

April 18, 2022.

Re: Notification of the Resolution of the Annual General Meeting of Shareholders of 2022

To: The President.
The Stock Exchange of Thailand.

9/19 Moo 7, Lam Luk ka Leab Khlong 6 Road,
Bueng Kham Proi Sub-district,
Lam Luk ka District, Pathum Thani 12150
Tel. +66 [0] 2-052-8008

Tax ID 0107558000296

kingsmen@kingsmen-cmti.com
www.kingsmen-cmti.com

The Annual General Meeting of Shareholders of 2022 of Kingsmen C.M.T.I. Public Company Limited (the "Company") was held on April 18, 2022 at 2.00 P.M. via electronic meeting (E-AGM), according to the rules stipulated by the law related to electronic conferencing. The meeting is broadcasted live from the Gallery Meeting Room 1st Floor, No. 9/19, Moo 7, Lamlukka Khlong 6 Road, Bueng Kham Phroi Sub-district, Lamlukka District, Pathumthani with resolutions as follows:

1. Acknowledged the report on the Company's operating results for the year 2021.
2. Resolved to approve the company's financial statements for the year ended 31 December 2021, as duly audited and certified by company's auditor with the majority of the votes of the shareholders present and eligible to vote as per the following details:

Resolution	Number of Shares (shares)	Percentage
Approved	222,814,779	100.0000
Disapproved	0	0.0000
Total	222,814,779	100.0000
Abstained	0	0.0000

3. Resolved to approve the dividend payment omission from the operating results for the year 2021 with the majority of the votes of the shareholders present and eligible to vote as per the following details:

Resolution	Number of Shares (shares)	Percentage
Approved	222,814,779	100.0000
Disapproved	0	0.0000
Total	222,814,779	100.0000
Abstained	0	0.0000

4. Elected the 3 directors in replacement of those retired by rotation to resume their directorships for another term, be approved with the majority of the votes of the shareholders present and eligible to vote as follows:

1. Mr. Pravit Sribanditmongkol Director, Managing Director

Resolution	Number of Shares (shares)	Percentage
Approved	211,814,779	100.0000
Disapproved	0	0.0000
Total	211,814,779	100.0000
Abstained	11,000,000	0.0000

2. Ms. Poonsook Pisessith Director, Deputy Managing Director

Resolution	Number of Shares (shares)	Percentage
Approved	205,894,779	100.0000
Disapproved	0	0.0000
Total	205,894,779	100.0000
Abstained	16,920,000	0.0000

3. Mr. Teerataht Poshyanonda Independent Director, Audit Committee

Resolution	Number of Shares (shares)	Percentage
Approved	222,814,779	100.0000
Disapproved	0	0.0000
Total	222,814,779	100.0000
Abstained	0	0.0000

5. Resolved to approve the increase of the number of directors in the Company from 7 to 8 person by appointing 1 new director, namely, Mr. Somchai Cheewasutthanon, who is well-suited for the Company's business, knowledgeable, capable, an expert, experienced, a visionary, and credible with qualifications, including not having any prohibited characteristics according to the law, with a majority vote of all shareholders who attended the meeting and voted as follows:

Resolution	Number of Shares (shares)	Percentage
Approved	205,359,031	100.0000
Disapproved	0	0.0000
Total	205,359,031	100.0000
Abstained	17,455,748	0.0000

6. Resolved to approve the remuneration and bonus of the company's directors for the year 2021 as followed:

▪ **Meeting allowance** (Unit: THB)

Board of Director & Audit Committee			
Position	2021	2022	Change from 2021
Chairman of the Board	30,000	30,000	- Remains the same -
Directors	20,000	20,000	- Remains the same -

Note: The Executive Director of the company waive meeting allowances.

Nomination, Compensation, and Corporate Governance Committee and Risk Management Committee			
Position	2021	2022	Change from 2021
Chairman of the Board	20,000	20,000	- Remains the same -
Directors	10,000	10,000	- Remains the same -

Note: The Executive Director of the Company waive meeting allowances.

▪ **Directors' bonus**

The Company will consider paying the annual directors' bonus depending on overall performance. Total not exceeding 3 million baht per year (Executive director does not receive such bonus.)

▪ **Other benefits**

-None-

Such resolution was passed by two-thirds or more of the total votes of the shareholders present as follow:

Resolution	Number of Shares (shares)	Percentage
Approved	222,814,779	100.0000
Disapproved	0	0.0000
Total	222,814,779	100.0000
Abstained	0	0.0000

7. Appointed the auditor of the company for the year 2022 from AST Master Company Limited as follows;

Auditor's Name	Certified Public Accountant (Thailand) No.	Auditor Company	Number of years That audits for the company
1. Mr. Pradit Rodloytuk	218	AST Master Company Limited	2
2. Ms. Nongram Laohaareedilok	4334		3
3. Ms. Pornthip Lertthanongsak	7633		-
4. Ms. Chamaporn Rodloytuk	9211		2
5. Ms. Sunantha Kamsook	8207		-

Being the auditor for the year 2022 and determine the audit fee at the amount of 1,200,000 baht, an increase of 80,000 baht from the year 2022. With the majority of the votes of the shareholders present and eligible to vote as follows:

Resolution	Number of Shares (shares)	Percentage
Approved	222,814,779	100.0000
Disapproved	0	0.0000
Total	222,814,779	100.0000
Abstained	0	0.0000

8. Resolved to approve the amendment of the Articles of Association Article 16, Article 31 and Article 46 as follows:

Article No.	Existing wordings	New wordings
16	<p>The shareholders' meeting elects the company's directors according to the rules and the following methods</p> <p>(1) A shareholder has a vote equal to one (1) share per (1) vote.</p> <p>(2) Each shareholder may use all his/her votes under (1) to elect one person or more persons to be directors. In the case of electing several persons to be directors cannot divide the votes to any person,</p> <p>(3) In case of electing several persons to be directors The persons receiving the highest votes in descending order shall be elected as directors equal to the number of directors to have or to be elected at that time. In the event that the persons elected in descending order have equal votes, exceeding the number of directors to have or to be elected at that time. The chairman of the meeting shall have a casting vote.</p>	<p>Directors shall be elected by the shareholders' meeting in accordance with the following rules and procedures:</p> <p>(1) To vote for the election of persons nominated to be elected as directors individually;</p> <p>(2) Each shareholder has one (1) vote per (1) share.</p> <p>(3) In case of electing several persons to be directors The persons receiving the highest number of votes in descending order shall be elected as directors equal to the number of directors that will have or will be elected at that time. In the event that the persons elected in descending order have equal votes, exceeding the number of directors to have or to be elected at that time The chairman of the meeting shall have a casting vote.</p>
31	<p>The Board of Directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year.</p> <p>Shareholders' meetings other than the one referred in the first paragraph shall be called an extraordinary meetings.</p> <p>The Board of Directors may call for an extraordinary meeting of shareholders at any time as it deems appropriate.</p>	<p>The Board of Directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year.</p> <p>Shareholders' meetings other than the one referred in the first paragraph shall be called an extraordinary meetings.</p> <p>The Board of Directors may call for an extraordinary meeting of shareholders at any time as it deems appropriate.</p>

	<p>Shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of shares sold or not less than twenty-five (25) shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold may sign a notice requesting the Board of Directors to call for an extraordinary general meeting of shareholders can be held at any time.</p> <p>However, the reason for calling the meeting must be clearly stated in the aforementioned notice. In such a case the board of directors must call for a shareholders' meeting within one (1) month from the date of receipt of the letter from the said shareholder.</p>	<p>Shareholders holding shares in aggregate not less than ten (10) percent of the total number of shares sold may sign a notice requesting the Board of Directors to call an extraordinary meeting of shareholders at any time, but the matter and reasons for calling the meeting must be clearly stated in the aforementioned notice.</p> <p>In such a case the Board of Directors must call for a shareholders' meeting within forty-five (45) days from the date of receipt of the notice from the said shareholder.</p>
46	<p>The existing company stamp, "Mai Ek" was added to the word "C", causing the existing stamp was written wrongly in the company name.</p> 	<p>The company stamp shall be used as stamped herein. (Remove "Mai Ek" from the word "C")</p> 

With not less than three-fourths of the vote of all shareholders who attended the meeting and are entitled to vote as follows:

Resolution	Number of Shares (shares)	Percentage
Approved	222,814,779	100.0000
Disapproved	0	0.0000
Total	222,814,779	100.0000
Abstained	0	0.0000

- Resolved to approve the issuance and offering of the Convertible Debentures with the total offering price of, not exceeding, 300,000,000 Baht to a private placement, namely, Advance Opportunity Fund and Advance Opportunity Fund 1, including the related authorization, with not less than three-fourths of the vote of all shareholders who attended the meeting and are entitled to vote as follows:

Resolution	Number of Shares (shares)	Percentage
Approved	222,814,779	100.0000
Disapproved	0	0.0000
Total	222,814,779	100.0000
Abstained	0	0.0000

10. Resolved to approve the increase of the Company's registered capital by 33,333,272.50 Baht from the existing registered capital of 239,999,562 Baht to the new registered capital of 273,332,834.50 Baht by issuing 66,666,545 newly issued ordinary shares with the par value of 0.50 Baht per share to accommodate the exercise of conversion rights of the Convertible Debentures and approve the amendment of the Company's Memorandum of Association Clause 4 to reflect the increase of the Company's registered capital, including the related authorization, with not less than three-fourths of the vote of all shareholders who attended the meeting and are entitled to vote as follows:

Resolution	Number of Shares (shares)	Percentage
Approved	222,814,779	100.0000
Disapproved	0	0.0000
Total	222,814,779	100.0000
Abstained	0	0.0000

11. Resolved to approve the allocation of the Company's newly issued ordinary shares, whether once or several times, at the amount of, not exceeding, 66,666,545 shares with the par value of 0.50 Baht per share to accommodate the conversion rights of the Convertible Debentures issued and offered to AO Fund and AO Fund 1, including the related authorization, with a majority vote of all shareholders who attended the meeting and voted as follows:

Resolution	Number of Shares (shares)	Percentage
Approved	222,814,779	100.0000
Disapproved	0	0.0000
Total	222,814,779	100.0000
Abstained	0	0.0000

Please be informed accordingly,

Best regards,



(Mr. Chayawat Pisessith)
Chairman of the Board