

SGC 007/2024

14 March 2024

Re: Notification on the resolutions of the Board of Directors' Meeting No. 3/2024 convening of the Annual General Meeting of Shareholders for the year 2024 and non- distribution of the dividend payment

To: President  
The Stock Exchange of Thailand

SG Capital Public Company Limited ("the Company") would like to report the resolutions of the Board of Directors Meeting No. 3/2024 held on 14 March 2024, to the Stock Exchange of Thailand ("SET") detailed as follows:

1. Resolved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the Company's financial statements for the year 2023 ended 31 December 2023, which have been audited by the Certified Public Accountant and reviewed by the Audit Committee.
2. Resolved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the non-distribution of dividend derived from the operating result in respect of the year ended December 31, 2023 and the non-appropriation of profits as a legal reserve due to operating losses
3. Resolved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of the following auditors from KPMG Phoomchai Audit Ltd. to be the auditor of the Company:

- (1) Mr. Chokechai Ngamwutikul, Certified Public Accountant No. 9728
- (2) Ms. Phanthip Kulsantithumrong, Certified Public Accountant No. 4208
- (3) Ms. Thitima Pongchaiyong, Certified Public Accountant No. 10728

In this regard, one of the above auditors will be the Company's auditor and express the opinion on the Company's 2024 financial statements. In addition, KPMG Phoomchai Audit Ltd., has proposed the audit fee for the year 2024 in the amount of 3,200,000 Baht.

4. Resolved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the election of directors to replace 2 directors being retired by rotation, namely;
  - (1) Mr. Bibit Bijaisoradat Independent Director
  - (2) Mr. Narathip Wirunechatapant Director

The Board of Directors, excluding the directors having conflict of interest, resolved to propose to the 2024 Annual General Meeting of Shareholders to re-elect those 2 retiring

directors as the Company's directors for another term of office as recommended by the Nomination and Remuneration Committee.

5. Resolved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the remunerations for the directors and members of sub-committees for the year 2024 as follow:

(1) Monetary Remuneration

(1.1) Fixed remuneration to be quarterly paid for each position

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 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** Fixed remuneration shall be paid to directors and members of sub-committees who are not the executive of the Company only.

(1.2) Directors' bonus

-None-

(2) Other benefits

-None-

6. Resolved to schedule the 2024 Annual General Meeting of Shareholders on 18 April 2024 at 10:00 a.m., at the meeting room on No. 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**). The date to determine the list of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders is scheduled on 28 March 2024 (Record Date). The agendas are as follows:

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)

With reference to the Company's announcement regarding an open of opportunity for shareholders to propose additional agenda and nominate the qualified candidates to be elected as director in the 2024 Annual General Meeting of Shareholders to the Company in advance from 1 October 2023 – 31 December 2023, it is appeared that there was no shareholder proposing an additional agenda and/or nominating the candidate to be elected as director in the 2024 Annual General Meeting of Shareholders.

Please be informed accordingly.

Sincerely yours,



(Mr. Anothai Sritiapetch)

Chief Executive Officer