

Reasons and objectives for consideration of the shareholders on each agenda

Agenda 1 To acknowledge the Minutes of the 2020 Annual General Meeting of Shareholders

Reasons and objectives

The 2020 Annual General Meeting of Shareholders was held on 23 July 2020, the Minutes of which were accurately recorded (Enclosure No. 3). The Company has submitted a copy of the minutes to the Stock Exchange of Thailand and Ministry of Commerce within the period specified by law and related notifications as well as published it on the Company's website (www.epg.co.th) for disclosure to the shareholders and general investors. It appears that no one requests for amendment.

Resolution

This agenda is for acknowledgment which does not require resolution.

Agenda 2 To acknowledge the report on the Company's operating result for the fiscal year ended as of 31 March 2021

Reasons and objectives

The Company has summarized the operating result in the fiscal year ended as at 31 March 2021

(Baht)

	Consolidated Financial Statement	Separate Financial Statement
Current assets	5,820,283,740	2,786,239,959
Total assets	15,404,773,974	8,110,226,361
Current liabilities	2,488,699,952	26,489,061
Total liabilities	4,364,341,029	915,396,371
Revenue from sales of goods and services	9,581,687,926	112,607,026
Net profit from operating	1,221,243,369	743,041,053

The Company has summarized the operating result for the fiscal year ended as at 31 March 2021 as appeared in form 56-1 One Report which has been sent to shareholders in form of QR Code together with the Notice of this meeting (Enclosure No. 4)

Resolution

This agenda is for acknowledgment which does not require resolution.

Agenda 3 To consider and approve the audited consolidated financial statements for the fiscal year ended as at 31 March 2021

Reasons and objectives

The Public Company Limited Act B.E. 2535, Section 112 prescribes that the board of directors shall arrange to have balance sheets (statement of financial position) as well as profit and loss accounts as of ending date of the accounting year prepared and audited by the auditor prior to proposal to the annual general meeting of shareholders for consideration and approval.

The Board of Directors has arranged to have financial statement in respect of the fiscal year ended as at 31 March 2021 audited by the auditor and reviewed by the Audit Committee, in order to submit such financial statements to the Shareholders' Meeting for further consideration and approval in accordance with section 112 of the Public Companies Limited Act B.E. 2535 (1992) (Enclosure No. 4)

Resolution

This agenda requires approval by majority votes from the shareholders who attend the meeting and exercise their voting rights.

Agenda 4 To consider and approve the dividend payment from the operating result of the year ended as of 31 March 2021.

Reasons and objectives

The Public Company Limited Act B.E. 2535, Section 116 and the Company's Articles of Association, Clause 50, prescribes that the Company shall appropriate no less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) as a legal reserve until such reserve reaches 10 percent of the Company's registered capital, and Section 115 prescribes that the Company must pay dividends from its profit only and in case the Company still has an accumulated loss, no dividend shall be paid.

In this regard, the Company has fully allocated the legal reserve as required by law. Therefore, the Company does not need to allocate the annual net profit as the legal reserve additionally.

In addition, the Company's dividend payment policy specifies that dividend payment shall be based on capacity to execute the payment from accumulated profit as stated in the separate financial statement and the amount of dividend paid each time is based on operating result as stated in the consolidated financial statement. Generally, the Company pays dividend at the rate no less than 30 percent of net profit as stated in the consolidated financial statement after corporate income tax. However, the Company may consider paying dividend at a different rate from the policy, depending on operating result, financial position, financial liquidity and working capital requirement as well as business expansion, economic condition. Dividend payment shall not exceed the accumulated profit as stated in the separate financial statement and as stipulated by related law.

Since the Company conducts business as a holding company where the main asset is investment in subsidiaries, therefore, the capability to pay dividend largely depends on operating result and dividend payment of the subsidiaries.

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From the Consolidated Financial Statement for the fiscal year ended as at 31 March 2021, which has been audited by the auditor, the Company has net profit from its operation of 1,221,243,369 Baht and from the Separate Financial Statement, the Company has net profit of 743,041,053 Baht.

Comparison of dividend payment for the fiscal year ended as at 31 March 2020 and 31 March 2021.

(Baht)

Details of Dividend Payment	31 March 2021 (Year in which dividend payment is proposed)	31 March 2020
1. Net profit		
1.1 Consolidated Financial Statement	1,221,243,369	999,340,390
1.2 Separate Financial Statement	743,041,053	792,599,459
2. Number of shares / par value	2,800,000,000/ 1 Baht	2,800,000,000/ 1 Baht
3. Dividend rate per share		
• Interim Dividend (Baht/Share)	0.09	0.10
• Annual Dividend (Baht/Share)	0.19	0.12
4. Total dividend paid	784,000,000	616,000,000
5. Dividend payout ratio (compared to the net profit stated in the consolidated financial statement)	64.2 percent	61.64 percent

Resolution

This agenda requires approval by majority votes from the shareholders who attend the meeting and exercise their voting rights.

Agenda 5 To consider and approve the appointment of directors replacing those retired by rotation

Reasons and objectives

The Public Company Limited Act B.E. 2535, Section 71 and the Articles of Association, Clause 18, prescribes that at every annual general meeting of shareholders, at least one-third (1/3) of the directors shall retire in proportion. If the number of directors is not a multiple of three, the nearest number of 1/3 must retire by rotation. The directors who occupy the position for the longest period must retire. The retired director may be re-elected. In the 2021 Annual General Meeting of Shareholders, the directors who occupied the position for the longest period and must be retired are as follows;

1. Mr. Sakarindr Bhumiratana Independent Director
2. Mr. Teerawat Vitoorapakorn Director
3. Mr. Chalio Vitoorapakorn Director

The Company has given an opportunity to its shareholders to nominate qualified persons as candidates for consideration and appointment as the Company's director in accordance with the recruitment process in advance from 15 February 2021 – 1 April 2021 through the Company's website. However, no shareholders have nominated any appropriate person for further appointment as the Company's director.

Opinions of the Nomination and Remuneration Committee

After considering the structure of the board of directors and their individual qualifications, the Nomination and Remuneration Committee is of the opinion that the three directors to be retired by rotation are qualified in terms of qualification, knowledge, skill, experience and work performance. Their performance during the term provided benefits to the Company. Also the three directors do not possess prohibited characters or conduct any business or hold shares in any companies that compete with the Company's operating.

The Nomination and Remuneration Committee has considered that the nominated persons to be independent directors have been performing their duties in auditing to protect the interests of minor shareholders by expressing opinions independently and in accordance with the relevant regulations. Whereby the independent directors are the Company's independent directors for a period of as follows;

1. Mr. Sakarindr Bhumiratana Term of office: 1 years 11 months
2. Mr. Teerawat Vitoorapakorn Term of office: 7 years 11 months
3. Mr. Chalio Vitoorapakorn Term of office: 7 years 11 months

Therefore, the Nomination and Remuneration Committee deems appropriate to nominate the three directors for re-election as directors for another term. The biography of the three directors is as appeared in Enclosure No. 5. The qualifications of the independent directors are in accordance with the criteria specified by the Capital Market Advisory Board (the definitions of the Independent Directors are stated in Enclosure No. 6). In addition, the independent directors have never been or are not directors who engage in the management of the Company, staff members, employees or advisors receiving a regular salary or professional service providers for the Company, parent company, subsidiary company, affiliated company, or juristic person that may have conflicts. Moreover, the independent director has no significant business relationships which may result in the inability to perform their duties independently.

Details relating to the number of shares held by the nominated directors as at 31 March 2021

List of candidates	Number of shares	Voting Right
1. Mr. Sakarindr Bhumiratana	None	None
2. Mr. Teerawat Vitoorapakorn	41,100,100	41,100,100
3. Mr. Chalio Vitoorapakorn	54,121,000	54,121,000

Resolution

This agenda requires approval by majority votes from the shareholders who attend the meeting and exercise their voting rights.

Agenda 6 To consider and approve the directors' remuneration**Reasons and objectives**

The Public Company Limited Act B.E. 2535, Section 90 and the Articles of Association, Article 33 prescribes that the directors are entitled to receive remuneration from the Company in form of rewards, meeting attendance fee, annuity, bonus or benefits paid in other forms as specified in the Articles of

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Association or as considered by the shareholders' meeting. Such remuneration may be fixed amounts or set forth as regulations, or may be determined from time to time or for perpetual effect until any change is made. In addition, allowances and welfare benefits shall be paid in accordance with the Company's regulations.

Opinions of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has determined the scope of responsibilities, performance of the directors and comparative information with other companies in the same industry and having same capacity and nature of business, including a report on directors' remuneration conducted by the Thai Institute of Directors (IOD) and it was shown that the Company's average director's remuneration is similar to from the market rate.

Scope of duties and responsibilities of the Board of Directors and committees of the Company are detailed in the Annual Report, under Management Structure Section (Enclosure No. 4)

Table of comparison of the directors' remuneration

Position	Directors Remuneration Composition					
	Annual remuneration (Baht/Year)		Meeting Allowance (Baht/time)		Bonus (Baht/Year)	
	Ended 31 Mar 22	Ended 31 Mar 21	Ended 31 Mar 22	Ended 31 Mar 21	Ended 31 Mar 22	Ended 31 Mar 21
Board of Directors					The directors' bonus shall be paid to all members in the board of directors as approved by the Nomination and Remuneration Committee	The directors' bonus shall be paid to all members in the board of directors as approved by the Nomination and Remuneration Committee
Chairman of the Board	420,000	384,000	30,000	27,000		
Director and being Chairman of Audit Committee	360,000	324,000	25,000	22,000		
Director and being Chairman of Executive Committee	420,000	324,000	30,000	22,000		
Director	300,000	264,000	25,000	22,000		
The Audit Committee						
Chairman of Audit Committee	-	-	18,000	17,000		
Audit Committee Member	-	-	15,000	12,000		
The Executive Committee						
Chairman of the Executive Committee	-	-	-	-		
Executive Committee Member	-	-	-	-		
The Risk Management Committee						
Chairman of Risk Management Committee	-	-	18,000	17,000		
Risk Management Committee Member	-	-	15,000	12,000		
The Nomination and Remuneration Committee						
Chairman of Nomination and Remuneration Committee	-	-	18,000	17,000		
Nomination and Remuneration Committee	-	-	15,000	12,000		

The 2020 Annual General Meeting of Shareholders approved fixing directors and sub-committee remuneration in the total amount not exceeding 10,000,000 Baht. The Company has paid remuneration to directors as follows

	Name – Surname	Position	Annual Remuneration (Baht/Year)	Meeting Allowance (Baht/Year)	Bonus (Baht/Year)	Total (Baht/Year)
1	Mr. Vachara Tuntariyanond	Chairman of the Board /Independent Director	384,000	366,000	360,000	1,110,000
2	Mr. Chaiwat Atsawintarakun	Chairman of the Audit Committee / Independent Director	324,000	395,000	300,000	1,019,000
3	Mr. Thanachai Santichaikul	Member of the Audit Committee/ Independent Director	264,000	216,000	240,000	720,000
4	Mr. Sakarindr Bhumiratana	Member of the Audit Committee / Independent Director	264,000	182,000	240,000	686,000
5	Mr. Pawat Vitoorapakorn	Director/ Chief Executive Officer	324,000	132,000	360,000	816,000
6	Mr. Teerawat Vitoorapakorn	Director	264,000	168,000	240,000	672,000
7	Mr. Chumnant Vitoorapakorn	Director	264,000	264,000	240,000	768,000
8	Mr. Chalio Vitoorapakorn	Director	264,000	168,000	240,000	672,000
9	Mr. Ekawat Vitoorapakorn	Director	264,000	276,000	240,000	780,000
10	Mr. Tanawat Vitoorapakorn	Risk	-	48,000	-	48,000
Total			2,616,000	2,215,000	2,460,000	7,291,000

*** Remark: Not holding a position as a director of the Company**

Resolution

This agenda requires approval by the votes of not less than two-thirds of total votes of the shareholders who attend the meeting.

Agenda 7 To consider and approve the appointment of the auditor and their remuneration

The Public Company Limited Act B.E. 2535, Section 120, and the Articles of Association, Clause 58 prescribes that the annual general meeting of shareholders shall appoint the auditors and determine their remuneration every year. Existing auditors are eligible for re-appointment.

Furthermore, the related notifications from the Capital Market Supervision Board prescribes that the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for seven consecutive financial years. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the old ones. The Company may re-appoint the previous auditor who has been relieved from duty by rotation of auditors upon completion of two years after the date on which such auditor is relieved from his duty.

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Opinion of the Audit Committee

After consideration on qualifications of the auditors, their performance and independence, the Audit Committee decided to appoint Mr. Krit Chachawanwong, Certified Public Accountant No. 5016 or Mrs. Anuthai Poomsurakul, Certified Public Accountant No. 3873 or Mr. Sa-Nga Chokenitisawat, Certified Public Accountant No. 11251 from PricewaterhouseCoopers ABAS Co., Ltd. to be auditors of the Company for the fiscal year ended as at 31 March 2022. Nonetheless, PricewaterhouseCoopers ABAS Co., Ltd. has been the auditor for the Company and its subsidiaries for 8 years, and the proposed auditors has been the auditors for the Company and its subsidiaries for the following periods:

Auditor's name	Certified Public Account No.	The number of year(s) that the auditor has been the auditor for the Company and its subsidiaries
1. Mr. Krit Chachawanwong	5016	2
2. Mrs. Anuthai Poomsurakul	3873	-
3. Mr. Sa-Nga Chokenitisawat	11251	-

The Company proposes fixing audit fee for the year and audit fee for quarterly review of financial statements for the period ended 31 March 2022 in the amount 3,300,000 Baht excluding other expenses.

The auditor does not render any service to the Company and do not have any relationship or interest with or in the Company or any of its subsidiaries, executives, major shareholders or their affiliates

Table of comparison of the auditors' remuneration (Baht)

Audit fee	Accounting year ended 31 March 2022	Accounting year ended 31 March 2021
1. Audit fee	3,300,000	4,570,000 Baht
2. Other expenses	-	868,238 Baht

(*Other expenses include travel expenses and accommodation)

Resolution

This agenda requires approval by majority votes from the shareholders who attend the meeting and exercise their voting rights.