

Translation

Kulthorn Kirby Public Company Limited
Minutes of the Ordinary Shareholders Meeting No. 44/2023
On 26 April 2023

The meeting was held at the company's meeting room, 126 Soi Chalong Krung 31, Chalong Krung Road, Khweng Lam Pla Thiew, Khet Lat Krabang, Bangkok.

Mr. Sutee Simakulthorn, the Chairman of the Board of Directors who presided over the meeting, assigned Ms. Araya Simakulthorn, to act on behalf of the secretary of the Board of Directors to introduce the company's Board of Directors, other executives, and the auditors presented at the meeting as follows:

DIRECTORS in attendance

1. Mr. Sutee	Simakulthorn	Chairman of the board of director/ Acting Executive Vice President (Finance)
2. Mr. Tawatchai	Jaranakarun	Independent Director/Chairman of the Audit Committee
3. Vice Admiral Naruedom	Sa-ardyen RTN.	Independent Director/Audit Committee
4. Mrs. Benjawan	Ratanaprayul	Independent Director/Audit Committee
5. Mr. Somlak	Jamtiranat	Independent Director/Chairman of the Nomination and Remuneration Committee
6. Mr. Titisak	Simakulthorn	Director/President
7. Mr. Abhijit	Simakulthorn	Director
8. Mr. Prommarat	Simakulthorn	Director
9. Mr. Sutas	Simakulthorn	Director/Nomination and Remuneration Committee

In total 9 persons were present at the meeting, representing 81.82 % of the total number of directors.

THE EXECUTIVES in attendance

1. Ms. Araya	Simakulthorn	Vice President (Administration)/ Acting Executive Vice President (Administration)/ Nomination and Remuneration Committee/ Acting for Company Secretary
2. Ms. Narin	Sakwichit	Accounting Manager
3. Mrs. Somjai	Buakaew	Assistant Manager of Financial Operations

Auditors in attendance

Auditors from EY Office Limited:

Ms. Natteera Pongpinitpinyo, Ms. Fasuy Wongwacharakarn and Mr. Warat Sirijirapatana

AS

Ms. Araya Simakulthorn, the Acting Company Secretary, informed the meeting that there were 15 shareholders and 23 proxies, in total 38 persons present at the meeting, representing 1,122,513,406 shares or 74.83 % which was not less than one-third of the total 1,500,000,000 issued and sold shares and there were shareholders and proxies attended the meeting of not less than 25 persons. It constituted a quorum according to the company's Articles of Association.

The Chairman further stated that during the proceeding on each agenda, if any shareholders had any questions, they could do so. As for the voting in each agenda, since counting votes from every ballot would be time-consuming, he asked the Acting Company Secretary to give detail on this matter.

The Acting Company Secretary stated that in each agenda the Chairman would propose a resolution for the meeting's approval. Any shareholders who disapproved of the chairman's proposal or wanted to abstain votes, could cast his/her vote and sign his/her name on the distributed ballot and raise his/her hand so that the company's staff would collect his/her ballot and count the votes. Other shareholders who did not raise their hands would assume that they approved the proposed resolution in the agenda. Thus, if there were no hand raised, let it be agreed that the meeting unanimously approved the chairman's proposal.

The Acting Company Secretary stated before the meeting started that for the 2023 Ordinary Shareholders Meeting, the Company was aware of the shareholders' rights and equitable treatment to the shareholders under good corporate governance. The Company allowed the shareholders to propose the matter for consideration as agenda, submitted the inquiries and name of the person to be elected as the company's director in advance from 1 November 2022 to 16 January 2023, notified and disclosed contact channels and period for proposing agenda and inquiries via SET and also provided details of the procedures on the company's website (www.kulthorn.com). As a result, no shareholders proposed the matter for consideration as agenda, submitted the inquiries, and the name of the person to be elected as the company's director to this meeting.

The Chairman, therefore, declared the meeting opened and proceeded with the meeting according to the agenda.

The Meeting was opened at 10.00 hours.

Agenda 1 To certify the Minutes of the Ordinary Shareholders Meeting No. 43/2022 held on 20 April 2022

The Chairman assigned the Acting Company Secretary to propose the meeting to certify the minutes of the Ordinary Shareholders Meeting No. 43/2022 held on 20 April 2022, the copy of the minutes was sent to all shareholders for consideration in advance and had been already posted on the company's website. The meeting also noted that in the Minutes mentioned the spelling of the shareholder's name, Mr. Klywan Katawanich, was corrected as informed.

The Meeting, after considering unanimously certified the minutes of the Ordinary Shareholders Meeting No. 43/2022 held on 20 April 2022 with the following votes:

Approved	1,122,513,406 votes, equal to 100 %
Disapproved	– none –
Abstained	– none –
Void ballot	– none –

AS

Agenda 2 To acknowledge the report of the company's business operation for the year 2022

The Chairman proposed the meeting to acknowledge the company's results of business operations in 2022 and the Board of Directors' report, details as appeared in the 56-1 One Report 2022 which was sent to all shareholders for consideration in advance.

The meeting acknowledged the report of the company's business operation for the year 2022.

Agenda 3 To consider approving the company's financial statements for the year ended 31 December 2022

The Chairman assigned the Acting Company Secretary to present the matter to the meeting.

The Acting Company Secretary stated that the Chairman requested the meeting to approve the company's financial statements for the year ended 31 December 2022 which was audited and certified by the company's auditor and was consented to by the audit committee, and also was approved by the Board of Directors, details as appeared in the 56-1 One Report 2022, the section of "Report of Independent Auditor and Financial Statements" which was sent to all shareholders for consideration in advance.

The consolidated statements of the financial position and the income of the company and its subsidiaries are as follows:

Total assets	Baht	7,052.15	million
Total liabilities	Baht	6,140.83	million
Total shareholder's equity	Baht	911.32	million
Total revenues	Baht	6,133.74	million
Profit (loss) for the year	Baht	(807.68)	million
Basic earnings per share	Baht	(0.54)	

The statements of the financial position and the income of the company are as follows:

Total assets	Baht	6,025.77	million
Total liabilities	Baht	5,249.04	million
Total shareholder's equity	Baht	776.74	million
Total revenues	Baht	3,064.93	million
Profit (loss) for the year	Baht	(681.57)	million
Basic earnings per share	Baht	(0.45)	

After Acting Company Secretary presented to the meeting, the Chairman then asked whether the shareholders had any questions or comments.

Mr. Surasit Pitisuwannarat then asked three questions.

The first question was about how to prevent "C" in the future which the Chairman responded that the Company nearly paid back a one billion baht long-term loan from Bangkok Bank Public Co., Ltd. and Kasikorn Bank Public Co., Ltd. Unfortunately, the Covid-19 outbreak surfaced so the banks offered a grace period of 2 years so the Company did not have to pay back the principal until March 2023. Due to the financial liquidity problem, the Company asked the banks for another year of grace period. The banks will give their answer in June 2023 without incurring any penalties. Moreover, in the second quarter, if the Company can generate enough cash to open L/C and pack credit with customer orders, the Company still can reach its break-even point.

AS

- | | |
|-------------------------------|----------|
| 3. Mr. Kanok Suriyasat | Director |
| 4. Mr. Prommarat Simakulthorn | Director |

The Board of Directors with the recommendation of the Nomination and Remuneration Committee proposed to re-elect all of the 4 retiring directors to succeed those retired by rotation.

The company has sent the history of the person who has been proposed to be the director of the company for the shareholders for considering in advance.

When Acting Company Secretary finished presenting, the 4 retiring directors then left the room. Mr. Somlak Jiamtiranat, Chairman of the Nomination and Remuneration Committee, then acted for the Chairman of the Board. The Acting Chairman proposed the meeting vote to elect each director individually.

The Meeting, after considering elected directors by voting in an individual election, respectively, with the following votes:


Directors	Approved		Disapproved		Abstain		Void ballot
	Votes	%	Votes	%	Votes	%	
1. Mr. Sutee Simakulthorn	1,122,513,406	100	None	-	None	-	None
2. Vice Admiral Naruedom Sa-ardyen RTN.	1,122,513,406	100	None	-	None	-	None
3. Mr. Kanok Suriyasat	1,122,513,406	100	None	-	None	-	None
4. Mr. Prommarat Simakulthorn	1,122,513,406	100	None	-	None	-	None

After the meeting had elected 4 directors, the Acting Company Secretary invited 4 retiring directors back into the room. Mr. Sutee Simakulthorn was back as the Chairman and asked the Acting Company Secretary to announce the list of the company's Board of Directors which consists of 11 persons as follows:

- | | |
|--------------------------------|-------------------------------------|
| 1. Mr. Sutee Simakulthorn | 2. Mr. Titisak Simakulthorn |
| 3. Mr. Sutas Simakulthorn | 4. Mr. Abhijit Simakulthorn |
| 5. Mr. Prommarat Simakulthorn | 6. Mr. Kanok Suriyasat |
| 7. Mr. Prasan Tanprasert | 8. Mr. Tawatchai Jaranakarun |
| 9. Mr. Somlak Jiamtiranat | 10. Vice Admiral Naruedom Sa-ardyen |
| 11. Mrs. Benjawan Ratanaprayul | |

As Mr. Tawatchai Jaranakarun, Mr. Somlak Jiamtiranat, Vice Admiral Naruedom Sa-ardyen, and Mrs. Benjawan Ratanaprayul, in total 4 persons are the independent directors.

The Acting Company Secretary stated further that as for the directors' authority, the meeting of shareholders should fix their authority as follows: "Mr. Sutee Simakulthorn or Mr. Titisak Simakulthorn or Mr. Sutas Simakulthorn or Mr. Abhijit Simakulthorn or Mr. Prommarat Simakulthorn or Mr. Kanok Suriyasat or Mr. Prasan Tanprasert signs together, in total two persons and affix with the company's seal."

After reporting, the Chairman requested a resolution on this matter from the meeting. 

The Meeting, after considering approval the company to fix the directors' authority with the following votes:

Approved	1,122,513,406 votes, equal to 100 %
Disapproved	– none –
Abstained	– none –
Void ballot	– none –

Agenda 6 To consider approving the remunerations to the directors

The Chairman assigned the Acting Company Secretary to present the matter to the meeting.

The Acting Company Secretary stated that for the year 2022, the meeting of shareholders approved the remunerations to the directors at the same rates as the previous year. For the year 2023 the company's Board of Directors with the recommendation of the Nomination and Remuneration Committee resolved to propose a meeting of shareholders to approve the remunerations to the directors also at the same rates as the previous year, details are as follows:

To the company's directors (11 persons)

Monthly fee, Chairman of the Board	Baht 30,000/month
Director (each)	Baht 15,000/month
Meeting allowance (each)	Baht 3,000/each attendance
Bonus /Incentive	– None –
Other privileges	– None –

To the member of the Audit Committee (3 persons)

Monthly fee, Chairman of the Committee	Baht 15,000/month
Member (each)	Baht 10,000/month
Meeting allowance	– None –
Bonus /Incentive	– None –
Other privileges	– None –

To the member of the Nomination and Remuneration Committee (4 persons)

Monthly fee, Chairman of the Committee	Baht 12,000/month
Member (each)	Baht 8,000/month
Meeting allowance	– None –
Bonus /Incentive	– None –
Other privileges	– None –

The resolution on this subject shall have a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting, according to Section 90 of the Public Limited Companies Act B.E. 2535.

After reporting, the Chairman requested a resolution on this matter from the meeting.

The Meeting, after considering unanimously approved the remunerations to the company's directors, the members of the audit committee, and the members of the Nomination and Remuneration Committee as proposed with the following votes:

Approved	1,122,513,406 votes, equal to 100 %
Disapproved	– none –
Abstained	– none –
Void ballot	– none –

AS

Agenda 7 To consider approving the appointment of auditors and fixing the auditing fee for the year 2023

The Chairman assigned the Acting Company Secretary to present the matter to the meeting.

The Acting Company Secretary stated that in the year 2023, the Board of Directors with the recommendation of the Audit Committee proposed auditors from EY Office Limited to be the company's auditors as follows:

Ms. Natteera Pongpinitpinyo	Certified public accountant no. 7362 and/or
Mrs. Sarinda Hirunprasurtwutti	Certified public accountant no. 4799 and/or
Ms. Siriwan Suratepin	Certified public accountant no. 4604

Along with the company's annual auditing fee of Baht 2,100,000 and the reviewing fee for the first 3 quarters of interim financial statements in the total amount of Baht 600,000 or Baht 200,000 each quarter, in the total amount of Baht 2,700,000 which is the same rates as the previous year.

EY Office Limited and the proposed auditors are independent persons and have no conflict of interest with the company / the executives / the major shareholders, or others related to those parties.

After the Acting Company Secretary finished presenting, the shareholder raised his hand for questioning.

Mr. Hangchai Akkhawasakun, the shareholder, asked the auditors from EY Office Limited about the increase of the annual auditing fee.

Ms. Natteera Pongpinitpinyom, the auditor from EY, stated that EY did not increase their fees for 3 years despite the increasing auditing fees. The Company faced financial liquidity problems these past 2 years and many accounting issues namely the company's continuing operations, the estimation of the value of the assets, and the change in the machine's lifetime. All these factors were important and are at risk for the auditors to pay attention and use extra time to work on which all contributed to the increasing auditing fees.

After reporting, the Chairman requested a resolution on this matter from the meeting.

The Acting Company Secretary informed the meeting that at present, there were 16 shareholders and 23 proxies in a total of 39 persons present at the meeting, representing 1,122,521,131 shares

The Meeting, after considering unanimously appointed the company's auditors for the year 2023 and approved the annual auditing fee, the reviewing fee for the interim financial statements, and altogether 3 quarters as proposed with the following votes:

Approved	1,122,032,786 votes, equal to 99.96 %
Disapproved	488,345 votes, equal to 0.04 %
Abstained	– none –
Void ballot	– none –

Agenda 8 To consider other businesses

There were no suggestions for additional subjects, so the Chairman provided this opportunity for any questions and answers. There were some questions from the floor.

Mr. Hangchai Akkhawasakun suggested the Company to seek new partners to invest in order to increase financial stability. Mr. Hangchai knew about the steel business that successfully acquired partnerships with Japanese companies in order to maintain their business.

AS

Ms. Sirinporn Serisawasdipichai asked about the Company's plan to increase gross profit and net profit.

The Chairman stated that the Company's sales were about 10 billion baht annually but these past 3 years the sales decreased dramatically due to the financial liquidity problem and the high raw material costs. The Company then selected to manufacture the compressor that had the best profit margin and low material costs to reach the break-even point. In terms of fixed costs, the Company had a high depreciation cost of about 400 million baht. The Company could only assign about 7 million baht on machine maintenance and then the rest was spent on raw materials. The Company also reduced the number of employees and reduced the working days to lower the cost.

There was no other business to be discussed. The Chairman then declared the meeting closed.

The Meeting was closed at 11.20 hours.

Sutee Simakulthorn

Signed

(Mr. Sutee Simakulthorn)

Chairman of the Board of Directors

Note: The minutes of the meeting in English version has been translated from those in Thai, thus only the minutes in Thai will be used as reference.

KS