



**Minutes of the Annual General Meeting of Shareholders 2022**  
**Grand Prix International Public Company Limited**

on Thursday, March 31, 2022 at 13.30 hours

at Room Jupiter 4-6, Challenger Building, Impact Muang Thong Thani

No. 47/569-576 Moo 3, Popular 3 Road, Ban Mai, Pak Kret, Nonthaburi

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**Directors Attending the Meeting**

There were 9 directors attending the meeting, representing 100% of the total number of directors of the Company, with the names as follows:

- |                              |  |
|------------------------------|--|
| 1. Mr. Yuth Vorachattarn     | Chairman of the Board Directors / Independent Director   |
| 2. Dr. Prachin Eamlumnnow    | Director / Chairman of Executive Committee   |
| 3. Mrs. Ruchiroj Eamlumnnow  | Director   |
| 4. Gen.Dr. Surapan Poomkaew  | Independent Director / Chairman of Audit Committee / Nomination, Remuneration and Corporate Governance Committee   |
| 5. Mr. Kanokphand Chulakasem | Independent Director / Chairman of Nomination, Remuneration and Corporate Governance Committee / Audit Committee   |
| 6. Dr. Dhas Udomdhammabhakdi | Independent Director / Chairman of Risk Management and Sustainable Development Committee / Audit Committee / Nomination, Remuneration and Corporate Governance Committee |
| 7. Mr. Jaturont Komolmis     | Director / Risk Management and Sustainable Development Committee / Executive Committee   |
| 8. Mr. Anothai Eamlumnnow    | Director / Risk Management and Sustainable Development Committee / Executive Committee   |
| 9. Mr. Peeraphong Eamlumnnow | Director / Risk Management and Sustainable Development Committee / Executive Committee / Nomination, Remuneration and Corporate Governance Committee                     |

**Attendance**

- |                                 |  |
|---------------------------------|--|
| 1. Mrs. Suvimol Chaityakierne   | DIA International Auditing Company Limited |
| 2. Ms. Khwanchanok Aula-aiem    | Finance and Accounting Manager             |
| 3. Mr. Narubodee Phadungcharoen | Chief Marketing Officer                    |

**Observers and witnesses to count the votes**

- |                        |                                     |
|------------------------|-------------------------------------|
| 1. Mr. Bunyawat Pimar  | Legal Consultant                    |
| 2. Ms. Siridao Jitaree | DIA International Auditing Co., Ltd |



**The meeting was called to order at 13.30 hours.**

**Before entering the agenda**

At this meeting, the shareholders attending in person and by proxy totalled 46, or no fewer than 25, and holding aggregately 372,212,605 shares, which represented 62.04% or no less than one-third of the Company's total shares sold of 600,000,000 shares, thus constituting a quorum according to the Articles of Association of the Company.

Ms. Buabucha Punnanan was assigned to perform as master of ceremony ("MC") to run the Annual General Meeting of Shareholders 2022 ("meeting"). The MC informed the meeting of the rules and procedures for voting as follows:

1. The meeting is recorded on audio and video media, and may be used by the Company as evidence.
2. In voting at the meeting every shareholder will have votes equal to the number of shares he holds, by counting one share per one vote.
3. Shareholders who attend the meeting by themselves and proxies according to the form prescribed by law to vote as follows.

Before casting votes on each agenda item, the shareholders are requested to sign the voting ballots to ensure transparency in vote casting.

- 3.1 In vote casting for all agenda items, if there is no disagreement or abstention, it will be concluded that the shareholders have approved or agreed with the agenda item in the number of votes they are entitled to cast. The shareholders who disagree or abstain from voting may make their voting marks in the ballots with signatures affixed, and raise their hands for the Company staff to collect the ballots and tally the votes,
- 3.2 In vote counting, the Company will have the dissenting and abstention votes calculated and deducted from the total number of the votes. The remaining votes after deduction will be deemed as having approved/agreed with the agenda item proposed. The voting is carried out as an open, not confidential, process and all the voting ballots will be kept to ensure transparency.

Ballots with votes cast in any of the following manner will be deemed as void ballots and such votes deemed as invalid:

- 1) Marking more choices than permitted,
- 2) Filling the ballot with intention expressed in a contradicting manner,
- 3) Making marks and scratches in the ballot without signature affixed,
- 4) Casting votes more than those entitled,
- 5) Failing to mark the ballots at all.

In case correction of the voting mark duly made in the ballot is required, the shareholder may cross out that mark accompanied by his/her signature.

4. In case a shareholder authorizes other person or an independent director to vote on his/her behalf via Proxy Form B and the proxy is required to cast votes as instructed by the shareholder, the proxy has to do so as instructed by the shareholder.

In case of Proxy Form C for a foreign shareholder appointing a custodian in Thailand, the custodian may split the shares for separate voting on each agenda item as approving, disapproving or abstention in whatsoever number.

5. Vote casting on various agenda items shall be as follows:

The meeting resolutions on agenda items 1, 3, 4, 5 and 7 shall be subject to majority votes of shareholders who attend and vote at the meeting. On agenda item 5 regarding election of directors to replace those due to retire by rotation, the Company will arrange for the shareholders to cast votes on the candidates individually.

The meeting resolution on agenda item 6 shall be subject to at least two-thirds of the total votes of the shareholders who attend the meeting.

6. Under Article 39 of the Company's Articles of Association, a resolution of the shareholders meeting shall be passed by a majority of votes cast by the shareholders attending and voting at the meeting. In case of equality of votes, the Chairman of the meeting shall have one extra vote which is a casting vote.

To figure out the majority votes of the shareholders as the affirmative or approving votes on each agenda item, only the approving and disapproving votes of the shareholders who attend and vote at the meeting will be counted. The abstention votes will not be included in the vote count.

7. The shareholders who would like to leave the meeting before the end of the meeting or during consideration of any particular agenda item, he/she may exercise his/her right to hand in the ballot to the Company staff before leaving.

8. The number of votes cast and the number of shareholders counted and recorded for each agenda item may not be the same due to the gradual presence shareholders or proxies at the meeting.

9. To ensure compliance with good practice for shareholders' meetings of listed companies, The Company invited legal consultants Participate in the observation of vote counting. And invited representatives from the audit firm Participate as witnesses for vote counting

- Mr. Bunyawat Pimar Legal Consultant
- Ms. Siridao Jitaree DIA International Auditing Co., Ltd

10. Before meeting resolution on each agenda item, the chairman of the meeting will open an opportunity for the shareholders to raise questions or comments relating to the respective agenda item as appropriate. The shareholder or proxy shall introduce him/herself to the meeting by identifying his/her name and informing the meeting whether he/she attends the meeting in person or by proxy of whom, and then he/she may raise questions or comments.

11. After the meeting Requesting shareholders and proxies to return all ballots to the company staff waiting to receive return to the meeting room.

### **The meeting started**

Mr. Yuth Vorachattarn, Chairman of the Board Directors, to be Chairman of the AGM 2022. The Chairman proceeded with the businesses on the agenda as follows:



**Agenda 1 To certify the minutes of the Annual General Shareholders' Meeting 2021.**

The Chairman referred the meeting the company has prepared a copy of the minutes and sent to the Stock Exchange of Thailand, The Office of the Securities and Exchange Commission or the SEC and the Ministry of Commerce within 14 days from the meeting date as required by law and already published on the company's website in advance Including sending to shareholders to consider together with this invitation letter in advance, as detailed in the minutes in **Attachment 1** sent to the shareholders together with the invitation. The meeting's consideration and adoption of the minutes was requested.

The Board of Directors considered that the minutes of the Annual General Shareholders' Meeting 2021 held on March 31, 2021 had been correctly and completely recorded. It was thus deemed appropriate to propose that the meeting consider and adopt the minutes of the Annual General Meeting of Shareholders' Meeting 2021.

The Chairman invited the shareholders to raise questions and comments relating to this agenda item. As there was no question or comment from any shareholder, the Chairman requested the meeting to cast votes.

**Resolution** The meeting resolved to adopt the minutes of the Annual General Meeting of Shareholders' Meeting 2021 held on March 31, 2021 by the unanimously votes of the shareholders who attend the meeting and exercise their voting rights as per following details:

<b>Resolution</b>	<b>No. of votes resolved</b>	<b>Percentage</b>
Approved	372,212,605	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	0.0000
<b>Total</b>	<b>372,212,605</b>	<b>100.0000</b>

**Agenda 2 To acknowledge the Company's business operation results for the year 2021.**

The Chairman requested Mr. Peeraphong Eamlumnow, Executive Committee, to present the Company's operating results and Management Discussion and Analysis (MD&A) for the year 2021 to the meeting's acknowledgment. Details of the Company's operating results for the year 2021 were provided in the Company's 2021 Annual Report (Form 56-1 One report) in form of QR Code sent to the shareholders together with the invitation.

Mr. Peeraphong Eamlumnow, Executive Committee, reported the meeting of the Company's operating results in 2021 as below:

### Event and Exhibition Business

	(Unit: Baht million)		
	2019	2020	2021
Revenues from sales and services	617.53	431.63	421.07
Gross profit	283.39	216.48	211.53

- In 2021, revenue from sales and services decreased by 2.45% compared to 2020, mainly due to the spread of COVID-19. As a result, the sales of automobile companies have decreased, resulting in the use of budget for the Bangkok International Motor Show. As well as other marketing promotion activities that the company plans to organize the event. As a result, in 2021, gross profit decreased from 216.48 million baht to 211.53 million baht.

### Digital media and Publishing Business

	(Unit: Baht million)		
	2019	2020	2021
Revenues from sales and services	49.92	42.99	38.02
Gross profit	-0.56	-4.03	0.57

- In 2021, revenue from sales and services decreased by 11.56% compared to 2020, mainly due to a reduction in the public relations budget of automobile companies. But because the company has good control over expenses. Increased gross profit to 0.57 million baht from a loss in 2020 of 4.03 million baht.

### Printing Business

	(Unit: Baht million)		
	2019	2020	2021
Revenues from sales and services	51.88	28.59	25.21
Gross profit	5.82	-3.42	-6.95

- In 2021, revenue from sales and services decreased by 11.82% compared to 2020, mainly due to the COVID-19 epidemic continuously affects customers in the group who use publications to publicize, reduce budgets. Resulting in the year 2021 gross profit margin decreased with a loss increased from 3.42 million baht to a loss of 6.95 million baht.

### Other Business

	(Unit: Baht million)		
	2019	2020	2021
Revenues from sales and services	-	-	13.23
Gross profit	-	-	1.83

- In 2021, revenue from sales and services increased in other businesses. Which is the new part of the company about car decoration services for trade shows and competitions. Including the trading of collectible cars, which in 2021 had revenue from sales and services of 13.23 million baht and gross profit of 1.83 million baht.

#### Total Revenue

Revenue from sales and service decreased from 518.76 million baht in 2020 to 505.21 million baht in 2021, representing a decreased of 2.33%.

#### Net profit

Net profit decreased from 34.09 million baht in 2020 to 30.79 million baht in 2021, representing a decreased of 9.67%.

In addition, Mr. Peerapong Eamlumnow, Executive Committee pointed out to the meeting about the progress of management in other areas of the company in 2020 are as follows;

#### Good Corporate Governance

With determination in developing the Company's operating guidelines that consistent with good corporate governance principles, resulting in the Company was able to improve the score in the Corporate Governance Report of Thai Listed Companies held by the Thai Institute of Directors Association (IOD). The Company received an overall assessment score of 92 points, which is 5 stars or equivalent to "Excellent".

#### Anti-Corruption

The Company has joined "Collective Action Against Corruption (CAC) project, which has signed the Declaration of Intent Against Corruption, which the Company has implemented the requirements of CAC and passed certification on 30 September 2020. The Company continues to promoted knowledge about anti-corruption by providing training on anti-corruption knowledge to executives and employees regularly. There is a channel for receiving complaints to all stakeholders. And the Company regularly evaluates the risk of corruption in the past year, and there is no corruption was found in the past year.

The Chairman invited the shareholders to raise relevant questions and comments. The key points are summarized as follows:

**Mr. Sakol Sukvanitvichai**, Volunteer to protect the rights of shareholders a proxy from the Thai Investors Association: Asked 2 questions as follows: (1) how the Company has rules that being used within organization to prevent the spread of COVID-19. (2) The company has invested in waste-to-energy power plants. So, I would like to know about the progress of the project.

**Mr. Peerapong Eamlumnow**, Executive Director: Clarified that for The Company requires that all employees receive 2 doses of vaccination and requires a weekly ATK test before coming to work. Which if an infected person is found The Company has measures to take action set in the manual. "Prevention and emergency



plans in the event of the coronavirus disease 2019 (COVID-19)" which has been prepared for all employees to strictly follow.

For investment in waste energy power plants, there has been a delay in applying for a license. At present, as the company has already informed the Stock Exchange of Thailand on March 23, 2022, which is the date that COD starts or starts generating electricity for sale. With the Provincial Electricity Authority From the operation in the past week, the power plant was able to operate with a maximum power of 8.5 MW, which is close to what was planned. And 3-4 days ago, it was found that the fuel entering the system has debris. There were more stones mixed in than when the experiment was conducted. So we stop the machine and tuned the machine again. It is now fully operational. And is in the process of observing whether there will be any further problems. And also this is normal for the first month of operation to be able to run the machine in the long term without significant technical problems involve in the future.

**Mr. Vicha Chokepongpan**, Shareholders: Recommend the company to do more business Due to the view that the company has an important strength is goodwill (Goodwill) of Mr. Prachin Eamlumnao, who has been in the automobile industry for 60 years, if the company expands more business opportunities by using the strengths that the company has will get good results.

**Mr. Yuth Vorachattarn**, Chairman of the Board: Thank you for the suggestion.

**Resolution** The meeting acknowledged the Company's operating results for the year 2021 as reported.

**Agenda 3 To approve the financial statements of the Company for the fiscal year ended December 31, 2021**

The Chairman informed the meeting that pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (and the amendments) ("PLC Act") and Article 41 of the Company's Articles of Association, the Company was required to prepare balance sheet and statement of income for proposal to the annual general meeting of shareholders for consideration and approval.

The Chairman requested Ms. Khwanchanok Aula-aiem, Finance and Accounting Manager, to present details of the Company's financial statements for the fiscal year ended December 31, 2021 to the meeting, audited by the auditors, which has unqualified opinions. And reviewed by the Audit Committee, including the approval of the Board of Directors.

Statement of Financial Position as of December 31, 2021

Unit: Baht million

Statement of financial position	Consolidate		% Change
	31 Dec 20	31 Dec 21	
Cash and Cash Equivalents	50.86	14.92	-70.66%
Tread Account Receivable and Other Current Receivable	45.08	34.84	-16.06%
Short-Term Loan to Subsidiary	20.00	50.00	150.00%

Statement of financial position	Consolidate		% Change
	31 Dec 20	31 Dec 21	
Inventories	7.49	20.19	169.56%
Other Current Assets	200.05	100.05	-49.99%
Total Current Asset	323.48	223.00	-31.06%
Restricted bank Deposit	0.32	50.32	15,465.51%
Investment in Subsidiary	-	-	-
Investment in Associate	247.28	248.98	0.69%
Other Non-Current Assets	0.59	0.90	51.86%
Investment property	32.24	32.24	-
Property, Plant and Equipment	180.10	203.24	12.85%
License Assets	15.37	9.86	-35.82%
Other Intangible Assets	10.14	10.21	0.59%
Deferred Tax Assets	3.29	4.07	23.69%
Non-Current Asset	0.99	5.81	488.14%
Total Non-Current Asset	490.59	565.88	15.35%
Total Asset	814.07	788.88	-3.09%
Trade Account Payable and Other current payable	31.93	25.95	-18.73%
Unearned Revenues	1.22	4.05	232.32%
The Portion due in one year	5.26	0.94	-82.05%
Accrued Income Tax	0.72	-	-100.00%
Total Current Liabilities	39.13	30.94	-20.92%
Lease Liabilities	5.43	3.60	-33.70%
Non-Current Provisions for Employee Benefits	21.24	22.62	6.51%
Total Non-Current Liabilities	26.67	26.22	-1.71%
Total Liabilities	65.80	57.16	-13.13%
Unappropriated Retained Earning	22.13	5.55	-74.92%
Total Shareholders' Equity	748.27	731.72	-2.21%
Total Liabilities and Shareholders' Equity	814.07	788.88	-3.09%



Income statement as of December 31, 2021

Unit: Baht million

Income statement	Consolidate		% Change
	31 Dec 20	31 Dec 21	
Revenues from Sales and Services	509.41	497.54	-2.33%
Cost of sales and Services	(299.75)	(290.56)	3.07%
Gross Profit	209.66	206.98	-1.28%
Other Income	2.59	2.76	6.60%
Distribution Cost	(51.60)	(51.51)	0.17%
Administrative Expenses	(117.19)	(116.52)	0.57%
Finance Cost	(4.68)	(6.65)	-42.06%
Profit before Income Tax Expense	45.26	39.71	-12.26%
Income Tax Expense	(11.17)	(8.92)	20.18%
Profit for the Year	34.09	30.79	-9.67%
Other Comprehensive Income	2.74	0.63	-77.19%
Total Comprehensive Income (Loss) for the Year	36.83	31.42	-14.70%

The Chairman invited the shareholders to raise questions and comments relating to this agenda item. As there was no question or comment from any shareholder, the Chairman requested the meeting to cast votes.

**Resolution** The meeting considered and resolved to approve the financial statements of the Company for the fiscal year ended December 31, 2021 by the unanimously votes of the shareholders who attend the meeting and exercise their voting rights as per following details:

Resolution	No. of votes resolved	Percentage
Approved	372,212,606	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	0.0000
<b>Total</b>	<b>372,212,606</b>	<b>100.0000</b>

**Agenda 4 To approve the appropriation of legal reserve and dividend payment for 2021.**

The Chairman informed the meeting, the company has a policy to pay dividends of not less than 50 percent of net profit according to the consolidated financial statements after income tax and various reserves. All types that the company has specified and according to Section 116 of the Public Limited Company Act And Article



47 of the Company's Articles of Association stipulating that the Company must allocate a portion of its annual net profit as a reserve fund of not less than 5 percent of the annual net profit. Less with accumulated loss brought forward (if any) until the reserve reaches 10% of the registered capital. Therefore, at present the company Has a registered capital of 300,000,000 Baht and has legal reserve according to the company's financial statements for the accounting period ending December 31, 2021, amounting to 30,000,000 Baht or 10 percent of the registered capital of the company. Which is fully complied with the laws and regulations of the company.

The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to consider and approve the payment of the dividends for the year 2021 to the existing common shareholders of the total 600,000,000 shares, at the rate of 0.03 Baht per share, amounting to the total dividend payment amount of Baht 18,000,000 and acknowledged the payment of interim dividends on September 10, 2021 at the rate of 0.03 Baht per share, amounting to the total dividend payment amount of 18,000,000 Baht.

Including the annual dividend payment for 2021, at the rate of 0.06 Baht per share or equivalent to the total dividend payment of 92.58 percent of the net profit for the year 2021. This is in compliance with the Company's policy on dividend payment.

A comparison of the dividend payments of the Company are detailed as follows:

<b>Dividend payment details</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>
Net profit (Baht)	113,857,953.39	40,869,512.38	38,883,279.37
Number of shares (shares)	600,000,000.00	600,000,000.00	600,000,000.00
Interim dividend paid per share No.1 (Baht: share)	0.10	0.03	0.03
Interim dividend paid per share No.2 (Baht: share)	0.08	-	-
Annual dividend (Baht: share)	-	0.05	0.03
Total dividend payment for the whole year (Baht: share)	0.18	0.08	0.06
Total annual dividend payment (Baht)	108,000,000	48,000,000	36,000,000
Dividend payout ratio (%)	<b>94.86</b>	<b>117.45</b>	<b>92.58</b>

The Chairman invited the shareholders to raise relevant questions and comments. The key points are summarized as follows:

**Mr. Suthat Khancharoensuk**, a shareholder: There were observations about the company's capital management that The Company pays a relatively large dividend in proportion to its net profit. The dividend is paid at a rate higher than 50% as the company has set the policy. And the company has not accumulated any capital from business operations. This may put the company's capital position at risk. Affecting investments in the future such as management policy when encounter problems from external factors such as epidemics or even problems that occur within the company itself. Therefore, I would like to leave the Board of Directors to give importance to the allocation of funds in the Company to be balanced. And to thoughtfully allot dividends and operate the business smoothly.



**Mr. Yuth Vorachattarn**, Chairman of the Board: Thank you for your observation and we would like to clarify that the company is well aware of the balance between capital structures, while preserve the interests of shareholders. Which is the company's main focus is to give the shareholders' maximum benefits while maintaining the stability of the company's financial status for future investment as well.

**Resolution** The meeting resolved to approve the appropriation of legal reserve and dividend payment for 2021, by the unanimously votes of the shareholders who attend the meeting and exercise their voting rights as per following details:

<b>Resolution</b>	<b>No. of votes resolved</b>	<b>Percentage</b>
Approved	372,212,606	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	0.0000
<b>Total</b>	<b>372,212,606</b>	<b>100.0000</b>

**Agenda 5 To approve the re-election of directors to replace those who will retire by rotation for the year 2022.**

To be in accordance with the good practice of the good corporate governance policy. The 3 directors who retired by rotation are (1) Mr. Yuth Vorachattarn (2) Mr. Kanokphand Chulakasem and (3) Dr. Dhas Udomdhammabhakdi had to leave the meeting temporarily and because Mr. Yuth Vorachattarn acted as the chairman of the meeting Therefore, invited Dr. Prachin Eamlumnnow to act as the chairman of the meeting for this agenda instead.

The Chairman asked the MC to present details about this agenda to the meeting.

The MC informed the meeting that as stipulated in Section 71 of the PLC Act and Article 15 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third (1/3) of directors shall vacate office. If the number of vacating directors cannot be equally divided into three, then the number nearest to one-third shall apply. The directors retiring by rotation may be re-elected.

At this AGM 2022, three directors shall be due to retire by rotation, as follows:

- 1) Mr. Yuth Vorachattarn Chairman of the Board / Independent Director
- 2) Mr. Kanokphand Chulakasem Independent Director / Chairman of Nomination, Remuneration and Corporate Governance Committee / Audit Committee
- 3) Dr. Dhas Udomdhammabhakdi Independent Director / Chairman of Risk Management and Sustainable Development Committee / Audit Committee / Nomination, Remuneration and Corporate Governance Committee

The Company encouraged the shareholders to nominate qualified persons for election as directors of the Company at the AGM 2022 until January 15, 2022. It came out that no shareholders nominated any persons for election as directors to replace those due to retire by rotation.

Board of Directors which does not include directors who are interested in this agenda has reviewed the qualifications of that such 3 directors who were due to retire at the Meeting and viewed that such 3 directors had knowledge, capability, experience and skills that would be beneficial to the Company's operation, which were appropriate to be re-elected to be the director and hold the same position in the subcommittee for another term, where the profiles of such 3 directors appears in **Attachment 3** delivered to shareholders together with the invitation to the Meeting.

The Chairman invited the shareholders to raise questions and comments relating to this agenda item. As there was no question or comment from any shareholder.

**Resolution** The meeting resolved to approve the re-election of Mr.Yuth Vorachattarn, Mr. Kanokphand Chulakasem and Dr. Dhas Udomdhamabhakdi who retired by rotation to resume their directorships and hold the same position in the subcommittee for another term, by the unanimously of the votes of the shareholders who attend the meeting and exercise their voting rights as per following details:

**1) Mr.Yuth Vorachattarn**

<b>Resolution</b>	<b>No. of votes resolved</b>	<b>Percentage</b>
Approved	372,212,623	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	0.0000
<b>Total</b>	<b>372,212,623</b>	<b>100.0000</b>

**2) Mr. Kanokphand Chulakasem**

<b>Resolution</b>	<b>No. of votes resolved</b>	<b>Percentage</b>
Approved	372,212,623	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	0.0000
<b>Total</b>	<b>372,212,623</b>	<b>100.0000</b>

### 3) Dr. Dhas Udomdhammabhakdi

<b>Resolution</b>	<b>No. of votes resolved</b>	<b>Percentage</b>
Approved	372,212,623	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	0.0000
<b>Total</b>	<b>372,212,623</b>	<b>100.0000</b>

#### **Agenda 6 To approve the remuneration of the Board of Directors and the subcommittees for the year 2022.**

The Chairman asked Mr. Kanokphand Chulakasem, Chairman of The Nomination, Remuneration and Corporate Governance Committee presents details of this agenda to the meeting.

Mr. Kanokphand Chulakasem, Chairman of The Nomination, Remuneration and Corporate Governance Committee informed the meeting that, to comply with Section 90 of the PLC Act and Article 34 of the Company's Articles of Association, the directors shall be entitled to receipt of reward and remuneration from the Company as specified by the meeting of the shareholders, which may be in the form of reward, meeting allowances, gratuity, bonus, or fringe benefit of any other nature. The remuneration may be set in the definite amount or set out as the guidelines, either from time to time or on a permanent basis until there is any change otherwise afterward as resolved by the meeting of the shareholders.

The Nomination, Remuneration and Corporate Governance Committee had considered the appropriateness of the remuneration of the Board and Committee members for 2022, by scrutinizing and taking into account various relevant factors, such as the Company's operating results, business size, duties and responsibilities of the Board and Committee members in comparison with the remuneration of those of its industry peers of the similar size, and made recommendation to the Board accordingly. The Board thus deemed it appropriate to propose to the AGM for approval of remuneration of the Board and Board Committee members for the year 2022 in the total amount of not exceeding Baht 6,000,000, as detailed below:

(1) To pay the quarterly remuneration of the directors and the sub-committee of the Company at the same rate in comparison with the previous year, as follows:

Quarterly Remuneration	Year 2021	Year 2022
<b>The Board of Directors</b>		
- Chairman	50,000 Baht / person	50,000 Baht / person
- Director	40,000 Baht / person	40,000 Baht / person
<b>The Audit Committee</b>		
- Chairman	50,000 Baht / person	50,000 Baht / person
- Member of the Committee	40,000 Baht / person	40,000 Baht / person
<b>The Risk Management and Sustainable Development Committee</b>		
- Chairman	50,000 Baht / person	50,000 Baht / person
- Member of the Committee	40,000 Baht / person	40,000 Baht / person
<b>The Nomination, Remuneration and Corporate Governance Committee</b>		
- Chairman	50,000 Baht / person	50,000 Baht / person
- Member of the Committee	40,000 Baht / person	40,000 Baht / person

(2) To pay the meeting allowance of the directors and the sub-committee of the Company at the same rate in comparison with the previous year, as follows:

Meeting Allowance	Year 2021	Year 2022
<b>The Board of Directors</b>		
- Chairman	20,000 Baht/person/attendance	20,000 Baht/person/attendance
- Director	20,000 Baht/person/attendance	20,000 Baht/person/attendance
<b>The Audit Committee</b>		
- Chairman	20,000 Baht/person/attendance	20,000 Baht/person/attendance
- Member of the Committee	20,000 Baht/person/attendance	20,000 Baht/person/attendance
<b>The Risk Management and Sustainable Development Committee</b>		
- Chairman	20,000 Baht/person/attendance	20,000 Baht/person/attendance
- Member of the Committee	20,000 Baht/person/attendance	20,000 Baht/person/attendance
<b>The Nomination, Remuneration and Corporate Governance Committee</b>		
- Chairman	20,000 Baht/person/attendance	20,000 Baht/person/attendance
- Member of the Committee	20,000 Baht/person/attendance	20,000 Baht/person/attendance

(3) Bonus

It is proposed to authorize the Board of Directors to allocate the bonus of the directors and the sub-committees of the Company, where the total amount of the remuneration of the quarterly remuneration, meeting allowance and the bonus shall not exceed Baht 6,000,000.

(4) No other non-money right and benefits

Other Benefits	2021	2022
Board of Directors	-None-	-None-

The Chairman invited the shareholders to raise questions and comments relating to this agenda item. As there was no question or comment from any shareholder, the Chairman requested the meeting to cast votes.



**Resolution** The meeting resolved to approve the remuneration of the Board and Committee members of the Company for the year 2022 as proposed in all respects, by the resolution of this agenda item requires a vote of not less than two-thirds of the total votes of the shareholders attending the meeting, set out as follows:

<b>Resolution</b>	<b>No. of votes resolved</b>	<b>Percentage</b>
Approved	372,212,623	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	0.0000
<b>Total</b>	<b>372,212,623</b>	<b>100.0000</b>

**Agenda 7 To approve the appointment of the auditors and the determination of the audit fees for the year 2022.**

The Chairman asked Dr. Dhas Udomdhammabhakdi, Audit Committee presents details of this agenda to the meeting.

Dr. Dhas Udomdhammabhakdi, Audit Committee informed the meeting that, pursuant to Section 120 of the PLC Act and Article 50 of the Company's Articles of Association, it is required that the auditors shall be appointed and audit fees be determined at an AGM every year.

In addition, according to the announcement of the Securities and Exchange Commission provides that listed companies shall rotate auditor once the auditor has performed duties in reviewing, auditing and providing opinion to the Company's financial statements for 7 fiscal years, whether consecutively or not. The Company may appoint that auditor to be the Company's auditor after at least 5 consecutive years.

The Board of Directors agrees with the proposal of the Audit Committee has taken into account the past performance, experience, and independence as well as the audit fee proposed by the auditor. The Audit Committee deemed it appropriate to appoint the auditors from DIA International Audit Co., Ltd. to be the auditor of the Company and subsidiary companies for the fiscal year ended December 31, 2022, where any of the following auditors shall be authorized to review and give opinion on the financial statements of the Company:

- (1) Mrs. Suvimol Chaityakierne Certified Public Accountant No. 2982 and/or
- (2) Mr. Joomphot Prirattanakorn Certified Public Accountant No. 7645 and/or
- (3) Mr. Nopparoek Pissanuwon Certified Public Accountant No. 7764 and/or
- (4) Ms. Somjintana Pholhirunrat Certified Public Accountant No. 5599 and/or
- (5) Mr. Viroj Sajjathamnukul Certified Public Accountant No. 5128

In the case that any of the following auditors are unable to perform their duties, DIA International Audit Co., Ltd. shall be authorized to appoint any of its auditors to be the Company's auditors.

Those 5 auditors are independent, and do not have any relationships and/or interest in the Company, subsidiary, executives or major shareholders or any related parties of such persons, where the profiles of the auditors appears in **Attachment 6** delivered to the shareholders together with the invitation to the Meeting.

In addition, it is proposed that the Meeting consider and approve the determination of the audit fees for the fiscal year ended December 31, 2022, in the amount of 1,870,000 THB, decrease from 2021 in the amount of 30,000 THB.

Audit Fee Comparison

(Unit : Baht)

Item	Year 2021	Year 2022
<b>Audit fee of the Company</b>		
- Financial statements in 3 quarters	1,020,000	1,020,000
- Annual financial statements	800,000	800,000
<b>Audit fee of subsidiary company</b>		
- Financial statements in 3 quarters	30,000	30,000
- Annual financial statements	50,000	20,000
Non-Audit Fee	-	-
<b>Total</b>	<b>1,900,000</b>	<b>1,870,000</b>

The Company has no other service fees (Non-audit Services) other than audit fees.

The Chairman invited the shareholders to raise questions and comments relating to this agenda item. As there was no question or comment from any shareholder, the Chairman requested the meeting to cast votes.

**Resolution** The meeting resolved to approve the appointment of the auditors and the determination of the audit fees for the year 2022 as proposed in all respects by the unanimously votes of the shareholders who attend the meeting and exercise their voting rights as per following details:

Resolution	No. of votes resolved	Percentage
Approved	372,212,623	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	0.0000
<b>Total</b>	<b>372,212,623</b>	<b>100.0000</b>



## **Agenda 8 Other matters (if any)**

The Chairman informed the meeting that all the agenda items proposed for the shareholders' consideration as per the invitation to the AGM 2022 had been completely considered and resolved. The Chairman invited the shareholders to raise questions and comments on other matters. Questions and comments raised by the shareholders were as concluded below:

**Mr. Hungchai Aukkawassakul**, a proxy: Gave an advice on investment in charging stations for electric car. Which the charging station has several advantages. It doesn't take a lot of cash to stock up on oil. And making an electric filling station is not only profitable for electric power alone, but will be benefit from renting space to make a restaurant and a parking lot. My main purpose for pushing this project because it is a business that the company have relevant knowledge, expertise and has a good relationship network with automobile companies. Therefore, I would like the Board of Directors to turn the crisis into an opportunity. Due to problems from the spread of COVID-19 during this period resulting in lower land prices, if the company enters into a long-term lease without having to purchase land. The company still has good cash flow for additional investment. In addition, electric chargers are much less expensive due to the support of EGAT as well.

**Mr. Yuth Vorachattarn**, Chairman of the board: Thank you for the advice, the company will conduct the research on the feasibility later on.

**Mr. Chayaphon Prasertkamonchai** a shareholder: Most of the company's main income come from the Bangkok International Motor Show (BIMS) event alone Therefore, I would like to know about the company's business plan for the year 2022, whether there will be additional revenue stream or not.

**Mr. Yuth Vorachattarn**, Chairman of the board: I would like to introduce the Company's executives, Mr. Narubodee Phadungcharoen, Chief Marketing Officer to clarify and answer questions of shareholders about the short-term plans to increase the revenue that the company has planned.

**Mr. Narabdee Phadungcharoen**, Chief Marketing Officer: Business plan in the year 2022 the company to expand and increase the business in the event & exhibition event, which is a business that the company has knowledge and expertise by focusing on strengths and emphasizing the image of the company The company has a good image for customers in terms of Competition and Award. Therefore, the company focuses on guidelines and extends in organizing events related to competitions. Part of the additional investment is in between the process of feasibility studies. Finally, the last importance part is cost management that the company tries to control the cost of marketing operations to be lower.

**Mr. Yuth Vorachattarn**, Chairman of the board: Clarify the information as for the business guidelines in the year 2022 of the company that will focus on 2 approaches: (1) build on from the old business that the company has knowledge already have proficiency (2) trying to find new opportunities and new business Other than the main business, which approach 2 may require more time to study.



**Mr. Sakol Sukvanitvichai**, Volunteer to protect the rights of shareholders a proxy from the Thai Investors Association: I have a question about the Company's Succession Plan and how it has been implemented.

**Mr. Yuth Vorachattarn**, Chairman of the board: Clarify that Succession Plan is an issue that the Board of Directors always give priority to. The company has already prepared a succession plan, which defines the qualifications for those who will accept the succession. Including setting guidelines for development to add features as well.

As there were no other questions, opinions or suggestions from the shareholders, the Chairman thank to the shareholders and proxies for their attendance of the meeting. The Chairman announced closing of the Annual General Meeting of Shareholders 2022.

**The meeting was adjourned at 15.00 hours.**

(Mr. Yuth Vorachattarn)

Chairman of the Board Director

Grand Prix International Public Company Limited