

Minutes of the Annual General Meeting of Shareholders of the year 2024 of

SG Capital Public Company Limited

Date, Time, and Place of the Meeting The Meeting was held on 18 April 2024, at 10:00 a.m. at the meeting room on. 72, NT Bangrak Tower, Floor 30, Charoen Krung Road, Bangrak, Bangkok 10500 and via electronic media according to the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws (Hybrid Meeting).

Directors and Sub-committee attending the Meeting

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| 1. | Mr. Bibit Bijaisoradat | Chairman of the Board of Directors/ Independent Director / Chairman of the Nomination and Remuneration Committee |
| 2. | Mr. Suranit Sorasuchart | Vice Chairman / Independent Director / Chairman of the Audit Committee / Chairman of the Environment, Social and Governance (ESG) Committee |
| 3. | Mr. Pongsak Achakulwisut | Chairman of the Risk Management Committee / Independent Director /Member of the Audit Committee / Member of the Nomination and Remuneration Committee |
| 4. | Mr. Piranart Chokwatana | Director |
| 5. | Mr. Pisit Puapan | Independent Director / Member of the Audit Committee / Member of the Risk Management Committee |
| 6. | Mr. Narathip Wirunechatapant | Chairman of the Executive Committee/Director/Member of the Nomination and Remuneration Committee |
| 7. | Mr. Anothai Sritiapetch | Director /Member of the Executive Committee / Member of the Risk Management Committee / Member of The Environment, Social and Governance (ESG) Committee And Chief Executive Officer |

Directors not attending the Meeting

-None-

In this Annual General Meeting of Shareholders, a total of 7 directors attended the meeting out of 7 directors, representing 100% of the total number of directors.

Executives attended the Meeting

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| 1. | Ms.Jatuporn Konghun | Chief Financial Officer /Member of the Executive Committee / Member of the Risk Management Committee / Member of The Environment, Social and Governance (ESG) Committee |
| 2. | Mr. Noppadol Sangpratoom | Assistant Executive Vice President of Sales Management /Vice President Sales Department (Acting) / Member of the Executive Committee /Member of the Environment, Social and Governance (ESG) Committee |
| 3. | Ms.Nattaya Uppamaame | Senior Vice President of Operations & Credit Approval Division/Member of the Executive Committee |

Auditors from KPMG Phoomchai Audit Ltd.

1. Mr. Chokechai Ngamwutikul
2. Ms. Napasorn Prasertpunya

Legal Counsel from Manunya and Associates Ltd.

1. Ms. Manunya Thitinuntawan

Representative from Shareholders' Right Protection Volunteer Club of the Thai Investors Association

1. Mr. Krit Kanlayasiri
2. Miss Umachaya Charoenchai (Attended in form of E- AGM)

To ensure transparency in the vote counting process, the Company has invited one shareholder, Mr. Krit Kanlayasiri, who is authorized by the Thai Investors Association, to attend the Meeting as a volunteer observer to verify and participate as an observer in the vote counting process at this shareholder meeting.

The Meeting commenced at 10.00 am.

Miss Watthana Bantadsuwan, the Company secretary, welcomed the participants to the Meeting. There were 42 shareholders attending the meeting both in person and via electronic means, holding a total of 1,444,662 shares and 35 shareholders attending by proxy, holding a total of 2,671,643,561 shares. In total, 77 participants attended the meeting, representing a total of

2,673,088,223 shares, which is 81.7458% of the total registered paid-up shares amounting to 3,270,000,000 shares. This constituted a quorum according to Section 103 of the Public Limited Companies Act B.E. 2535 (1992) (including its amendments) and Article 41 of the Company's Articles of Association.

Following this, the Company Secretary invited Mr. Bibit Bijaisoradat, the Chairman of the Board of Directors to open the Meeting and preside over the meeting (the “**Chairman**”) and the Chairman expressed his gratitude to the shareholders and proxies for attending the 2024 Annual General Meeting of the Company.

The Chairman then declared the Meeting open and assigned Miss Watthana Bantadsuwan, the Company Secretary, to act as the meeting facilitator (the “**Facilitator**”). The Facilitator explained the meeting procedures, the voting criteria, and the process for raising questions during the meeting as follows:

Details of the Meeting Procedures

1. The Meeting on this occasion will be conducted in a hybrid format (Hybrid Meeting), meaning that shareholders can participate in the meeting in person at the meeting room on NT Bangrak Tower, Floor 30, Charoen Krung Road, Bangrak, Bangkok and participate in the meeting through electronic means, with the Company using the meeting system provided by OJ International Company Limited, which complies with the electronic meeting standards of the Electronic Transactions Development Agency.
2. The Company will record audio and video of the Meeting as evidence. For the shareholders participating through the E-Meeting system, the Company will collect, use, and disclose the shareholders' personal information to fulfill legal obligations and to provide services to the shareholders for this meeting. The shareholders will be protected under the Company's Personal Data Protection Policy.
3. The Company has provided the shareholders the opportunity to propose items for inclusion in the meeting agenda and to nominate individuals for election as the Company director. This was notified to the shareholders via the Stock Exchange of Thailand and announced on the Company's website from 1 October 2023 to 31 December 2023. No minority shareholders proposed any items for the agenda or nominated any individuals for consideration as the Company director.

4. In this meeting, the Company will consider the various agenda items in the order specified in the meeting invitation, which was sent to all shareholders in advance of this meeting.

Voting Criteria

1. The voting procedures in the Meeting shall follow the Company's Articles of Association and the Public Limited Companies Act where each share is entitled to one vote. Therefore, each of the shareholders will have votes equivalent to the number of shares they hold or have been granted by proxy. The shareholders can vote in favor, against, or abstain from voting on each item.
2. For each agenda item, the Company will ask if there are any objections or abstentions. If there are no objections or abstentions, it will be considered that the Meeting unanimously approves the proposed resolution. If anyone wishes to object or abstain, they should proceed as follows:

For those attending the Meeting in person:

- The shareholders are requested to mark their votes on the ballot received during registration and raise their hand. A company officer will collect the ballots to tally the votes. For shareholders who do not indicate an objection or abstention, the Company will consider it an approval.

For those attending the meeting electronically:

- The shareholders are requested to go to the E-Voting window to cast their vote on each agenda item within the specified time (1 minute). After selecting their vote, a pop-up will appear asking for confirmation. Please click "Agree" to confirm your vote.
 - If the shareholders wish to change their vote, they can do so by selecting a new vote again. Once the voting for an agenda item has closed, shareholders will no longer be able to vote or change their vote. For those participating via mobile devices or tablets, please switch from the Zoom application back to the Chrome browser to cast your vote in the E-Voting menu. Once you have completed your voting, please return to the E-meeting window (Zoom application) to continue viewing the meeting's audio and video.
3. **For Proxy Voting:** In the case of proxy voting, where the proxy grantor has specified the voting instructions in the proxy document, the proxy holder does not need to vote on the

ballot or in the system again, as the Company has already recorded the votes since the registration.

4. **For vote counting**, the Company will deduct the votes against and abstentions, as well as the votes from invalidated ballots (if any), from the total number of votes cast. The remaining portion will be considered as affirmative votes. If the shareholders vote via the E-Voting system, there will be no invalidated ballots.
5. **For the voting results**, the Meeting will be notified immediately once the voting results are successfully summarized. For each agenda item, the latest shareholding information of the attendees in that specific agenda item will be used.
6. The resolutions of this Meeting must be approved by the following votes:

Agenda 1: This agenda item is for acknowledgment purpose only and will not be voted on.

Agenda 2,3,4,5 Approval must be obtained with the majority of votes from the shareholders present and voting.

Agenda 6 Approval must be obtained with no less than 2 out of 3 votes from the shareholders present and voting.

For question asked in the Meeting:

1. Before voting on each agenda item, the Company will provide an opportunity for the Meeting participants to ask questions related to that agenda item, as appropriate.

If attending the Meeting in person:

Please announce your name and whether you are a shareholder yourself or a proxy holder before asking questions.

If attending the Meeting via electronic means:

1. Please proceed to the Participant menu at the bottom and click the Raise Hand button.
2. The moderator will unmute you to ask questions. You will need to click Unmute and turn on the microphone on your device. In case a shareholder is unable to speak through the microphone within 1 minute, please type your question in the chat instead. This allows the moderator to read the question to the Meeting on your behalf.

3. For each question asked, whether through text or verbally, please provide your name and specify whether you are attending in person or as a proxy holder before asking each question, for accurate and complete meeting records.
4. The Company provides an opportunity for Meeting participants to submit questions for each agenda item. If no questions are asked within 1 minute, the Company will proceed with the Meeting. If shareholders have additional questions or comments beyond the agenda being discussed, please save them for the end of the Meeting. Shareholders are kindly requested to keep their comments or questions concise and to avoid repeating questions or comments on the same topic, to allow other shareholders the opportunity to participate.

Additionally, if the shareholders encounter technical issues during the Meeting conducted through electronic means, please contact the Company's coordinator, OJ International Limited, at 02-079-1811.

Following that, the Moderator outlined the agenda for this meeting, comprising a total of 7 items.

Agenda 1 To acknowledge the Company's performance report for the year 2023 ended 31 December 2023

Agenda 2 To consider and approve the Company's financial statements for the year 2023 ended 31 December 2023

Agenda 3 To consider and approve the non-distribution of dividend derived from the operating result in respect of the year ended 31 December 2023

Agenda 4 To consider and approve the appointment of auditors and the determination of audit fee for the year 2024

Agenda 5 To consider and approve the election of directors to replace the directors being retired by rotation

Agenda 6 To consider and approve the remunerations for the directors and members of sub-committees for the year 2024

Agenda 7 To consider other matters (if any)

Once the shareholders were informed of the meeting procedures, voting criteria, and questioning protocol as outlined above, the Moderator proceeded to conduct the Meeting according to the agenda specified in the meeting notice as follows:

Agenda 1 To acknowledge the Company's performance report for the year 2023 ended 31 December 2023

The Moderator reported to the Company Meeting that according to Article 45 (1) of the Company's Articles of Association, the Board of Directors is required to report to the annual ordinary shareholders' meeting to acknowledge the Company's performance for the past year. Accordingly, the Company has prepared the performance report for the year 2023, as detailed in the 56-1 One Report/2023 Annual Report in QR code format, under the analysis and management explanation section. This report has been sent to shareholders along with the meeting invitation.

Subsequently, Mr. Anothai Sritiapetch was invited to present the details of this agenda to the Meeting as follows:

Mr. Anothai Sritiapetch, Chief Executive Officer, reported on the Company's operations for the year 2023, stating that in 2023, a total of 6,471 million baht in credit was released, a decrease from the previous year's 3,000 million baht or 32%. The main reason for this decrease was the specific release of credit for Home & Commercial Appliances, which decreased from 3,430 million baht in 2022 to 748 million baht in 2023 due to increasing household debt and weakening repayment rates, coupled with increased competition. This led the Company to adjust its criteria and conditions for credit release to be more stringent. Credit data checks from the National Credit Bureau on customers using the Company's services resulted in a 32% decrease in the Company's credit portfolio for new credit releases. The portfolio that continued to grow was the Debt Consolidation portfolio, growing to approximately 340 million baht or 38%. Quarterly credit releases showed a decrease in the Company's new credit releases in the 2nd and 3rd quarters of 2023 due to competition in Loan to Value Ratios and low interest rates, causing delays in credit releases. However, in the 4th quarter of 2023, the Company adjusted its operations plan, especially towards the end of the year, where entrepreneurs, especially the car-making customer group, had to reserve funds for business operations, resulting in an increase in the Company's credit returning and increased revenue compared to the 3rd quarter of 2023, approximately 27%.

For debt collection, from 2019 to 2023, the Company has increased its debt collection every year, especially in 2026. The Company collected a total of approximately 6,600 million baht, an increase from around 600 million baht in 2025, or 9%. The increase was due to the Company forming a new team to track debt collection, leading to a significant improvement in the tracking aspect of debt

collection. The integration of technology played a role in assisting the team to monitor and track debt collection using the SG Tracking system, which is a system used to track field staff operations. Additionally, the Company implemented GPS systems to monitor the location of employees during work, enhancing team management efficiency. The accuracy of customer addresses was improved, and an Auto Dial-up system was developed to track debt repayments, increasing speed and efficiency in managing customer debts. This led to the Company receiving detailed reports on the amount of debt collected based on the assigned tasks for the team to execute. Furthermore, leveraging knowledge from companies within the group, such as JMT Network Services Public Company Limited, helped in acquiring more customers or debtors for increased payments. In 2024, the Company continues to closely monitor revenue collection due to the ongoing economic recovery phase.

For the Company's main revenue, approximately 96% still derived from interest income, which can be classified by loan portfolio as follows:

- Interest income from hire purchase contracts and loans amounted to 2,089 million baht, a decrease of 300 million baht or 13% from the previous year. The main reason was the recognition of interest income from home appliance leasing loans that had deteriorated to NPLs, which according to accounting standards, is recognized only after setting aside reserves. The Company has increased its reserve allocation rate
- Interest income from hire purchase loans, mostly from home appliance leases, amounted to 729 million baht, a decrease of 568 million baht or 44% from the previous year.
- Interest income from car for cash loans amounted to 1,304 million baht, an increase of 238 million baht or 22%

For service and administrative expenses in 2023, the Company had service and administrative expenses of 640 million baht, a decrease of 2 million baht or 0.3% from the previous year. However, the Company had increased expenses in terms of litigation against non-performing loan debtors and an increase in the value of damage from the revaluation of repossessed goods in other areas decreased due to the Company's continuous management and cost control.

In 2023, the Company had a net loss of 2,275 million baht. The main reason was that in Q1-Q2 2023, the Company wrote off home appliance leasing loans (Home & Commercial Appliances) for non-performing loan debtors that the Company had followed up on and considered unable to repay,

which were net debtors after expected credit losses. The Company recorded additional expected credit loss allowances, which were additional management estimates to be sufficient and appropriate for the risks expected from significantly increased credit risk debtors and credit-impaired debtors. For the group of debtors at the end of the assistance program due to the impact of the COVID-19 virus infection, to reduce potential future impacts.

However, the Company has adjusted and improved its business operations and processes to be more stringent, especially in credit assessment and debt repayment tracking. The management and the Company maintain a positive outlook on financial status and future performance. This is due to the increasing demand for credit, including lease purchase credit, car for cash credit, and other types of credit. The Company continues to use a conservative approach in credit assessment and release policies, risk analysis for customer credit releases, and proactive debt tracking.

For the financial position, at the end of 2023, the Company's total assets were 13,455 million baht, a decrease of 4,328 million baht or 24% from the previous year. The main reason for this decrease was the reduction in the lease purchase debtor portfolio, decreasing from 5,357 million baht to 1,571 million baht.

For the total liabilities at the end of 2023, the Company had total liabilities of 10,333 million baht, a decrease of 1,698 million baht or 14% from the previous year. The main reason for this decrease was the reduction in borrowing from major companies and financial institutions, in line with the objectives of issuing and offering common shares to increase capital through an Initial Public Offering (IPO).

For the shareholders' equity at the end of 2023, it amounted to 3,121 million baht, a decrease of 2,630 million baht or 46% from the previous year. This decrease was primarily due to the operational losses incurred in 2023.

For the quality of debt from lease purchase contracts and loan debtors, the Company had a total of 14,501 million baht, a decrease of 396 million baht or 3% from the previous year. Notably, in 2023, the proportion of credit-impaired debtors significantly increased to 21.3% of total debtors, rising sharply from the previous year by 346%, mainly due to the deterioration of debtors in home appliance leasing contracts. This was influenced by the conclusion of assistance programs due to the impact of the COVID-19 virus and the reduced debt repayment capabilities of debtors. The Company recorded

additional expected credit loss allowances in accordance with financial reporting standards, ensuring adequacy and suitability for anticipated risks. However, the Company has acknowledged these issues and has planned proactive measures to assist and closely monitor debt repayments from debtors.

Furthermore, Mr. Anothai Sritiapetch reported on the operational plan for the year 2024 as follows:

Product Locked phone by SG Finance+: The Company has partnered with leading mobile operators to provide mobile device installment services. Approval is granted within 3 minutes with just one ID card. The application process is easy, and customers can make monthly installment payments through the SG Finance+ application.

Following this, a VDO presentation on the Product Locked phone by SG Finance+ was presented to the Meeting for acknowledgment.

Subsequently, Mr. Anothai Sritiapetch invited the Moderator to proceed with the Meeting.

The Moderator further reported to the meeting that the Company is committed to conducting business with transparency and integrity under a good corporate governance policy. Additionally, it supports and promotes all levels of employees to work in accordance with measures to combat corruption in all forms. Moreover, the Company has opened channels for reporting grievances and complaints along with protection measures for complainants. Currently, the Company is participating in a private sector collaboration project against corruption and has been certified as a member since 30 September 2021. In 2024, the Company is preparing data for continuous certification for the second time.

Then, the Moderator provided an opportunity for the shareholders to ask questions and share their opinions. The shareholder asked questions as follows:

Question 1	:	The project participating in CAC requires an annual membership fee of 30,000 baht, is that correct?
Response 1	:	Ms. Watthana Bantadsuwan clarified that it is a fee for certification from CAC, which is paid every 3 years for large companies that need to submit a 71-point checklist. There is a certification application fee of 8,600 baht (including tax), which must be paid before submitting documents for certification from CAC. This

		certification fee covers the expenses of the CAC team and the Board of Directors who certify the documents submitted by the Company for certification. The new fee in question will take effect on 1 July 2024.
Question 2	:	Inquiring about the reserve allocation for this year?
Response 2	:	Mr. Anothai Sritiapetch explained that in the past year, the Company reserved a significant amount due to the termination of assistance projects impacted by the COVID-19 pandemic. Additionally, the reduced debt repayment capability of debtors was also a contributing factor. The Company also recorded provisions for credit losses expected to occur based on Financial Reporting Standard No. 9, Financial Instruments, which are sufficient and appropriate to cover anticipated risks. For the year 2024, specific numerical figures cannot be clearly stated at the moment.
Question 3	:	Regarding the new business "Locked phone by SG Finance+," how is it?
Response 3	:	Mr. Anothai Sritiapetch explained that the new business charges a service fee of 300 baht per device. Devices made in China will utilize advanced technology to verify and confirm identities through the National Digital ID platform to ensure confidence in online service registration with service providers, which are Public NDID. Moreover, Credit Scoring is employed for loan approvals. If there's a high-risk assessment, the Company will require customers to pay an increased down payment to reduce the Company's credit risk and shorten the device installment period for quicker repayment. Currently, installments are about 12-18 months, making credit issuance safer. Debt collection involves two parts: (1) phone follow-up and (2) field visits with field collectors or external debt collection agencies assisting in areas inaccessible to Company staff. External debt collectors are reviewed to ensure they haven't collected similar debts to the Company's products and are evaluated monthly.

When no shareholder has any further questions or comments, the Moderator informs the Meeting that this agenda item is for acknowledgment purposes only, and therefore, there will be no resolution on this agenda.

Resolution the Company's performance report for the year 2023 ended 31 December 2023, was acknowledged.

Agenda 2 To consider and approve the Company's financial statements for the year 2023 ended 31 December 2023

The Moderator reported to the Meeting that, in accordance with Article 48 of the Company's Articles of Association, the Board of Directors must ensure the preparation of accurate and complete balance sheets and profit and loss accounts as of the end of the Company's financial year to be presented to the ordinary shareholders' meeting for consideration and approval. The Board of Directors must arrange for the accounts to be audited by an independent auditor and completed before presentation to the shareholders' meeting.

Therefore, the shareholders' meeting was proposed to consider approving the Company's financial statements for the fiscal year 2023 ended 31 December 2023, which have been audited and certified by the authorized auditor, KPMG Phoomchai Audit Ltd., and have been reviewed and approved by the Company's Audit Committee and the Board of Directors.

Subsequently, Ms. Jatuporn Konghun, Chief Financial Officer, was invited to present the details of this agenda item to the Meeting, with the following details.

Statement of financial position (balance sheet) as of 31 December 2023

List	Unit: Million baht	
	2022	2023
Total assets	17,783	13,455
Total liabilities	12,032	10,333
Total shareholders' equity	5,751	3,121

Statement of income and comprehensive income for the year ending 31 December 2023

Unit: Million baht

List	2022	2023
Total income	2,439	2,169
Expenses for providing services and administration	642	641
Financial costs	600	593
Anticipated Credit Losses	395	3,771
Profit (loss) for the year	667	(2,275)
Total comprehensive profit (loss) for the year	666	(2,270)
Profit (loss) per share	0.27	(0.70)

Then, the Moderator provided an opportunity for the shareholders to ask questions and share their opinions. The shareholder asked questions as follows:

Question 1	:	Can the Company benefit from the use of ECL for debt write-offs, such as using it for tax benefits or the possibility of refunds, and does it have collateral for these bad debts?
Response 1	:	Ms.Jatuporn Konghun explained that the Company has mostly sold off this group of credit debts and received cash proceeds from the sale of this credit portfolio. As for the tax benefits, the Company can indeed utilize them for tax purposes because the debt write-offs have been carried out according to the conditions set by the Revenue Department. Considering the overall picture, about 90% of the written-off debts have been sold, and the proceeds have been received. The remaining portion is still in the process of collection.
Question 2	:	Ask the auditor whether, based on the auditor's report indicating that the information was provided by management, the complex model used could be further explained.
Response 2	:	Mr.Chokechai Ngamwutikul explained that the ECL model, as per the Financial Reporting Standard No. 9, is complex. For instance, it requires the utilization of various data such as the probability of debt repayment, the likelihood of credit losses, or the expected cash flows. The Company employs a model that involves multiple calculations and assumptions. Therefore, the model used by the

		Company is intricate in its examination method as specified in the auditor's report. The auditor considers several aspects, including the Company's credit assessment processes, whether the accounting policies and models used by the Company comply with Financial Reporting Standard No. 9. Due to the complexity of the model, the auditor has engaged specialized experts to assess the suitability of the model used by the Company.
Question 3	:	From Question 2, asking the auditor why third-party services aren't used but instead experts from the same firm are employed.
Response 3	:	Mr.Chokechai Ngamwutikul explained that the audit process consists of two main parts: (1) third-party experts who provide advice to the Company during the audit to assess the suitability of the model used by the Company, and (2) the audit team ready to provide additional assurance to the auditor. For this part, internal experts from the same firm, KPMG Phoomchai Audit Ltd., are provided.
Question 4	:	Regarding the question on page 231 of the financial statements for the year 2023, where the credit-related loss of 3,770 million baht, nearly 10 times higher than the 395 million baht loss expected last year, please explain why.
Response 4	:	Ms.Jatuporn Konghun explained that the increase in the credit-related loss of 3,770 million baht primarily stems from two main factors: (1) a significant increase in bad debt write-offs in the second quarter of 2023 and (2) an increase in low-quality credits held by the Company, as evidenced by the higher Non-Performing Loan (NPL) percentage. This increase in NPL was reflected in the provisioning model, leading to an increase in provisions.
Question 5	:	Inquiring about the repayment of loans to Singer Thailand Public Company Limited.
Response 5	:	Ms.Jatuporn Konghun explained that Singer Thailand Public Company Limited provided the Company with outstanding loans amounting to 10,072.67 million baht at the end of 2023, with repayment scheduled within this year from September to December 2024, amounting to 2,353.83 million baht, and in 2025, amounting to 7,718.84 million baht. The company faced difficulty in sourcing external funding due to the performance in the past year, and it needs to prepare funds to support the business plan of SG Finance+ (Locked phone) to return to profitability and obtain external funding. This allows the company to partially

		<p>repay the loans. Currently, discussions are underway with the parent company to continuously plan the financial strategy because the performance of both companies affects each other. Therefore, both companies need to consider future performance. The company may partially repay the loans, and there may be some extensions in the repayment period.</p>
Question 6	:	The Company sold its debts to AMC in what manner and at what percentage?
Response 6	:	Ms.Jatuporn Konghun explained that it involved opening a bidding envelope for 10-15 participants, who would submit bids and select the best price. The debts were sold at a rate of 6-7% of the total debt, which mainly consisted of hire purchase equipment loans, with most of the debtors overdue for over a year and unreachable.
Question 7	:	Inquiring about the Locked Phone project, considering only one national identification card, how can one assess the payment capability?
Response 7	:	Mr.Anothai Sritiapetch explained that the Locked Phone project is much safer than the hire-purchase agreements for electrical appliances used in the past. For example, it involves identity verification through the NDID service, which is a highly secure service according to international standards. This verifies the customer's identity to a certain extent. Additionally, the company also conducts joint credit checks with the Bureau of Credit to assess any high risks. If deemed necessary, the company requires customers to make a down payment to reduce the risk of lending and shorten the repayment period for mobile phones, thereby increasing the speed of payment. Currently, the installment plan is typically between 12 to 18 months.

When no shareholder has any further questions or comments, the Moderator then asked the Meeting to resolve this agenda.

Resolution the Meeting has considered and unanimously approve the Company's financial statements for the year 2023 ended 31 December 2023, with the votes as follows:

Approved	2,673,128,556	votes	Equivalent to	100.0000 percent
Disapproved	-	votes	Equivalent to	0.0000 percent
Abstained	-	votes	Equivalent to	0.0000 percent

Voided Ballot	-	votes	Equivalent to	0.0000 percent
Total	2,673,128,556	votes	Equivalent to	100.0000 percent

Agenda 3 To consider and approve the non-distribution of dividend derived from the operating result in respect of the year ended 31 December 2023

The Company's Moderator reported at the meeting that, in accordance with Section 115 of the Public Limited Companies Act and Article 54 of the Company's Articles of Association, dividends must be distributed solely from profits, and it is prohibited to distribute dividends if the Company still has accumulated losses. The Company's policy is to pay dividends to shareholders at a rate of not less than 50% of the net profit, as per the financial statements of the Company's operations, after deducting taxes and various reserves as specified by laws and the Company's Articles of Association each year. However, there must be no accumulated losses in the shareholders' equity section according to the financial statements of the Company's operations.

Nevertheless, the Company may adjust dividend payment rates differently based on business performance, financial status, cash flow, the necessity of utilizing working capital for operations, investment plans, business expansion, debt obligations, loan agreement terms, and other relevant factors in the Company's management, which the Board of Directors deems appropriate. These dividend payments should not significantly impact the Company's regular operations. Furthermore, such actions should yield maximum benefits for shareholders and comply with relevant laws, regulations, criteria, or announcements.

In the year 2023, the Company incurred a net loss from operations according to the financial statements of operations as of December 31, 2023, amounting to 2,275 million baht. The Board of Directors deemed it appropriate to propose at the shareholders' meeting to consider approving the suspension of dividend payments for the fiscal year 2023 and the withholding of profit allocation for reserves as required by law due to the operating losses incurred.

Then, the Moderator provided an opportunity for the shareholders to ask questions and share their opinions. The shareholder asked questions as follows:

Question 1	:	Is accumulated loss a normal occurrence, or is there some extraordinary reason that led to the accumulation of losses to the extent that dividend payments cannot
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	be made? How will the management address this to ensure that shareholders can receive dividends?
Response 1	: Mr.Anothai Sritiapetch explained that the loss of 2,275 million baht incurred in the past year was due to extraordinary circumstances. This was primarily due to the global impact of the COVID-19 pandemic. Consequently, everyone and every company were affected, including ours. Therefore, the Company perceives this situation as unexpected. However, in the future, the company will focus more on releasing Locked phone loans. The advantage of this is that the interest rate will increase, with an average EIR of around 28%, compared to the current average EIR of 14-15%. Moreover, there is significant competition. Therefore, the company is striving to find new s-curve models, believing that Locked phone loans will increase interest income, which is expected to lead to profitability this year. As for the accumulated losses, they will be reviewed at the end of 2023 to determine if operational results can convert accumulated losses into profits. If not, measures such as reducing capital to clear accumulated losses or other strategies will be explored. The Company will assess its profitability, and if sufficient, dividends will be distributed to all shareholders.

When no shareholder had any further questions or comments, Ms.Watthana Bantadsuwan, the Company Secretary, then asked the Meeting to vote on this agenda.

Resolution the Meeting has considered and unanimously approve the non-distribution of dividend derived from the operating result in respect of the year ended 31 December 2023, with the votes as follows:

Approved	2,673,142,453	votes	Equivalent to	100.0000 percent
Disapproved		votes	Equivalent to	
	-			0.0000 percent
Abstained	-	votes	Equivalent to	0.0000 percent
Voided Ballot		votes	Equivalent to	0.0000 percent
	-			
Total	2,673,142,453	votes	Equivalent to	100.0000 percent

Agenda 4 To consider and approve the appointment of auditors and the determination of audit fee for the year 2024

The Moderator reported at the Meeting that according to Article 45 (5) of the Company's Articles of Association, the Board of Directors must propose to the Annual Shareholders' Meeting the appointment of auditors and determine their remuneration. In considering the appointment of auditors for the fiscal year 2023, the Audit Committee has selected auditors based on the criteria set forth in the Public Limited Companies Act and relevant regulations issued by the Securities and Exchange Commission. After evaluating the performance of auditors from KPMG Phoomchai Audit Limited in the past year, it was concluded that they are independent and suitable to serve as auditors of the company, fulfilling their duties responsibly.

Therefore, the Board of Directors proposed the shareholders' Meeting to approve the appointment of KPMG Phoomchai Audit Limited as the auditors of the Company for the fiscal year 2024. It is specified that one of the auditors shall be appointed to audit and express opinions on the Company's financial statements, with the following details:

1. Appoint the following individuals as auditors from KPMG Phoomchai Audit Limited to serve as auditors of the Company for the year 2024

Name	Certified Public Accountant No.	Years of working as the Company's auditor
1. Mr. Chokechai Ngamwutikul	9728	3 years (year 2021-2023)
2. Ms. Phanthip Kulsantithumrong	4208	-
3. Ms. Thitima Pongchaiyong	10728	-

The auditors listed herein have no relationship or financial interest with the Company, its directors, management, major shareholders, or any related individuals. Therefore, they are independent to audit and express opinions on the Company's financial statements, and they have not previously served as auditors conducting examinations, reviews, or expressing opinions on the Company's financial statements for the past 7 accounting periods.

2. To approve the audit fee in the amount of 3,200,000 baht, which increased by 180,000 baht or 5.62% from the previous year, for the financial year ending December 31, 2024.

Details of the Company's audit fee in comparison with the previous year are as follows:

Auditors' Fee	Fiscal Year ended 31 December 2023	Fiscal Year ending 31 December 2024
Fee for the audit and review of financial statements (Audit Fee)	3,020,000 Baht	3,200,000 Baht
Fee for other service (Non-Audit Fee)	-None-	-None-

Remark: The Company has no subsidiary.

Subsequently, the Moderator opened the floor for shareholders to ask questions and provide comments. The shareholders asked the following questions:

Question 1	:	The auditing company has been in use for how many years and how many companies have been audited in the group that led to an additional expense of 180,000 baht?
Response 1	:	Mr.Chokechai Ngamwutikul stated that it's likely been over for over 10 years and audits only one company. The additional cost depends on the number of hours spent, including the expected number of transactions for the year 2024. This also includes testing the main models the company uses, such as the ECL model. The company plans to audit and may make changes to these models. Additionally, the company is in the process of updating its Core lending system, so it's necessary to allocate hours for auditing the aforementioned model changes.
Question 2	:	Is the testing of this system expected to be completed this year?
Response 2	:	Ms.Jatuporn Konghun clarified that according to the plan, it will be completed within this year.
Question 3	:	Inquiring the auditor about increasing the auditing fees for the next year, whether there will be no increase in auditing fees because the system testing will be completed this year.
Response 3	:	Mr.Chokechai Ngamwutikul explained that, as previously learned earlier, it depends on the number of hours and the number of tasks that need to be audited to ensure quality auditing. If the number of hours decreases next year compared to the previous year, adjustments will be considered.
Question 4	:	Inquiring the auditor whether AI has been introduced to assist in auditing.

Response 4	:	Mr.Chokechai Ngamwutikul pointed out that, regarding AI, it has been started to be implemented, but it will take some time. However, it has already been used in some auditing processes. It depends on the readiness of each company, which varies. However, it has already begun, and if it can be applied to SGC, auditors will expedite its use with SGC.
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When no shareholder had any further questions or comments, the Chairman then asked the Meeting to cast their votes and requested the Company Secretary to report the voting results of the total number of votes of the shareholders who attended the Meeting and casted their vote.

Resolution The Meeting, by the majority votes of the shareholders who attended the Meeting and voted, approved the appointment of any of KPMG Phoomchai Audit Limited 's auditors to be the Company's auditor for the year 2024 as namely:

4.1 The appointment of auditors from KPMG Phoomchai Audit Limited for the Company for the fiscal year ending 31 December, 2024, includes the following individuals:

List of the Auditors	CPA Registration No.
1. Mr. Chokechai Ngamwutikul	9728
2. Ms. Phanthip Kulsantithumrong	4208
3. Ms. Thitima Pongchaiyong	10728

4.2 The audit fee for the Company for the year 2024 is set at 3,200,000 baht, with the votes as follows:

Approved	2,673,141,408	votes	Equivalent to	100.0000 percent
Disapproved	1,045	votes	Equivalent to	0.0000 percent
Abstained	-	votes	Equivalent to	0.0000 percent
Voided Ballot	-	votes	Equivalent to	0.0000 percent
Total	2,673,142,453	votes	Equivalent to	100.0000 percent

Before proceeding to Agenda 5, in accordance with good corporate governance principles, Mr.Bibit Bijaisoradat, Chairman of the Board of Directors, and Mr.Narathip Wirunechatapant requested permission to leave the meeting room. The Chairman assigned Mr.Suranit Sorasuchart, Vice Chairman of the Board of Directors, to act as the chairman for this agenda item.

Agenda 5 To consider and approve the election of directors to replace the directors being retired by rotation

The Moderator reported to the meeting that, according to the company's regulations, Article 21, at each Annual General Meeting (AGM) of shareholders, one-third of the directors must retire from office. If the number of directors cannot be exactly divided into three parts, the closest number to one-third shall retire. Directors who retire by rotation are eligible for re-election. Additionally, Article 45(4) requires the Board of Directors to propose the election of new directors to the AGM to replace those who retire by rotation. In this AGM, two directors are due to retire by rotation: (1) Mr. Bibit Bijaisoradat, Independent Director, and (2) Mr. Narathip Wirunechatapant, Director.

The Board of Directors (excluding interested directors) and the Nomination and Remuneration Committee have considered and approved that both individuals possess the appropriate qualifications to continue serving as directors of the Company. The Independent Director can provide independent opinions in accordance with relevant criteria. Therefore, it is deemed appropriate to propose the shareholders' meeting to consider and approve the re-election of the two retiring directors to serve another term.

Additionally, the Moderator informed the meeting that the company had invited shareholders to nominate individuals who they deemed qualified for consideration as directors from 1 October 2023, to 31 December 2023, as detailed on the websites of the Stock Exchange of Thailand and the company. However, no shareholders nominated any individuals for consideration as directors this time.

The Moderator then opened the floor for shareholders to ask questions and express opinions. Since no shareholders had any questions or comments, the Moderator asked the meeting to vote on this agenda item. He explained that the resolution for this agenda item requires approval by a majority vote of the shareholders present and entitled to vote. The election of directors will be considered on an individual basis as follows:

Resolution the Meeting has considered and unanimously approve the election of directors to replace the directors being retired by rotation, with the votes as follows:

5.1	Mr. Bibit Bijaisoradat	Independent Director		
Approved	2,673,142,453	votes	Equivalent to	100.0000 percent
Disapproved		votes	Equivalent to	
	-			0.0000 percent
Abstained	-	votes	Equivalent to	0.0000 percent
Voided Ballot	-	votes	Equivalent to	0.0000 percent
Total	2,673,142,453	votes	Equivalent to	100.0000 percent
5.2	Mr. Narathip Wirunachatapant	Director		
Approved	2,673,142,453	votes	Equivalent to	100.0000 percent
Disapproved	-	votes	Equivalent to	0.0000 percent
Abstained	-	votes	Equivalent to	0.0000 percent
Voided Ballot	-	votes	Equivalent to	0.0000 percent
Total	2,673,142,453	votes	Equivalent to	100.0000 percent

Agenda 6 To consider and approve the remunerations for the directors and members of sub-committees for the year 2024

The Moderator reported to the Meeting that, according to the Company's Articles of Association, Article 45(4), the Board of Directors must propose to the Annual General Meeting (AGM) of shareholders for approval the remuneration for the directors. The Nomination and Remuneration Committee conducted a survey of the remuneration for the Board of Directors and sub-committees for the year 2024, considering the responsibilities and performance of the Board of Directors, as well as comparative data from companies listed on the Stock Exchange of Thailand and in the same industry group with similar size and business nature, including the remuneration survey by the Thai Institute of Directors (IOD).

Therefore, it is proposed to the Meeting to approve the remuneration for the Board of Directors and sub-committees for the year 2024 at the same rates as for the year 2023, as follows:

(1) Monetary remuneration:

(1.1) Annual remuneration, paid according to the position and divided into quarterly payments.

Position	Remuneration for the year 2023 (Baht/Year)	Proposed Remuneration for the year 2024 (Baht/Year)	Changed
Chairman of the Board of Directors	593,775	593,775	-
Director	371,175	371,175	-
Chairman of the Audit Committee	223,650	223,650	-
Member of the Audit Committee	179,550	179,550	-
Chairman of the Nomination and Remuneration and Committee	63,525	63,525	-
Member of the Nomination and Remuneration Committee	38,325	38,325	-
Chairman of the Risk Management Committee	63,525	63,525	-
Member of the Risk Management Committee	38,325	38,325	-
Chairman of the Environment, Social and Governance (ESG) Committee	63,525	63,525	-
Member of the Environment, Social and Governance (ESG) Committee	38,325	38,325	-

Remark: Paid only to Directors and sub-committee Directors who are not executives.

(1.2) Directors' bonus:

- None -

(2) Other benefits:

- None -

The Moderator then provided the opportunity for the shareholders to ask questions and express opinions. Since no shareholders had any questions or comments, the Moderator asked the Meeting to vote on this agenda item and informed that the resolution for this agenda item requires approval by a vote of no less than two-thirds (2/3) of the total votes of the shareholders attending the Meeting.

Resolution The Meeting considered and approved the remuneration for the Directors and sub-committee Directors for the year 2024 as follows:

(1) Monetary remuneration:

(1.1) Annual remuneration, paid according to the position and divided into quarterly payments.

Position	Annual Remuneration of the year 2024 (Baht/Year)
Chairman of the Board of Directors	593,775
Director	371,175
Chairman of the Audit Committee	223,650
Audit Committee	179,550
Chairman of the Nomination and Remuneration Committee	63,525
Member of the Nomination and Remuneration Committee	38,325
Member of the Risk Management Committee	63,525
Member of the Risk Management Committee	38,325
Chairman of the Environment, Social and Governance (ESG) Committee	63,525
Member of the Environment, Social and Governance (ESG) Committee	38,325

Remark: Paid only to Directors and sub-committee Directors who are not executives.

(1.2) Director's bonus

- None -

(2) Other Benefits:

- None -

The Meeting unanimously approved, with the votes as follows:

Approved	2,673,142,620 votes	Equivalent to	100.0000 percent
Disapproved	- votes	Equivalent to	0.0000 percent
Abstained	- votes	Equivalent to	0.0000 percent
Voided Ballot	- votes	Equivalent to	0.0000 percent
Total	2,673,142,620 votes	Equivalent to	100.0000 percent

Agenda 7 To consider other matters (if any)

The Chairman provided the opportunity for the shareholders to ask questions and express opinions. The shareholders asked questions which summarized as follows:

Question 1	:	Besides passing through Jaymart shops, are there any other stores that offer Product Locked phones?
Response 1	:	Mr.Anothai Sritiapetch clarified that the Company plans to launch a nationwide distribution network by mid-2024, currently in discussions with various retailers such as AIS shop, Telewiz shop, BaNANA IT, and others. Initially, approximately 3,500 shops will be enlisted to distribute Product Locked phones. It is estimated that around 1.2 billion baht will be allocated for credit financing."
Question 2	:	Does the Company plan to offer welfare loans to units, factories, or government officials?
Response 2	:	Mr.Anothai Sritiapetch explained that the Company currently provides welfare loans to employees, with the objective of assisting hardworking employees of private companies burdened with high debt. These loans consolidate credit card debts, cash advance debts, and personal loans of employees to pay off loans from various financial institutions with higher interest rates. For government sectors, further consideration of various processes may be required. It is worth noting that the welfare loans for employees of the Company are provided to affiliated trading partners' employees and repayments are made directly to the Company.
Question 3	:	Does the introduction of Virtual Banking by the Bank of Thailand affect the Company's business? Is there a plan to enter Virtual Banking?

Response 3	:	Mr.Anothai Sritiapetch explained that Virtual Banking is unlikely to impact the Company's operations. The Company operates as a non-bank financial institution, providing loans to individuals involved in buying and selling goods, similar to consumer finance. There are no plans to enter Virtual Banking.
Question 4	:	The question concerns the financial figures regarding the decrease in employee benefits. What are the causes behind this decrease? Also, regarding the increase in employee insurance, is there uncertainty about how personnel management is handled in this regard?
Response 4	:	Ms.Jatuporn Konghun explained that due to a reduction in the number of employees from over 900 to around 700, Employee Benefits have decreased. Regarding employee insurance, adjustments were made to the financial statements this year because part of the insurance from the previous year, which was not recorded in the financial statements, was transferred from a former large company.
Question 5	:	Inquire about mobile phone locking: Can it be taken to repair shops and unlocked if it's been locked?
Response 5	:	Mr.Anothai Sritiapetch explained that during discussions with brands such as Oppo, Vivo, and Xiaomi, they expressed confidence in their phone locking systems. This confidence stems from the fact that they not only lock the software but also the hardware. While there is a chance for unlocking, it may not be cost-effective. Additionally, this project applies to phones priced at 8,000 baht and above, as it's believed that customers in this group have the potential to make installment payments.
Question 6	:	For the target of 30,000 Product Locked phones, it means per month or per year?
Response 6	:	Sritiapetch clarified that it's 30,000 units per month.
Question 7	:	Inquiring about selling mobile phones to others, is it possible to sell?
Response 7	:	Mr.Anothai Sritiapetch stated that it's possible to sell them, but the devices will be locked if installment payments are not made. Additionally, access to applications will be restricted to payment-related apps only. The Company will unlock the devices upon receipt of payment slips.

When no shareholder proposed any other matter for consideration, the Chairman then thanked all shareholders for attending the Meeting and adjourned it at 12:20 p.m.

-Signature-

Signed _____ Chairman of the Meeting

(Mr. Bibit Bijaisoradat)

-Signature-

Signed _____ the Moderator

(Ms. Watthana Bantadsuwan)