



Minutes of the 2022 Annual General Meeting of Shareholders

AMR Asia Public Company Limited

via electronic media (E-AGM)

Date, Location, and Time

AMR Asia Public Company Limited (the "Company") held the 2022 Annual General Meeting of Shareholders (the "Meeting") on April 27, 2022, at 10:00, via only electronic media (E-AGM), broadcasting from the Ubonchart room at Swissotel Bangkok Ratchada 204, Ratchaphisek Road, Huai Khwang, Bangkok 10320.

Directors attending the meeting (a total of 7 directors are present at the meeting, representing one hundred percent of the total number of directors.)

- | | | | |
|----|-----------------------------------|-------------------|--|
| 1. | Mr. Somsak | Channoi | Independent Director and Chairman of the Board |
| 2. | Mr. Jessada | Promjart | Independent Director, Chairman of the Audit Committee, and member of the Nomination and Remuneration Committee |
| 3. | Dr. Pornchai | Danvivathana | Independent Director, Chairman of the Nomination and Remuneration Committee, a member of the Audit Committee |
| 4. | Assoc. Prof. Dr. Sujate Jantarang | | Independent Director, member of the Audit Committee, and Nomination and Remuneration Committee |
| 5. | Mr. Marut | Siriko | Director and Chief Executive Officer |
| 6. | Mr. Wiwat | Nitisuntharangkul | Director and Deputy Chief Procurement Officer |
| 7. | Mr. Kittirat | Thavilab | Director |

Executives and Directors attending the meeting

- | | | | |
|----|---------------|------------------|---------------------------------|
| 1. | Mr. Thongchai | Chirattithipun | Chief Financial Officer |
| 2. | Mr. Chaowanij | Thanawongwiboon | Chief Sales Officer, ISS Group |
| 3. | Mrs. Wasana | Nakthaworn | Chief Operating Officer |
| 4. | Ms. Sirirat | Jariyasakulthong | Accounting and Finance Director |

Other Attendees

- | | | | |
|----|--------------|---------------|---|
| 5. | Ms. Nuntika | Limviriyalers | Auditor from PricewaterhouseCoopers ABAS Company Limited |
| 6. | Ms. Manunya | Thitinantawan | Legal Advisor from CMT Counsellor Co., Ltd. |
| 7. | Ms. Thanawan | Chalayonnawin | Legal Advisor from CMT Counsellor Co., Ltd, witness to the vote count |

The start of the meeting



Before discussing the meeting agenda, Mr. Suppasan Srathongchom, the meeting moderator, announced that 18 shareholders attended in person, representing 73,759,900 shares, and 100 shareholders were presented by proxies, representing a total of 350,467,400 shares. The meeting was attended by both person and proxy of 118 shareholders with a total of 424,227,300 shares, or 70.7046 percent of the Company's paid-up 600,000,000 shares. A quorum was constituted in accordance with the legislation and the Articles of Association of the Company. (The Company's paid-up registered capital is 300,000,000 baht, with 0.50 baht par value)

Mr. Somsak Chanoi, Chairman of the Board of Directors and Chairman of the meeting, ("Chairman") welcomed all shareholders and proxies to the meeting and informed them that the COVID-19 outbreak situation has not returned to normal. The 2022 Annual General Meeting of Shareholders therefore was set via electronic meeting (E-MEETING) pursuant to the Emergency Decree on Electronic Media Conference B.E. 2563 (2020) and the Notification of the Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings Via Electronic Means B.E. 2563 (2020), as well as related laws and regulations. The meeting was broadcasted from Swissotel, Ubonchart Room.

The Chairman informed the shareholders that the meeting would be held in accordance with the agenda in order specified in the invitation letter and assigned Mr. Suppasan Srathongchom ("Meeting Moderator") to explain the method of conducting the meeting and the procedures for shareholder voting in each agenda item as follows :

The meeting moderator informed the attendees that the Company values the personal information of shareholders and proxies and aims to comply with the Personal Data Protection Act B.E. 2562 (A.D. 2019). The Company shall employ electronic media to record photographs and motion pictures of the Annual General Meeting of Shareholders for use in the preparation and public relations for meetings via electronic and printed media. Photos and motion pictures from this meeting may be shown, but they will not identify the individual attending the meeting.

In this electronic meeting, the Company assigned OJ International Company Limited as an independent agency and system provider. To perform registration services and processing the vote-counting, it has passed the self-assessed criteria with the Electronic Transactions Development Agency ("DOE" or "ETDA"). In addition, the manual for using the E-AGM system has been delivered to the shareholders and proxies who attended the meeting in advance.

1. The agenda for the 2022 Annual General Meeting of Shareholders will include nine items in total. Notice of the meeting has already been distributed to shareholders. The meeting will follow the order of the invitation letter's agenda to present information on each agenda. It allows shareholders to ask questions, and then passes a resolution for that agenda in the event that any shareholder or proxy wishes to ask questions or express opinions.

If you wish to inquire by typing a question, you can proceed as follows:

- (1) Go to the Chat menu in Zoom to type message.



- (2) Press the Enter key to send the message to the system.

If a shareholder wishes to inquire about something via a discussion, they can do so as follows:

- (1) Go to the Participant menu at the bottom and press the Raise Hand button.
- (2) The officers will open the microphone for shareholders to ask questions when the meeting moderator calls their names. The shareholder must press "Unmute" when their device's microphone is activated. If the shareholder is unable to speak into the microphone, please type the shareholder's question into Chat.
- (3) Please mention your full name and clarify whether the shareholder is coming in person or as a proxy before asking any question, either via text message or through a conversation, for the benefit of keeping the correct minutes of the meeting. Shareholders or proxies who inquire via conversation should always turn on the camera before asking inquiries so that it can be recorded for identification purposes as needed by law.

The Company requests cooperation in asking specific questions during the period when the Company provides an opportunity to ask questions, and the Company requests that shareholders raise questions related to the meeting's agenda. Questions that are not relevant to any agenda will be answered in other agendas. If a large number of questions are submitted to the system, the Company reserves the right to consider and select questions as necessary.

Following the conclusion of questioning in each agenda item, the Company will open for voting. Shareholders can cast their votes in the following manner:

- (1) Shareholders or proxies, please go to the E-Voting tab to vote on each agenda item within the specified time (approximately 1 minute). The system will display a pop-up ("pop-up"), ask once again whether the vote is confirmed or not, and press "OK" to confirm the vote.
- (2) Shareholders or proxies can vote on each agenda item only by voting "Agree", "Disagree" or "Abstain". In the event that the voting button was not pressed on any agenda, the Company would consider the shareholders to vote "Agree" on that agenda.
- (3) Shareholders or proxies can change their vote by pressing again within the specified time. Once the Company announces that the voting system is closed, the shareholders or proxies will not be able to vote or change their vote.

For those attending the meeting via a mobile device or tablet, the Company asks the shareholders or proxies to switch from the Zoom application to the Google Chrome ("Chrome") web browser to vote on the E-Voting menu.



Once the vote has been cast, please return to the Zoom e-meeting window to continue watching the video and audio of the meeting.

2. Voting: Shareholders or proxies have one vote per vote. Any shareholder who has a special interest in any agenda will not have the right to vote on that agenda.

3. Vote counting

Agenda 1, Agenda 3, Agenda 4, Agenda 5, and Agenda 7 require the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 6 must be approved by at least two-thirds of all the votes cast by shareholders at the meeting.

Agenda 8 must be approved with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting. and have the right to vote.

Agenda 2 is a list of things to be acknowledged, so there is no voting.

The Company will count the votes for each agenda item by subtracting the "disapprove" and "abstain" votes from the total number of shares of the shareholders and proxies who register to attend the meeting and have the right to vote. The remaining votes will be counted as votes in favor of the agenda.

If no one disagrees or doesn't vote, it will be assumed that everyone at the meeting agrees with the agenda.

The Company has recorded such votes as specified in the proxy form for the shareholders who appoint a proxy to attend the meeting on their behalf and cast their votes.

The Chairman stated that the shareholders who attended the meeting in person and by proxy formed a quorum as per the Company's Articles of Association. The Chairman opened the meeting and entered the meeting agenda.

Agenda 1 Consider and certify the minutes of the Annual General Meeting of Shareholders for 2021

The Chairman proposed to the meeting to consider and certify the minutes of the 2021 Annual General Meeting of Shareholders held on March 15, 2021. The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to certify the Minutes of the 2021 Annual General Meeting of Shareholders. The Company's directors concurred that the minute was correctly furnished per the resolution of the meeting. The copy of the minutes of the meeting was in Enclosure No. 1.

The Company allowed the shareholders to ask questions and make additional comments. It appeared that no one asked or expressed any opinions.



Resolution The Meeting considered and unanimously approved certified the Minutes of the 2021 Annual General Meeting of Shareholders, with the following votes and percentage :

Approved	424,227,300	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		

Agenda 2 Consider and acknowledge the operating results of the Company for 2021

The Chairman stated that the Company's operating results report for 2021 has been prepared as shown in the Annual Report 2021 (Form 56-1 One Report), which has been delivered to shareholders in the form of QR-Code, together with the invitation letter for this meeting.

The Chairman assigned Mr. Thongchai Chiratitiphan, Chief Financial Officer, to present the Company's operating results for 2021.

Mr. Thongchai Jiratitiphan, Chief Financial Officer, has summarized the Company's operating results for 2021 as follows:

- The Company has a total revenue of 1,609 million baht. This year's main revenue comes from the projects to install the transportation system of the Green Line Extension and the project for the supply and installation of Ethernet Switch Layer 3 equipment, including the installation of groundwater distribution systems with solar power. Compared to the same period last year, the total revenue fell 37.6% in line with budget, and jobs hired in the second half of 2021 are still in early delivery and future revenue recognition.
- The reason for a gross profit of 29.3%, an increase from 20.6% when compared to the same period last year, was due to cost control of the electric train service project and other projects with better efficiency.
- The Company had a net profit of 178.8 million baht, a decrease of 68.8 million baht. The net profit margin increased from 9.6 percent to 11.1 percent under the management and cost control under the COVID-19 situation, which was the most efficient compared to the same period last year. This resulted in a net profit per share of 0.30 baht per share.
- In the statement of financial position, the Company had total assets of 2,161 million baht, an increase of 567 million baht from 2020. The increase was mostly due to the sale of new ordinary shares, which caused cash and cash equivalents and financial assets to be valued at fair value.



- Total liabilities came to 729 million baht, which is 351 million baht less than in 2020. This is because trade and other payables and project contract liabilities went down.
- The movement of backlog from the beginning of the year was 1,739 million baht and at the end of the year was 1,880 million baht.

	Million Baht	Remark
Total Amount at Beginning of 2021	1,739	
Additional Sales+	1,750	The contract was signed in the fourth quarter, namely, the project to change the social security system on the mainframe computer to the Web Application system, valued at 363.8 million baht. The construction project to change from the aerial cable system to an underground cable system of the BTS Green Line, Section 1, valued at 469.5 million baht
Recognized Revenue-	1,609	
A Total Amount at the End of 2021	1,880	The specified 2 projects' revenue will be recognized in 2022-2023.

- On December, 31 2021, the D/E ratio was at 0.51 lower than the same industry due to the IPO, though causing Return on Equity (ROE) to drop to 12.5% at the end of the year, the Return on Asset (ROA) was 8.3 %, higher than the 5 % average in the industry.

In addition, the Company has established an anti-corruption and corruption policy to prevent and fight corruption concretely by corporate governance code in the Company to use as a guideline and been reported to the Audit Committee every quarter. The Company has not found any complaints about fraud and corruption until now.

The Company allowed the shareholders to ask for details and offer additional comments, turned out that no one asked and made any comments.

Resolution The meeting acknowledged the Company's operating results for 2021 as proposed.



Agenda 3 To consider and approve the financial statements for the year ended 31 December 2021..

The Chairman assigned Mr. Jesada Phromjatt, Chairman of the Audit Committee, to present the Company's financial statements for the fiscal year ending as at December 31, 2021 for the meeting.

Mr. Jesada Phromjatt, Chairman of the Audit Committee, has summarized the details of considering and approving the consolidated financial statements of the Company for the accounting period ending on December 31, 2021 are as follows:

To comply with the Public Company Limited Act, B.E. 2535, Section 112, which stipulates that the Board of Directors must prepare statements of financial position and profit and loss accounts at the end of the Company's fiscal year and arrange for an auditor. Examine the statement of financial position and profit and loss account before presenting it to the at the Annual General Meeting of Shareholders for approval.

The Board of Directors has prepared the statement of financial position for the fiscal year ended as of December 31, 2021, which was reviewed by the Audit Committee and audited by the auditor to present to the shareholders' meeting for approval. The details appear in attachment No. 2 (Form 56-1 One Report) (Financial Statements Topic), which summarizes the key points as follows:

Transaction as per Financial Statement Unit: Million Baht	2021	2020	Change
Total Assets	2,160.74	1,593.56	+36%
Total Liabilities	729.41	1,080.35	-32%
Stockholder's Equity	1,431.33	513.21	+179%
Total Revenue	1,615.42	2,584.07	-37%
Net Profit	178.80	247.55	-28%
Earnings per Share (Baht)	0.30	1.13	

After presenting the details of the Company's consolidated financial statements, the Company allowed the shareholders to ask questions and offer additional comments, turns out that none of the attendees made any inquiries or comments.



Resolution The Meeting considered and unanimously approved the financial statements for the year ended 31 December 2021., with the following votes and percentage:

Approved	424,227,300	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		

Agenda 4 To approve the allocation of the profits from the Company's business operation for the fiscal year ended December 31, 2021 , the dividend payment and to acknowledge the interim dividends.

The Chairman assigned Mr. Thongchai Chirattitphan, Chief Financial Officer, as the presenter. The Company shall consider and approve the allocation of profit from the Company's operations for the fiscal year ending December 31, 2021, dividend payment, and acknowledgement of interim dividend payment.

Mr. Thongchai Chirattitphan, Chief Financial Officer, presented to consider and approve the allocation of profit from the Company's operations. For the fiscal year ended December 31, 2021, dividend payment and acknowledgment of interim dividend payment are as follows:

Regarding to section 115 of the Public Limited Companies Act B.E. 2535 (1992), no dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid. Besides, according to section 116 and article 50 of the Company's Articles of Association require that a company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital, which the Company had reached the amount of legal reserve according to the law.

The Company has the policy to pay dividends to shareholders at the rate of not less than 40 percent of the net profit from the separate financial statements after deduction of corporate income tax and all types of reserves as stipulated in the Company's laws and regulations.

However, the dividend payment is subject to change depending on the operating results, financial liquidity, a necessity for working capital for business management, and the Company's future expansion plans as the Board of Directors deems appropriate.

During the year 2021, the Board of Directors approved the payment of 2 interim dividends as follows:



1. The Board of Directors' Meeting No. 6/2021, held on June 25, 2021, resolved to approve the Company to pay the interim dividends at the rate of 0.27 Baht per share (or equivalent to 121,500,000 Baht) for 450,000,000 shares (prior to the Initial Public Offering: IPO), which were paid to the shareholders on July 23, 2021.
2. The Board of Directors' Meeting No. 7/2021, held on August 16, 2021, resolved to approve the Company to pay the interim dividends at the rate of 0.08 Baht per share (or equivalent to 48,000,000 Baht) for 600,000,000 shares (after the Initial Public Offering: IPO), which were paid to the shareholders on September 15, 2021.

According to the separate financial statements for the fiscal year ended December 31, 2021, The Company has a net profit from operating results totaling 178,799,887 baht and unappropriated retained earnings of 167,522,127 baht. The Board of Directors agrees to propose to the meeting to consider and approve the dividend payment for the year 2021 additionally at the rate of 0.08 baht per share, or amounting to 48,000,000 baht to the shareholders of 600,000,000 shares that appeared on the list.

As of the date of determination of the rights of shareholders to receive dividends on May 10, 2022 (Record Date) and to pay dividend on May 25, 2022, therefore, the dividend rate paid from the operating results of the year 2021, if calculated only after the IPO shares sold or after listing on the Stock Exchange of Thailand, totalled 0.16 baht per share or 53 percent of the net profit according to the separate financial statements of 0.30 baht per share. This is consistent with the company's dividend payment policy of not less than 40 percent of the net profit according to the separate financial statements. Such dividends will be withheld by tax at the rate prescribed by law.

The Company has already allocated 10 percent of the registered capital; therefore, no further legal reserve is required.

Resolution The Meeting considered and unanimously approved the addition of allocation of the profits from the Company's business operation for the fiscal year ended December 31, 2021, at the amount of 0.08 baht per share, equalling to 48,000,000 baht (600,000,000 shares), to the shareholders whose names listed on the date of determining the shareholders eligible to received the dividend payment on 10 May 2022 (Record Date) and scheduled for the dividend payment on 25 May 2022, with the following votes and percentage :

Approved	424,227,300	Votes	equivalent to	100
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Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		

Agenda 5 To consider and approve the appointment of directors replacing those who retire by rotation.

The chairman has assigned Dr. Pornchai Danvivathana, Chairman of the Nomination and Remuneration Committee, to consider and approve the appointment of directors to replace those retiring by rotation.

Dr. Pornchai Danvivathana, Chairman of the Nomination and Remuneration Committee, summarized the consideration and approval of the appointment of directors to replace those retiring by rotation as follows:

Regarding to section 71 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Article of Association clause 18, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. Three must be a drawing by lots to determine the directors retiring on the first and the second year following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire. The director who retires by rotation may be re-elected as the director for another term.

For the 2022 Annual General Meeting of Shareholders, the directors who shall retire by drawing lots are as follows:

- 1) Assoc. Prof. Dr. Sujate Jantarang Independent Director
- 2) Mr. Marut Siriko Director
- 3) Mr. Kittirat Thavilab Director

(All 3 of them walked out from the meeting room)

The Nomination and Remuneration Committee viewed that, the 3 of directors who shall retire by rotation possess the appropriateness in qualification, knowledge, capability, experience and performance record as the Company's directors during the past period. In addition, it is not a person who has any prohibited qualifications. and does not operate any business or holding shares in any business that competes with the Company's business.

However, Mr. Sujate Jantarang expressed his intention not to renew his term due to more other jobs loaded that may deprive his time once dedicated to this Board's duties. The Board of Directors has deliberately considered



through the screening process and deemed it appropriate to propose to Shareholders to approve the re-appointment of the following directors

- Appointment of Mr. Marut Siriko and Mr. Kittirat Thavilab to be re-elected as the Company's directors for another term;
- Appointment of Mr. Watchara Chatwiriya as the Company's independent director in place of Mr. Sujate Jantarang retired by rotation. The Board values Dr. Watchara Chatwiriya that he has appropriate knowledge of technology suitable for the company's business. In addition he can express his opinion independently.

Details of the Profiles of the candidate directors nominated to replace the directors retired by rotation and definition of Independent Directors was in Enclosure No. 4 which had been sent to the shareholders prior to the meeting.

Resolution The Meeting considered and unanimously approved the appointment of directors replacing those who retire by rotation to be re-elected as the Company's directors for another term and the appointment of Mr. Watchara Chatwiriya as the Company's independent director in place of Mr. Sujate Jantarang retired by rotation ., with the following votes and percentage :

1) Mr. Marut Siriko

Approved	424,227,300	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		

2) Mr. Kittirat Thavilab

Approved	424,227,300	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		

3) Mr. Watchara Chatwiriya

Approved	424,227,300	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		



After that, the meeting moderator invited Mr. Marut Siriko and Mr. Kittirat Thavilab back to the meeting room.

Agenda 6 To Consider and approve the determination of the directors' remuneration.

The Chairman assigned Dr. Pornchai Danvivathana, Chairman of the Nomination and Remuneration Committee, be a presenter of consideration and approve the determination of the directors' remuneration of 2022.

Dr. Pornchai reported to the meeting for the determination of the directors' remuneration and sub-committees for the year 2022 that regarding to the Section 90 of the Public Company Limited Act B.E. 2535 (1992), and Clause 33 of the Company's Articles of Association, provide that directors are entitled to receive remuneration from the Company in form of rewards, meeting attendance fee, annuity, bonus or benefits paid in other forms as specified in the Articles of Association or as considered by the shareholders' meeting. Such remuneration may be fixed amounts or set forth as regulations, or may be determined from time to time until any change is made. In addition, allowances and welfare benefits can be paid in accordance with the Company's regulations.

The Nomination and Remuneration Committee has determined the director's remuneration based on the director's performance and their scope of responsibilities by comparing to other companies in the same business or similar industries' remuneration as well as the survey results of directors' remuneration of the Thai Institute of Directors (IOD). It appears that the directors' remuneration set by the Company was at a rate close to the overall market average that is, monthly remuneration 15,000 – 20,000 baht/person and meeting allowance 10,000 – 20,000 baht/person/meeting), only for directors attending the meeting. The criteria for paying the directors' bonuses are as follows:

Position/ Components of Remuneration	Monthly Remuneration (Baht/Per Person)		Meeting Allowance (Baht/Individual/Frequency) <u>(Only for directors who attended the meeting)</u>		Directors' Bonus	
	2022	2021	2022	2021	2022	2021
The Board of Directors					The Company paid the directors' bonus for 2021 in the amount of 2,424,741 baht as per the following dividend policy:	
The Chairman of the Board of Directors	20,000	20,000	20,000	20,000		
- Company Director (Non-Executive Director)	15,000	15,000	10,000	10,000		

Position/ Components of Remuneration	Monthly Remuneration (Baht/Per Person)		Meeting Allowance (Baht/Individual/Frequency) <u>(Only for directors who attended the meeting)</u>		Directors' Bonus
- Company Director (Executive Director)			10,000	10,000	1.The Company must have a net profit. 2. The director of the Company will receive a bonus of not more than 3.0 percent of the dividends paid to shareholders. The Chairman of the Board will receive a bonus at the rate of 20 percent of the amount of the bonus received in that year, but not more than 600,000 baht and all directors will receive a maximum of 500,000 baht per person.
Audit Committee					
- Chairman of Audit Committee			15,000	15,000	
- The Audit Committee			10,000	10,000	
Nomination and Remuneration Committee					
- Chairman of Nomination and Remuneration Committee			15,000	15,000	
- Nomination and Remuneration Director			10,000	10,000	

Remarks: 1) The meeting allowance will be paid only to director attending the meeting.

2) The director who receives a regular salary as an employee of the Company will not receive monthly remuneration as a director of the Company.

In determining directors' remuneration, the Board of Directors and Sub-Committees of the Company are not entitled to any other benefits. In addition to the meeting allowances as detailed above, the details of the scope of duties and responsibilities of the Board of Directors and the Sub-Committees of the Company appear in the Annual Report of 2021 (in 56-1 One Report Form) under the heading of Corporate Governance, page 143, with details as shown in the attachment no. 2.



During the meeting, Mr. Methree Rangsiwong, a shareholder attended in person, asked the number of meetings in a year. Dr. Pornchai replied that it was a minimum standard for the Board of Directors to meet 4 times a year or once a quarter.

The Company proposes to the shareholders' meeting to consider and approve the Company to determine the remuneration of directors and sub-committees for 2022 in the form of monthly remuneration, meeting allowances, and directors' bonuses as proposed.

Resolution The Meeting considered and unanimously approved the determination of the directors' remuneration of 2022., with the following votes and percentage :

Approved	424,227,300	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes	equivalent to	0

Agenda 7 To consider and approve the appointment of auditors, and their remuneration.

The Chairman assigned Mr. Jesada Phromjat, Chairman of the Audit Committee, to present the details of consideration and approval of the Company's auditor appointment and the auditor's remuneration for 2022.

Mr. Jesada Prommart, Chairman of the Audit Committee, has stated that, to comply with Section 120 of the Public Limited Companies Act. that requires that the general meeting of shareholders appoint auditors and determine the auditor's remuneration every year, therefore, it is appropriate to propose to the meeting to consider and approve the appointment of auditors from PricewaterhouseCoopers ABAS Co., Ltd. as the Company's auditor for the fiscal year ended on December 31, 2022 by specifying that one of the following auditors is the person who conducts an audit and expresses an opinion on the Company's financial statements.

1. Ms. Nuntika Limviriyalers Certified Public Accountant No. 7358 or
2. Mr. Pisit Thangtanagul Certified Public Accountant No. 4095 or
3. Ms. Thitinun Waenkaew Certified Public Accountant No. 9432

If the above auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Company Limited will appoint another auditor of PWC to act as the Company's auditor instead.

In considering the selection of auditors for the year 2022 above, the Audit Committee has considered the qualifications Work experience, seeing that Price WaterhouseCoopers ABAS Co., Ltd is an independent audit firm no relationship or has a stake in the Company Company's subsidiary, director, executive or major



shareholder or a person who is related to such person and has expertise in auditing The work is reliable and up to standard.

The Chairman of the Audit Committee proposed the meeting to consider the determination of the auditor's fee of the Company, excluding subsidiaries, in an amount not exceeding 3 million baht, excluding non-audit services and out-of-pocket expenses of PricewaterhouseCoopers ABAS Company Limited.

Audit Fee Comparison Table

Audit Fee	Fiscal Year 2022 (Proposed)	Fiscal Year 2021
1. Audit Fee	3,000,000	3,000,000
2. Other Expenses	Actual Expense	1,500,000

Resolution The Meeting considered and unanimously approved the the appointment of auditors, and their remuneration of 2022., with the following votes and percentage :

Approved	424,262,300	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		

Agenda 8 To consider and approve the amendment of the Company's objectives and Memorandum of Association Article 3. to comply with the amendment of the Company's objectives

The Chairman assigned Mr. Marut Siriko, Chief Executive Officer to present the details.

Mr. Marut Siriko, Chief Executive Officer informed that due to the company's intention to set clear objectives covering business potential and the expansion of the company's business. Therefore, 13 additional objectives are needed. They will cover services of fuel, electric power and solar, gas, battery swap, electric vehicle and motorcycle charging station, water pump station, utility system, raw water, water supply, port, programming system, digital system, digital parallel system, virtual digital system digital money system. The details are as per attachment No. 6 as follows:

- (87) Entrepreneurship design, installation, repair, maintenance and / or maintenance of long-term contracts, production systems or power plants with fuel in all forms, such as oil, coal, natural gas Biomass gas, hydrogen gas, solar power panels, etc., as well as electricity backup systems in the form of batteries or other methods.



- (88) Entrepreneurship contract services, specialized services and / or with systems and equipment for electricity generation for use or for the provision of long-term contracts with fuel in all forms, such as coal Natural gas, biomass gas, hydrogen gas, solar power panels, etc., as well as electricity from the power supply system in the form of batteries or other methods and / or services to collect revenue from services. Or divide the revenue from the service.
- (89) Entrepreneurship design, installation, repair, maintenance and / or maintenance of long-term contracts, electric charging systems for vehicle batteries, battery switching systems and / or specialized contract services, services and / or with systems and equipment. Long-term contracts and / or services that collect revenue from services or share revenue from services.
- (90) Entrepreneurship design, installation, repair, maintenance and / or maintenance of long-term contracts, management systems and / or control systems, facilities and protection for buildings, factories, mines, pumping stations, ports, vehicles, rail systems and / or Providing specialized contract services and / or with long-term contract systems and equipment.
- (91) Entrepreneurship design, installation, repair, maintenance, contract services, specialized services and / or with systems and equipment, long-term contracts, program systems, digital systems, platforms in all forms, digital money systems and related systems and related equipment. With the above system.
- (92) Entrepreneurship design, installation, repair, maintenance, contract services, specialized services and / or with systems and equipment under long-term contracts and / or service collection for all types of rail systems, mass transit systems. Electric cable car system, toll collection system.
- (93) Doing business as a system developer or equipment distributor, distributor agent, service provider, joint venture system, fuel system equipment, energy, fuel service facilities, electricity, solar power, natural gas, natural gas as a source of energy, system and / or battery substation. Oil refining, gas separation plant and related components in energy business.
- (94) Doing business as a system or equipment developer, distributor, distributor, service provider, joint venture, system, equipment, system and / or wastewater treatment plant, system and / or water plant, system and or raw water storage system and or pumping station and business. Other related matters as well as business management related to water utilities.
- (95) Doing business as a system or device developer, distributor, distributor, service provider, joint venture, system, equipment, system and / or activity, digital money, system and / or virtual world activities, digital



systems and / or intelligent system activities for cities, buildings, factories, parks. Including other related parties.

- (96) Operating a system or equipment developer, distributor, distributor, service provider, joint venture, system, equipment, system and or port activities, systems and or activities in the provision of land, water and air transport services, travel and / or passenger transport. The cable car or cable car system, etc., including the components related to the above business.
- (97) Provides raw water supply services, including surface water, groundwater and seawater. Pre-Treatment system, changed raw water quality and prevention of contamination of raw water (Contaminate), as well as backup systems for production and distribution of raw water for consumption. Consumption and industry control of transportation and water supply system (Transmission & Distribution) from the production system to the users of water through tunnels and pipelines (Pipe). Construction) and Provide operation and maintenance services for machinery used in the water production system, supply concessions for the supply of raw water, production and distribution for consumption and use in industry by remodeling the whole system or part of the old system or purchase. The old system came to expand production capacity and improve the quality to standardize and receive wastewater treatment in industrial plants and industrial estates, as well as other related businesses.
- (98) Entrepreneurship, supply and development of land for the purpose of operating according to projects on all types of water.
- (99) Entrepreneurship, consulting on raw water supply, construction of reservoirs, dams, water supply systems and wastewater treatment systems, as well as other related businesses.

In this regard, the Company's objectives will consist of 99 items and propose to the Annual General Meeting of Shareholders to consider and approve the amendment of the Memorandum of Association Clause 3 of the Company to be consistent with the amendment of the Company's objectives.

"Clause 3, the Company's objectives have 99 items, details according to the form of BMJ. 002

Resolution The Meeting considered and unanimously approved the amendment of the Company's objectives and Memorandum of Association Article 3. to comply with the amendment of the Company's objectives, with the following votes and percentage:



Approved	424,262,300	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes	equivalent to	0

Agenda 9 Other business

The Chairman informed that all specified agendas have been processed. He asked whether anyone wishes to propose any other agenda. There were no shareholders or proxies to propose any other matters. The Chairman therefore gave the shareholders an opportunity to ask questions or make additional comments.

Mr. Methee Rangsiwong, a shareholder attending in person, asked what business the Company would undertake according to the added objectives. Mr. Marut Siriko, Chief Executive Officer, answered as follows,

After adding objectives, The company will clearly alter from its original businesses, for example, IOT and Digital Twin system. We are looking to invest in the digital virtual world, business expansion in utilities, water management for needy industrial sites as well as system and battery switching station for motorcycles. We got awards from organizations as a sandbox in Bangkok. We plan to expand to large provinces such as Phuket or other tourist destinations.

Businesses aimed to invest will be based on the Company's System Integration (SI) knowledge, where the proceeds from the IPO money will be utilized as initial investments for operations. Moreover, the company will still focus on its current businesses such as electric train system which can be extended to large provinces including cable cars.

Once there were no further comments or queries from the shareholders, the Chairman then announced that all agendas in the Meeting have been properly executed. He thanked all the shareholders for rendering their times to attend and adjourned the 2022 Annual General Meeting.

The Meeting adjourned at 11.30 a.m.

(Signed) Mr. Somsak Channoi

Mr. Somsak Channoi

Chairman of the Board

AMR Asia Public Company Limited