors. And approved to assign the Board of Directors or a person assigned by the Board of Directors to register the amendment of the Company's objectives and amend the Articles of Association with the Department of Business Development, Ministry of Commerce, who shall have the authority necessary to make amendments to the objectives of the Company and the Memorandum of Association to be completed in accordance with the objectives and reasons stated above, by the Board of Directors. The Meeting resolved to approve this agenda by the votes of no less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and have the rights to vote as follows:

Approved	947,642,789	votes	or	100.0000	percent
Disapproved	-	votes	or	-	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

Agenda 10: Other Topics (if any)

The MC explained to the meeting that this agenda was specified in the meeting to allow shareholders to ask questions, consult and/or provide recommendations for the Board of Directors and/or the Company's management (if any). Therefore, no other topics will be presented for the meeting to consider and no decisions will be made on this agenda.

Thereafter, the Chairman additionally reported to the audience about the decision of the 3rd Administrative Case (the lawsuit on adjusting toll rates in 2009, Mr. Somkid Homnate, Consumers Foundation, together with the associates in total 20 persons (the plaintiffs)), which on February 24, 2023, the Administrative Court issued a verdict dismissing the lawsuit filed by the plaintiffs and the lawsuit is final. Currently, the Company has no lawsuits or legal disputes remaining.

After that, the MC gave the shareholders an opportunity to express their opinions or ask additional questions.

Mr. Parinya Thienworn, a shareholder asked if the management has assessed the reason why the daily traffic volume has not bounced back to 50,000 vehicles per day, and what the causes are because the current situation is basically completely back to normal. Also, is the Red Line train also one of the causes?

Dr. Sakda Panwai, Managing Director, clarified that the statistical data of both inbound and outbound flights at Don Muang Airport, which have a direct impact, revealed that in March before

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COVID-19, there were about 9,200 - 9,300 flights while there were just over 5,000 flights in March 2023. This is about 39% lower than the pre-COVID-19 period. As for the issue of the Red Line train affecting traffic volumes on the Tollway, the monitoring and surveys discovered that parking spaces for passengers are insufficient and although the data have estimated a daily number of passengers at 100,000 per day but the actual passengers were only about 15,000-18,000 per day, which is much less than expected. The management therefore assessed that the Red Line has no impact on the volume of Tollway service in any way. Overall, at present, the traffic volume of Tollway continues to increase steadily.

Mr. Tarnin Phanichewa, CEO, reported that on May 24, 2023, the Company will announce its operating results for the first quarter of 2023 on the Opportunity Day in order for shareholders to follow up on the latest information, earnings, and various analytic reports on traffic volumes such as the latest traffic volumes or passengers in Don Muang Airport every quarter. Shareholders are able to attend the Opportunity Day throughout the year, in which the Company has participated in this activity continuously every quarter.

The Chairman also added on the issue of current Tollway traffic volume that because tourism has not returned to normal prior to COVID-19, it is expected that in 2024, the traffic volume on Tollway will return to the state before the COVID-19 period. Although Thailand is fully opened for tourists, there are still many countries that are still unable to do the same. Visa application issues and the ongoing war are also contributing factors to the increase of traffic volume and the return to normalcy of Tollway, which is expected to be achieved in 2024.

When no shareholder expressed more opinions or made more inquiries, **the Chairman** thanked shareholders and every representative for their time at today's meeting and adjourned the meeting.

Meeting adjourned at 12:05 pm.

Signed Chairman of the Meeting
(Mr. Sombath Phanichewa)

Signed Company Secretary/
(Mrs. Uraivan Mekakakorn) Meeting Recorder