



บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

- Translation -

Minutes of the 2024 Annual General Meeting of Shareholders  
Mena Transport Public Company Limited  
Tuesday, April 23<sup>rd</sup>, 2024, at 10:00 hrs.

#### Date, Time, and Place

The 2024 Annual General Meeting of Shareholders of Mena Transport Public Company Limited (the “**Company**”) was held on Tuesday, April 23<sup>rd</sup>, 2024 at 10:00 hrs. through electronic platform in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws and regulations. The Meeting was held pursuant to a resolution of the Board of Directors' Meeting No. 2/2024 held on February 28<sup>th</sup>, 2024, which resolved to convene the annual general meeting of shareholders in accordance with the Public Limited Company Act and the Company's Articles of Association (Article 35).

#### Directors Attending the Meeting

- |    |                  |                  |   |
|----|------------------|------------------|---|
| 1. | Mr. Nopporn      | Thepsittha       | Chairman of the Board of Directors /<br>Independent Director / Audit Committee              |
| 2. | Mr. Wiboon       | Rasmeepaisarn    | Vice Chairman / Chairman of the Audit<br>Committee / Independent Director                   |
| 3. | Mr. Anan         | Larphanachaiwong | Independent Director / Audit Committee  |
| 4. | Mrs. Suwanna     | Kajonwuttidet    | Director / Chairman of Executive Committee /<br>Chief Executive Officer                     |
| 5. | Ms. Patchareerat | Kajonwuttidetpat | Director / Executive Director / Deputy Chief<br>Executive Officer / Chief Operating Officer |
| 6. | Mr. Nattaphon    | Kajonwuttidet    | Director  |
| 7. | Ms. Pitchavarin  | Kajonwuttidetpat | Director  |
| 8. | Ms. Chayanin     | Kajonwuttidetpat | Director  |

The Meeting was attended by all 8/8 directors, representing 100 percent of the total number of directors.



#### รากฐานมั่นคง สนับสนุนเวลา เคียงคู่ลูกค้า พัฒนาก้าวไกล

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280/8 หมู่ 9 ตำบลกุดหวาย  
อำเภอหนองกุงศรี จังหวัดอุดรธานี 18260  
โทร. 0-3620-0321

สำนักงานกรุงเทพฯ  
455/12-14 ถนนพหลโยธิน  
แขวงถนนนครไชยศรี เขตราชเทวี  
กรุงเทพฯ 10400  
โทร. 0-2613-9450  
แฟกซ์. 0-2613-9927

ศูนย์กลางกระบี่  
1 ซอยซอยปิ่นตอ 16  
เขตคลองสานปรีเวศ เขตสาทรกระบี่  
กรุงเทพฯ 10520  
โทร. 0-2172-8120

Management Attending the Meeting

- |    |                |                   |   |
|----|----------------|-------------------|---|
| 1. | Mr. Kobchai    | Chitcuresakulchon | Executive Director / Chief Financial Officer /<br>Company Secretary |
| 2. | Ms. Worakamol  | Sriduangmaneechai | Executive Director / Chief Corporate Support<br>Officer             |
| 3. | Ms. Thannaphat | Wongprasert       | Executive Director / Assistant Director of<br>Operations 2          |
| 4. | Ms. Natchaphak | Kajonwuttidet     | Executive Director / Assistant Director of<br>Operations 3          |
| 5. | Ms. Supachaya  | Pansaeng          | Assistant Company Secretary/<br>Meeting Moderator                   |

Auditors, EY Office Limited

- |    |               |                |                             |
|----|---------------|----------------|-----------------------------|
| 1. | Mr. Pornanan  | Kitjanawanchai | Certified Public Accountant |
| 2. | Ms. Thanaporn | Seelasorn      | Manager                     |

Legal Advisors, Legal Advisory Council Limited

- |    |               |          |
|----|---------------|----------|
| 1. | Mr. Chatiporn | Baramee  |
| 2. | Ms. Angkana   | Puangnak |
| 3. | Ms. Wannanat  | Wannasan |

Ms. Supachaya Pansaeng, an Assistant Company Secretary who was appointed as a meeting moderator (the “**Meeting Moderator**”), invited Mr. Nopporn Thepsittha, the Chairman of the Board of Directors and the Chairman of the Meeting (the “**Chairman**”) to convene the 2024 Annual General Meeting of Shareholders.

The Chairman welcomed and expressed appreciation to all shareholders and attendees for taking the time to participate in the 2024 Annual General Meeting of Shareholders of the Company. Subsequently, the Chairman delegated the Meeting Moderator to present the details regarding the upcoming agenda items to be discussed in the Meeting.

The Meeting Moderator informed the Meeting that there were 21 shareholders attending the Meeting online via IR Plus AGM Application, representing 33,599,405 shares, 18 shareholders who proxied online, representing 329,832,600 shares, and 3 shareholders who proxied, representing 85,784,400 shares. In total, there were 42 shareholders and proxies, representing a total of 449,216,405 shares, equivalent to 61.2011 percent of the total number of the 734,000,000 issued shares of the Company, attended the Meeting. Therefore, the quorum was attained as required by Section 103 of the Public Limited Companies Act, B.E. 2535 (1992) and Clause 37 of the Company’s Articles of Association.



## บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

In order to treat all shareholders fairly and equally, the Company granted the shareholders the opportunity to propose, in advance, agenda items and nominate qualified candidates for director elections for further consideration during the 2024 AGM. The Company also published the criteria, conditions, procedures, qualifications of the person who has rights to propose, proposal forms and contact channels for making such proposal via the Company's website between October 2<sup>nd</sup>, 2023 - December 31<sup>st</sup>, 2023 as well as informing the shareholders of such details via the SET portal. After the period for making proposal had passed, no agenda items nor candidates were proposed or nominated to the Company.

The Company has recorded the video and audio of the Meeting in the form of a television broadcast, including the voting results of the participants. The Company is aware of the importance of privacy rights and the protection of personal data of shareholders and proxies. The Company will request to collect personal data, including its use, disclosure, and processing. Therefore, shareholders and proxies are requested to read the details of personal data protection for shareholders' meetings, which have been sent to everyone along with the meeting invitation letter.

Subsequently, the Meeting Moderator explained the voting methods for each agenda item and the process for expressing an opinion or making an inquiry as follows:

1. In casting a vote, one share equals one vote (One Share One Vote). The shareholders or proxies must choose to vote on a resolution in only one of the following ways: agree, disagree, or abstain, and partial voting on resolutions is not allowed.
2. Shareholders may cast their votes by selecting the checkmark symbol button in the first menu in the menu bar on the left-hand side. After the agenda item for voting appears, shareholders may vote for each agenda item by selecting one of the buttons: Agree, Disagree, or Abstain. Finally, shareholders may select the "Confirm" button to confirm the vote.
3. Shareholders who do not cast their votes in the voting program or do not enter their votes into the system will be considered as voting in favor (Agree).
4. The shareholders who are foreign investors appointing proxies under Form C and having appointed a custodian in Thailand for safekeeping of shares may cast their votes for Agree, Disagree, or Abstain simultaneously for each agenda item based on the number of shares they are holding.
5. Regarding voting on each agenda item, please note the following.
  - Agenda items 1, 3, 4, 5, and 7 require a majority of votes from the attending shareholders who cast their votes. In other words, the votes of shareholders who "abstain" or submit void ballots are not counted towards the vote tally.
  - Agenda item 2 is for acknowledgment and does not require voting.
  - Agenda item 6, which considers the approval of director remuneration for 2024, requires a favorable vote of not less than two-thirds (2/3) of the total number of



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## บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

- votes cast by attending shareholders. The Company counts the votes of "Agree," "Disagree," and "Abstain" to determine the vote tally.
- Agenda item 5 considers the appointment of directors to replace those due to complete their terms in 2024. The Company will read the names of the candidates one by one for shareholders to vote on each candidate.
  - Agenda item 8 considers the appointment amendments to the Company's Articles of Association to comply with the Public Limited Companies Act (No. 4) B.E. 2565 and the amendment of the Company's logo. Approval must receive not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting, who have the right to vote. The company will count "Agree," "Disagree," "Abstain," as the basis for vote counting.
6. In counting the votes for each agenda item, the votes of shareholders attending the Meeting and voting "Disagree" and/or "Abstain" will be deducted from the total votes cast by attending shareholders. The remaining votes are considered as "Agree" votes. Additionally, previously cast votes by shareholders who appointed proxies are already included in the tally.

In expressing an opinion or making an inquiry, shareholders may send messages by selecting the "?" symbol button of each agenda item, type questions or comments and select "Send" to confirm the message to the Company. Shareholders may start making an inquiry or commenting through the text box from when the Chairman announces the consideration of the agenda item. The Company will respond to questions related to the specific agenda item. If any question is not related to such an agenda item, it will be addressed under Agenda Item 9. If there are many inquiries, the Company will respond to the inquiries one by one and post them on the Company's website after the Meeting has concluded.

After explaining the details of the voting procedures for each agenda item and the process for expressing an opinion or making an inquiry, the Meeting Moderator invited the Chairman to proceed in accordance with the following agenda items:

### **Agenda Item 1 To adopt the Minutes of the 2023 Annual General Meeting of Shareholders**

The Chairman proposed the Meeting to consider the adoption of the Minutes of the 2023 Annual General Meeting of Shareholders, held on April 24<sup>th</sup>, 2023. The Board considered the Minutes to be comprehensively and correctly recorded. The details are as appeared in the Copy of the Minutes of Annual General Meeting of Shareholders, which was sent to the shareholders along with the invitation to the Annual General Meeting of Shareholders as set out in Attachment 3.

The Chairman invited the shareholders to ask questions or give opinions.

As there were no questions or opinions from the shareholders, the Chairman proposed that the Meeting vote to adopt the Minutes of the 2023 Annual General Meeting of Shareholders, held on April 24<sup>th</sup>, 2023.



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## บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

**Resolution** The Meeting considered the matter and resolved by a majority of votes of shareholders who attended the Meeting and cast their votes (excluding abstentions) to adopt the Minutes of the 2023 Annual General Meeting of Shareholders, held on April 24<sup>th</sup>, 2023 as follows:

Approved	449,726,405 votes,	equivalent to	100.0000 percent
Disapproved	0 vote,	equivalent to	0.0000 percent
Abstained	0 vote,	not being counted as vote	
Void	0 vote,	not being counted as vote	

**Remark:** For this agenda item, there was an additional 1 shareholder attending the Meeting. The total number of shareholders in attendance and eligible to vote before this agenda item was 43 persons, representing 449,726,405 shares.

### Agenda Item 2 To acknowledge the Company's operating performance of 2023

The Chairman assigned Mr. Kobchai Chitcuresakulchon, the Executive Director and the Chief Financial Officer, to report Company's the operating performance of 2023 to the Meeting.

Mr. Kobchai Chitcuresakulchon, the Executive Director and the Chief Executive Officer, presented the details of the Company's operating performance of 2023, which can be summarized as follows:

(Unit : Million Baht)

Details	2023	2022	Increase (Decrease)	Percentage
<b>Total assets</b>	1,346	1,161	185	16%
<b>Total liabilities</b>	443	308	135	44%
<b>Total shareholder's equity</b>	903	853	50	6%
<b>Total revenues</b>	789	708	81	11%
<b>Net profit for the year</b>	71	51	20	39%
<b>Earnings per share (Baht)</b>	0.10	0.07	0.03	43%

The Company's operating results for the year 2023 showed a total revenue of 789 million Baht, an increase of 81 million Baht from the previous year, representing an increase of 11 percent. This was a result of an increase in workload and the expansion of the fleet during the year, leading to revenue growth for the Company.

The Company had a gross profit of 135 million Baht, an increase of 20 million Baht from the previous year, representing a 17 percent increase. This was due to increased revenue while the Company improved the efficiency of vehicle utilization and experienced a decrease in vehicle depreciation expenses because, during the year, there were a significant number of vehicles reaching the end of their life expectancy.



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ศูนย์ลูกค้าบริการ  
1 ซอยซอยปิ่นเกล้า 16  
แขวงคลองสานปิ่นเกล้า เขตสาทร  
กรุงเทพฯ 10520  
โทร. 0-2172-8120



## บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

The Company reported a net profit according to the financial statements in which the equity method is applied, of 71 million Baht, an increase of 20 million Baht from the previous year, representing a 39-percent increase. This was a result of the higher gross profit compared to the same period of the previous year, as mentioned earlier. Additionally, the Company had a share of profit from associated company TDM, which had just started operations in May 2023, amounting to 14 million Baht.

As at December 31<sup>st</sup>, 2023, the Company's financial position showed an increase in assets under the financial statement in which the equity method is applied, amounting to 185 million Baht. This increase was mainly due to the expansion of fixed assets and leasehold improvements from the Company's fleet expansion. In the year 2023, the Company expanded its fleet by a total of 117 vehicles, in line with the plan. Additionally, during the year 2023, the Company invested in the establishment of the joint venture company TDM, resulting in an increase in investment in the associated company of 109 million Baht.

The Company's liabilities increased by 135 million Baht due to the expansion of the Company's fleet.

The shareholders' equity according to the financial statements in which the equity method is applied as of December 31<sup>st</sup>, 2023, increased from the previous year by 50 million Baht. This was related to the net profit for the year 2023, amounting to 71 million Baht. However, there was a dividend payment in the year 2023 totaling 22 million Baht, resulting in a net increase in shareholders' equity from the previous year of 50 million Baht.

The Chairman assigned Mrs. Suwanna Kajonwuttidet, a Director, the Chairman of the Executive Committee, and the Chief Executive Officer, to additionally present the Company's operating results for the year 2023 to the Meeting.

Mrs. Suwanna Kajonwuttidet, a Director, the Chairman of the Executive Committee, and the Chief Executive Officer, reported on the Company's efforts to combat corruption to shareholders. She stated that the Company has a comprehensive anti-corruption policy and a Whistleblower Policy that covers reporting misconduct or complaints, as well as the process for handling complaints and guidelines for ensuring fairness and protection for whistleblowers and related individuals. In the past year, there had been no complaints related to these issues. Additionally, the Human Resources Department had conducted training sessions to emphasize the importance of and instill a sense of consciousness in combating corruption.

Furthermore, the Company declared its commitment to participate in the Collective Action against Corruption (CAC), an initiative of the Thai private sector, on January 18<sup>th</sup>, 2023. The Company conducted a self-assessment, prepared supporting documents totaling 71 items, and submitted them to the CAC website. Currently, the documents are under review by the CAC, and the results are expected to be announced by June 30<sup>th</sup>, 2024.

The Chairman invited the shareholders to ask questions or give opinions.

As there were no questions or opinions from the shareholders, the Chairman informed the Meeting that this agenda item was for acknowledgement, therefore, no voting was required.



### รากฐานมั่นคง ขนส่งตรงเวลา เคียงคู่ลูกค้า พัฒนาก้าวไกล

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ศูนย์บริการเบ็ดเสร็จ  
1 ซอยซอยปิ่นทอง 16  
แขวงคลองสามประเวศ เขตคลองเตย  
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# บริษัท มีนาทราขนส่ง จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

## **Agenda Item 3 To approve the financial statements for the year ended December 31<sup>st</sup>, 2023**

The Chairman assigned Mr. Kobchai Chitcuresakulchon to present the summary of the details of the financial statements for the year ended December 31<sup>st</sup>, 2023.

Mr. Kobchai Chitcuresakulchon, the Chief Executive Officer, presented the summary of the details of the financial statements for the year ended December 31<sup>st</sup>, 2023 as follows:

(Unit: Million Baht)

Details	Financial statements in which the equity method is applied		Separate financial statements	
	2023	2023	2023	2022
Total assets	1,345,824,060	1,331,511,402	1,331,511,402	1,161,404,692
Total liabilities	442,916,409	442,916,409	442,916,409	307,905,618
Total shareholder's equity	902,907,651	888,594,993	888,594,993	853,499,074
The revenue from transportation and concrete transportation services.				
	736,058,224	736,058,224	736,058,224	669,520,608
Revenue from sales	40,349,470	40,349,470	40,349,470	27,187,360
Total revenue	789,112,668	789,112,668	789,112,668	707,601,274
Share of profit from investment in associate	14,312,658	-	-	-
Net profit for the year	71,428,577	57,115,919	57,115,919	51,182,073
Earnings per share (Baht)	0.10	0.08	0.08	0.07

Mr. Kobchai Chitcuresakulchon, the Chief Financial Officer, informed the Meeting that the financial statements of 2023 for the year ended December 31<sup>st</sup>, 2023 were audited by an auditor from EY Office Limited. The auditor expressed an unqualified opinion, and it was approved by the Audit Committee and the Board of Directors. The operating results were as stated under Agenda Item 2. Shareholders could review the full financial statements in Form 56-1 One Report, which was sent to the shareholders along with the invitation to the Annual General Meeting of Shareholders.

The Chairman invited the shareholders to ask questions or give opinions.

As there were no questions or opinions from the shareholders, the Chairman requested the Meeting to approve the financial statements of the Company of 2023 for the year ended December 31<sup>st</sup>, 2023.

**Resolution** The Meeting considered the matter and resolved to approve the financial statements for the year ended December 31<sup>st</sup>, 2023, by a majority of votes of the shareholders who attended the Meeting and cast their votes (excluding abstentions) as follows:



รากฐานมั่นคง ขนส่งตรงเวลา เคียงคู่ลูกค้า พัฒนาก้าวไกล

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ศูนย์ลางกระเบื้อง  
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## บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

Approved	449,726,405 votes,	equivalent to	100.0000 percent
Disapproved	0 vote,	equivalent to	0.0000 percent
Abstained	0 vote,	not being counted as vote	
Void	0 vote,	not being counted as vote	

### **Agenda Item 4 To approve the dividend payment and to approve the appropriation of net profit as a legal reserve for the operating performance for the year ended December 31<sup>st</sup>, 2023**

The Chairman assigned Mrs. Suwanna Kajonwuttidet, a Director, the Chairman of Executive Committee and the Chief Executive Officer, to present the details of the dividend payment and the appropriation of net profit as a legal reserve to the Meeting.

Mrs. Suwanna Kajonwuttidet, a Director, the Chairman of Executive Committee and the Chief Executive Officer, informed the Meeting that according to the Public Limited Companies Act B.E. 2535, Section 115 stipulates that the company can distribute dividends only from profits and must obtain approval from shareholders. Section 116 requires the company to allocate a portion of not less than 5 percent of annual net profit as reserve, until the reserve capital reaches at least 10 percent of the registered capital.

Additionally, in accordance with the Company's dividend policy, the Company has a policy to pay dividends at a rate of not less than 40 percent of net profit of separate financial statements after deducting corporate income tax and various reserves as required by law and the Company's regulations each year. This will depend on business performance, financial status, financial liquidity, the necessity of funds for business management, and the Company's expansion. It is important that dividend payments do not impact on the normal operation of the Company's business.

For the Company's operating performance in 2023 in the separate financial statements, the Company had net profit of 57.12 million Baht and unappropriated retained earnings of 270.83 million Baht. Therefore, the Board of Directors deemed fit to appropriate the net profit for the year as a legal reserve according to the law, with an amount of 2.9 million Baht, equivalent to 5 percent of the net profit for the year. Additionally, the Company would pay a dividend from the Company's performance of 2023 to its shareholders, based on the total amount of paid-up capital, which was 734 million shares, at a rate of 0.03 Baht per share, totaling 22.02 million Baht, or 39 percent of the net profit, which is slightly below the Company's policy, but still equivalent to the percentage of dividend paid in the last year. The Company's Board of Directors has considered and believed that, for the benefit of the shareholders, it was therefore appropriate to allocate a portion of the profits to support investment expansion and to accommodate the transition from NGV engines to diesel engines, which would continue to generate returns for the shareholders.

The list of shareholders entitled to receive a dividend was set on May 2<sup>nd</sup>, 2024 (Record Date), and the dividend payment date was scheduled for May 17<sup>th</sup>, 2024.

The Chairman invited the shareholders to ask questions or give opinions.



#### รากฐานมั่นคง ขนส่งตรงเวลา เคียงคู่ลูกค้า พัฒนาก้าวไกล

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แขวงคลองสานปิ่นเกล้า เขตสาทร  
กรุงเทพฯ 10520  
โทร. 0-2172-8120





## บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

As there were no questions or opinions from the shareholders, the Chairman asked the Meeting to approve the appropriation of the net profit for the year 2023 as legal reserve and to approve the payment of dividends.

**Resolution** The Meeting considered and resolved to approve the payment of dividend for 0.03 Baht per share, for a total of 22.02 million Baht and the appropriation of profit of 2.9 million Baht as legal reserve by a majority of votes of the shareholders who attended the Meeting and cast their votes (excluding abstentions) as follows:

Approved	449,727,405 votes,	equivalent to	100.0000 percent
Disapproved	0 vote,	equivalent to	0.0000 percent
Abstained	0 vote,	not being counted as vote	
Void	0 vote,	not being counted as vote	

**Remark:** For this agenda item, there was an additional 1 shareholder attending the Meeting. The total number of shareholders in attendance and eligible to vote before this agenda item was 44 persons, representing 449,727,405 shares.

**Agenda Item 5** To appoint the directors to replace those due to complete their terms in 2024

The Chairman assigned the Meeting Moderator to present the details of this agenda item.

The Meeting Moderator informed the Meeting that according to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 18 of the Company's Articles of Association, at every annual ordinary meeting, (1/3) one-third of the directors shall vacate office. If the number of directors is not a multiple of three, the number of directors closest to (1/3) one-thirds shall vacate the office. The directors vacating office in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate office. A director who vacates office under this section may be re-elected.

For the 2024 Annual General Meeting of Shareholders, there were 3 directors vacating office as follows:

Name	Position
1. Mr. Nopporn Thepsittha	Chairman of the Board of Directors/ Independent Director / Audit Committee
2. Mrs. Suwanna Kajonwuttidet	Director / Chairman of Executive Committee / Chief Executive Officer
3. Ms. Patchareerat Kajonwuttidetpat	Director / Executive Director / Deputy Chief Executive Officer / Chief Operating Officer

From October 2<sup>nd</sup>, 2023 - December 31<sup>st</sup>, 2023, the Company requested shareholders to nominate individuals for consideration as directors via the Stock Exchange of Thailand system (SETLink) and the Company's website, but no shareholders submitted any nominations.



### รากฐานมั่นคง สนองตรงเวลา เคียงคู่ลูกค้า พัฒนาก้าวไกล

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สำนักงานกรุงเทพฯ  
455/12-14 ถนนพระรามหก  
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ศูนย์ลูกค้าบริการ  
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แขวงคลองสานปิ่นเกล้า เขตสาทร: กรุงเทพฯ 10520  
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The details and backgrounds of the directors vacating office are set out in Attachment 4, which was sent to the shareholders along with the invitation to the Annual General Meeting of Shareholders.

The Chairman informed the Meeting that in order to comply with the Principles of Good Corporate Governance and to allow shareholders to vote freely, the three directors whose terms had ended should log out of the Meeting until the end of this agenda item. As the chairman had to temporarily leave the Meeting, it was announced at the Meeting that Mr. Wiboon Rasmeepaisarn, Vice Chairman, would be appointed to conduct the Meeting.

Mr. Wiboon Rasmeepaisarn, Vice Chairman, informed the Meeting that the committee, excluding interested directors, had been thoroughly reviewed or considered through a rigorous process. All three retiring directors were knowledgeable and able to express independent opinions, possess appropriate qualifications, and did not possess disqualifying characteristics as stipulated in the Public Limited Companies Act B.E. 2535 and securities and securities market laws, including regulations and related announcements. The committee therefore passed a resolution approving and recommending to the ordinary shareholders meeting to elect the directors to fill the vacant positions, all three of whom would return to serve as the Company's directors and to appoint one of them as the chairman of the board, and directors of the company's sub-committees for another term.

The Vice Chairman invited the shareholders to ask questions or give opinions.

As no shareholders had any questions or comments, the Vice Chairman requested that the Meeting vote to re-elect the directors whose terms had ended for another term. The vote was conducted on an individual basis. After the vote, the Chairman instructed the Meeting Moderator to invite the re-elected directors to return to the Meeting.

**Resolution**    **The Meeting considered the matter and resolved to approve the appointment of the directors who were due to retire by rotation in 2024 to be the Company's directors for another term by a majority of votes of the shareholders who attended the Meeting and cast their vote (excluding abstentions) for each candidate individually as follows:**

**1) Mr. Nopporn Thepsithar**

**Chairman of the Board of Directors/  
Independent Director/  
Audit Committee**

Approved	449,472,905 votes,	equivalent to	100.0000 percent
Disapproved	0 vote,	equivalent to	0.0000 percent
Abstained	254,500 votes,	not being counted as vote	
Void	0 vote,	not being counted as vote	



## บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

### 2) Mrs. Suwanna Kajonwuttidet Director/ Chairman of Executive Committee / Chief Executive Officer

Approved	449,727,405 votes,	equivalent to 100.0000 percent
Disapproved	0 vote,	equivalent to 0.0000 percent
Abstained	0 vote,	not being counted as vote
Void	0 vote,	not being counted as vote

### 3) Ms. Patchareerat Kajonwuttidetpat Director/ Executive Director/ Deputy Chief Executive Officer/ Chief Operating Officer

Approved	449,727,405 votes,	equivalent to 100.0000 percent
Disapproved	0 vote,	equivalent to 0.0000 percent
Abstained	0 vote,	not being counted as vote
Void	0 vote,	not being counted as vote

### Agenda Item 6 To approve the remuneration of the directors for 2024

The Chairman assigned Mrs. Suwanna Kajonwuttidet to present to the Meeting the details of this agenda item.

Mrs. Suwanna Kajonwuttidet informed the Meeting that Section 90 of the Public Limited Companies Act B.E. 2535 (1992) stipulated that a company shall not pay money or give any other property to directors unless it was the payment of remuneration under the company's Articles of Association, and Clause 33 of the Company's Articles of Association stated that directors were entitled to receive remuneration from the Company in the form of reward, meeting allowance, pension, bonus, or other benefits in accordance with the Articles of Association or as determined by the shareholders' meeting, which may be a specific amount or based on criteria and may be set for a period of time or indefinitely until changed. In addition, directors were entitled to receive allowances and benefits according to the Company's regulations.

The Company's Board of Directors considered the determination of the remuneration for the directors in line with the Company's performance result, responsibilities, and performance of each director. The proposed remuneration was at an appropriate level comparable to the same industry and was sufficient to motivate and retain quality directors for the Company. Therefore, it was recommended that the shareholders' meeting approve the proposed remuneration for the directors and sub-committee directors of the Company at the same rate as the remuneration approved by the 2023 Annual General Meeting of Shareholders, totaling 2,340,000 Baht, as detailed below:



#### รากฐานมั่นคง สนับสนุนเวลา เคียงคู่ลูกค้า พัฒนาก้าวไกล

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แขวงคลองเตย เขตคลองเตย  
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Committee	Position	Year 2024 (Proposed year)	Year 2023	Other Remuneration / Benefits (Money and others)
		Monthly remuneration (month/person)	Monthly remuneration (month/person)	
Board of Directors	Chairman	60,000 Baht	60,000 Baht	-None-
	Director <sup>1</sup>	20,000 Baht	20,000 Baht	-None-
Audit Committee	Chairman	25,000 Baht	25,000 Baht	-None-
	Director	15,000 Baht	15,000 Baht	-None-
Executive Committee	Chairman	-	-	-None-
	Director	-	-	-None-

Remark<sup>1</sup>: The directors' remuneration shall only be paid to the independent directors and the directors who are not executives.

The Chairman invited the shareholders to ask questions or give opinions.

As there were no questions or opinions from the shareholders, the Chairman requested that the Meeting vote to approve the remuneration of the directors for 2024.

**Resolution** The Meeting considered the matter and resolved to approve the director's remuneration for 2024, as proposed to the Meeting, by not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting as follows:

Approved	449,727,405 votes,	equivalent to	100.0000 percent
Disapproved	0 vote,	equivalent to	0.0000 percent
Abstained	0 vote,	equivalent to	0.0000 percent
Void	0 vote,	not being counted as vote	

**Agenda Item 7** To consider and approve the appointment of the Company's auditor and determination of the audit fee for 2024

The Chairman assigned Mr. Wiboon Rasmeepaisarn, the Vice Chairman, the Independent Director and the Chairman of the Audit Committee, to present to the Meeting the details of the appointment of auditors and the determination of the audit fee for 2024.

Mr. Wiboon Rasmeepaisarn informed the Meeting that Section 120 of the Public Limited Companies Act B.E. 2535 (1992) stipulated that the annual general meeting of shareholders shall consider the appointment of an auditor and the determination of an audit fee of the Company for each year. The Meeting may reappoint the former auditor.

For 2024, the Audit Committee considered the selection of auditors in accordance with the guidelines of the Securities and Exchange Commission of Thailand based on factors such as the quality of audit work, allocation of sufficient and appropriate human resources, participation of auditors and audit team, exercise of professional judgment, and independence of auditors. After comparing auditors with the qualifications outlined in the guidelines, the Audit Committee

proposed its selection to the Board of Directors for consideration. The Board of Directors deemed appropriate to propose to the Meeting to appoint EY Office Limited ("EY") as the auditor of the Company for 2024. The Board of Directors approved the proposal and recommended that the shareholders appointed EY as the Company's auditor for 2024, with the certified public accountants proposed for appointment as follows:

1. Mr. Pornanan Kitjanawanchai Certified Public Accountant No. 7792 or
2. Ms. Isaraporn Wisutthiyon Certified Public Accountant No. 7480 or
3. Ms. Sumesa Tangyoosuk Certified Public Accountant No. 7627.

One such auditor would be designated as an auditor to express opinions on the Company's financial statements. In this regard, Mr. Pornanan Kitjanawanchai has been appointed as Company's auditor for 2 consecutive years since fiscal year of 2022. In the event that the appointed auditor was unable to perform the duties, EY would then provide another certified public accountant to perform such duties instead. In this regard, information about the auditor's qualifications had been sent to the shareholders along with the invitation to the Meeting, details as appear in Attachment 5.

In addition, the Audit Committee deemed appropriate to propose to the Meeting for approval of an audit fee for 2024 in the amount of 1,650,000 Baht, with the following details:

The proposed audit fee	Year 2024	Year 2023	Year 2022	Year 2021
Audit Firm	EY Office Limited	EY Office Limited	EY Office Limited	Pricewaterhouse Coopers ABAS Limited
Audit fee for quarterly review (3 quarters) and audit fee for the Company's financial statements	1,500,000 Baht	1,450,000 Baht	1,400,000 Baht	1,900,000 Baht
Audit fee for reviewing the associated company's performance which is included in the Company's financial statements in which the equity method is applied according to percentage held by the Company	150,000 Baht	100,000 Baht	The associate company had not been established	The associate company had not been established
<b>Total audit fee</b>	<b>1,650,000 Baht</b>	<b>1,550,000 Baht</b>	<b>1,400,000 Baht</b>	<b>1,900,000 Baht</b>

Therefore, the Audit Committee proposed the shareholders' meeting to consider approving the appointment of an auditor and the determination of the audit fee for 2024 as outlined above.

The Chairman invited the shareholders to ask questions or give opinions.

As there were no questions or opinions from the shareholders, the Chairman requested that the Meeting vote to approve the appointment of the Company's auditor and determination of the audit fee for 2024.

**Resolution** The Meeting considered the matter and resolved to approve the appointment of the auditor for 2024 from EY Office Limited as the Company’s auditor and the audit fee for 2024 of 1,650,000 Baht, as proposed, by a majority of votes of the shareholders who attend the Meeting and cast their votes (excluding abstentions) as follows:

Approved	449,727,405 votes,	equivalent to	100.0000 percent
Disapproved	0 vote,	equivalent to	0.0000 percent
Abstained	0 vote,	not being counted as vote	
Void	0 vote,	not being counted as vote	

**Agenda Item 8** To consider and approve the amendment of the Company’s Articles of Association to be in line with the Public Limited Companies Act (No. 4) B.E. 2565 and the amendment of the Company’s seal

The chairman assigned the Meeting Moderator to present the details of amendments of the Company’s Articles of Association to be in line with the Public Limited Companies Act (No. 4) BE 2565 and the amendment of the Company’s seal.

The Meeting Moderator, informed the Meeting that according to the amendment of the Public Limited Companies Act B.E. 2535 (No. 4), such stipulates that a public limited company can use electronic media for holding board of director’s meetings and shareholders' meetings, delivery of letters or documents as well as granting proxies in shareholders' meetings to reduce the burden and facilitate the business operations of public limited companies and the public. The Company had therefore amended the Articles of Association in Clauses 18, 22, 25, 26, 27, 34, 35, 36, 38, 39, 46, and 47 to align with the stipulations of the Public Limited Companies Act B.E. 2535 (No. 4). In addition, the Company had also amended its Company’s seal to ensure consistency with its trademark. Therefore, amendment of Clause 62 of the Articles of Association was made accordingly. Detail of the Amendment of the Company’s Articles of Association and Company’s seal are as follow:

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 18. At every annual ordinary meeting, (1/3) one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to (1/3) one-third shall vacate.</p> <p>The directors vacating from office in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate.</p> <p>A director who vacates office under this section may be re-elected.</p>	<p>Clause 18. At every annual ordinary meeting, (1/3) one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to (1/3) one-third shall vacate.</p> <p>The directors vacating from office in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate.</p> <p>A director who vacates office under this section may be re-elected.</p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 22. In the case where the whole board of directors vacates office, the vacated board of directors shall remain in office to conduct the business of the company as necessary, until the new board of directors takes office, unless the court otherwise orders in the case where the board of directors vacates office by a court order.</p> <p>The vacated board of directors shall call a meeting of shareholders to elect a new board of directors within one (1) month as from the date of vacancy, by serving a written notice calling a meeting of shareholders not less than (14) fourteen days prior to the date of the meeting. The meeting invitation shall be published in a newspaper <del>at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting</del></p>	<p>Clause 22. In the case where the whole board of directors vacates office, the vacated board of directors shall remain in office to conduct the business of the company as necessary, until the new board of directors takes office, unless the court otherwise orders in the case where the board of directors vacates office by a court order.</p> <p>The vacated board of directors shall call a meeting of shareholders to elect a new board of directors within one (1) month as from the date of vacancy, by serving a written notice calling a meeting of shareholders not less than (14) fourteen days prior to the date of the meeting. The meeting invitation <u>shall be published in a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In the case that the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 25. The meeting of the board of directors shall be held <del>at least three (3) times a month.</del></p>	<p>Clause 25. The meeting of the board of directors shall be held <u>at least once (1) every three (3) months.</u></p>
<p>Clause 26. The meeting of the board of directors shall be held in the locality in which the head office of the company is situated or a neighboring province or at other place determined by the chairman of the board or any person authorized by the chairman of the board.</p>	<p>Clause 26. The meeting of the board of directors shall be held in the locality in which the head office of the company is situated or a neighboring province or at other place <u>in the Kingdom of Thailand</u> determined by the chairman of the board or any person authorized by the chairman of the board, <u>or the meeting may be operated by electronic media in accordance with the laws on electronic meetings. In such event, the location of the company's head office shall be deemed as the place of meeting.</u></p>
<p>Clause 27. In summoning a meeting of the board of directors, the chairman of the board or any person authorized by the chairman of the board shall send</p>	<p>Clause 27. <u>The chairman of the board shall be a person who calls the meetings of the board of directors.</u></p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>the notice of meeting to the directors not less than <del>seven (7)</del> days prior to the meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the company, the meeting may be called by <del>other methods</del> and an earlier meeting date may be chosen.</p> <p><del>In a case that two or more directors request the calling of the meeting of the board of directors, the chairman of the board shall proceed to call for a meeting of the board of directors to be held within fourteen (14) days as from the date of receipt of such request.</del></p>	<p>In summoning a meeting of the board of directors, the chairman of the board or any person authorized by the chairman of the board shall send the notice of meeting to the directors not less than <u>three (3) days</u> prior to the meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the company, the meeting may be called <u>by electronic means or any other means</u> and an earlier meeting date may be chosen. <u>In a case that the directors requested or gave consent to the delivery of notices or documents by electronic means, the chairman of the board or any person authorized by the chairman of the board may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p> <p><u>In the case it is necessary or urgent to preserve the rights or benefits of the company, two (2) or more directors may jointly request the chairman of the board to call for a meeting of the board of directors whereby the subjects and reasons for calling for such meeting shall be stated in such request for the meeting to consider. In this regard, the chairman of the board shall proceed to call for a meeting to be held within fourteen (14) days as from the date of receipt of such request.</u></p> <p><u>In the case that the chairman of the board does not perform according to the third paragraph, the directors who have requested the meeting of the board of directors may jointly call for the meeting of the board of directors, for the consideration of the requested matter, to be held within fourteen (14) days as from the date of completion of the period under the third paragraph.</u></p> <p><u>In the case that there is no chairman of the board for any reasons, the vice-chairman of the board shall call for the meeting of the board of directors. In the case that there is no</u></p>



Current Articles of Association	Proposed of Amendment of Articles of Association
	<p><u>vice-chairman of the board for any reasons, two (2) or more directors may jointly call for the meeting of the board of directors.</u></p>
<p>Clause 34. The meeting of shareholders shall be held in the locality in which the head office of the company is situated or a neighboring province.</p>	<p>Clause 34. The meeting of shareholders shall be held in the locality in which the head office of the company is situated or a neighboring province <u>or at other place determined by the board of directors or any person authorized by the board of directors, or the meeting may be held by electronic media in accordance with the laws on electronic meetings. In the case that the meeting is held by electronic media, it shall be deemed that the location of the company's head office is the place of meeting.</u></p>
<p>Clause 35. The board of directors shall call a meeting of shareholder which is a “ordinary meeting of shareholders” within four (4) months as of the date of fiscal year ending of the company.</p> <p>All other shareholder meetings of shareholders shall be called “extraordinary general meetings.”</p> <p>The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. The board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In the case that the board of directors does not hold such meeting within forty-five (45) days as from the date of receipt of such request from the shareholders, the shareholders who</p>	<p>Clause 35. The board of directors shall call a meeting of shareholder which is an “<u>annual</u> ordinary meeting of shareholders” within four (4) months as of the date of fiscal year ending of the company.</p> <p>All other shareholder meetings shall be called “extraordinary general meetings.”</p> <p>The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. <u>In this regard</u>, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In the case that the board of directors does not hold such meeting within forty-five (45) days as from the date of receipt of such request from the shareholders, the shareholders who subscribe their names or other</p>



บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

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MENA TRANSPORT PUBLIC COMPANY LIMITED

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>subscribe their names or other shareholders holding the aggregate number of shares as prescribed in this Article, request the meeting by themselves within forty-five (45) days from the completion of the period referred to in the third paragraph, <del>and</del> it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting. In the case that the quorum of the meeting convened by the shareholders' request according to the fourth paragraph cannot be formed as required by Article 37, the shareholders who subscribe their names or other shareholders or other shareholders who requested to convene a shareholder meeting shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>	<p>shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty-five (45) days from the completion of the period referred to in the third paragraph. <u>In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.</u></p> <p><u>In the case that the shareholders call for an extraordinary meeting according to the fourth paragraph, the shareholders who call for the meeting may send notice of meeting to shareholders by electronic means provided that the shareholders have already sent their requests or given consent to the company or the board of directors.</u></p> <p>In the case that the quorum of the meeting convened by the shareholders' request according to <u>the fourth paragraph</u> cannot be formed as required by Article 37, shareholders who subscribe their names or other shareholders who requested to convene a shareholder meeting shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>
<p>Clause 36. In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar</p>	<p>Clause 36. In summoning a meeting of shareholders, regardless of attending in person or by electronic means, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, <u>as the case may be</u>, including the opinions of the board of directors on such matters, and</p>



รากฐานมั่นคง ขนส่งตรงเวลา เคียงคู่ลูกค้า พัฒนาก้าวไกล

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# บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper <del>at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</del></p>	<p>shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper <u>or an electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</u> In a case where the <u>shareholders requested or gave consent to the delivery of notices or documents by electronic means, the company or the board of directors may send notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 38. At a meeting of shareholders, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p> <ol style="list-style-type: none"> <li>(1) Number of shares held by the grantor;</li> <li>(2) Name of the proxy;</li> <li>(3) Meeting reference number that the proxy is granted to attend and vote.</li> </ol>	<p>Clause 38. At a meeting of shareholders, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p> <ol style="list-style-type: none"> <li>(1) Number of shares held by the grantor;</li> <li>(2) Name of the proxy;</li> <li>(3) Meeting reference number that the proxy is granted to attend and vote.</li> </ol> <p><u>The appointment of a proxy as mentioned in paragraph one may be made by electronic means in accordance with the relevant laws and regulations, provided that such means are safe and it can be proven that the proxy has been appointed by the shareholder itself.</u></p>



บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

คุณยิ้ม... เรายิ้ม

MENA TRANSPORT PUBLIC COMPANY LIMITED

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 39. The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to change the order of the agenda by the affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the meeting.</p> <p>After the meeting has considered all agenda items specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.</p> <p>In the event that the meeting cannot complete consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders in time, and the postponement of the meeting is necessary, the meeting shall determine the place, date, and time of the next meeting and the board of directors shall send the notice of meeting specifying the place, date, time, and agenda of the meeting to the shareholders at least seven (7) days prior to the date of the meeting. The meeting invitation shall be published in a newspaper for at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting</p>	<p>Clause 39. The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to change the order of the agenda by the affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the meeting.</p> <p>After the meeting has considered all agenda items specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.</p> <p>In the event that the meeting cannot complete consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders in time, and the postponement of the meeting is necessary, the meeting shall determine the place, date, and time of the next meeting and the board of directors shall send the notice of meeting specifying the place, date, time, and agenda of the meeting to the shareholders at least seven (7) <u>days</u> prior to the date of the meeting. In this regard, the meeting invitation shall be published in a newspaper <u>or electronic media in accordance with the relevant laws and regulations</u> for at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. <u>In the case that the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 46. In a case where the company wishes to reduce the amount of its registered capital, the notice of the</p>	<p>Clause 46. In a case where the company wishes to reduce the amount of its registered capital, the notice of the</p>



สำนักงานใหญ่  
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โทร. 0-3620-0321

สำนักงานกรุงเทพฯ  
455/12-14 ถนนพระรามหก  
แขวงถนนเพชรบุรี เขตราชเทวี  
กรุงเทพฯ 10400  
โทร. 0-2613-9450  
แฟกซ์. 0-2613-9927

ศูนย์ลาดกระบัง  
1 ซอยซอยปิ่นเกล้า 16  
แขวงคลองสามวาเขต เขตลาดกระบัง  
กรุงเทพฯ 10520  
โทร. 0-2172-8120

รากฐานมั่นคง ขนส่งตรงเวลา เคียงคู่ลูกค้า พัฒนาก้าวไกล





## บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>meeting's resolution to reduce the amount of the registered capital shall be sent to the creditor(s) of the company within fourteen (14) days as from the date of the shareholders' votes. Creditor(s) have the rights to object to the capital reduction within two (2) months from the date the notification is received. Such meeting's resolution shall be published in a newspaper within fourteen (14) days from the date of the shareholders' resolution for at least three (3) consecutive days.</p>	<p>meeting's resolution to reduce the amount of the registered capital shall be sent to the creditor(s) of the company within fourteen (14) days as from the date of the shareholders' votes. Creditor(s) have the rights to object to the capital reduction within two (2) months from the date the notification is received. Such meeting's resolution shall be published in a newspaper <u>or electronic media in accordance with the relevant laws and regulations</u> within fourteen (14) days from the date of the shareholders' resolution for at least three (3) consecutive days. <u>In the case that the company's creditor(s) have requested or given consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of resolution to reduce the amount of the registered capital by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 47. The payment of dividends shall not be announced, except by the resolution of shareholder meeting or the resolution of board of directors meeting, in case of interim dividend.</p> <p><del>The notice of such dividend payment shall be sent to the shareholders and published in a newspaper at least three (3) consecutive days and the dividend payment shall be made within one (1) month from the date of the board of directors' votes.</del></p>	<p>Clause 47. The payment of dividends shall not be announced, except by the resolution of shareholder meeting or the resolution of board of directors meeting, in case of interim dividend.</p> <p><u>The dividend payment shall be made within one (1) month from the date of the meeting of shareholders or the board of directors' votes, as the case maybe. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper or electronic media in accordance with the relevant laws and regulations for at least three (3) consecutive days. In the case that the shareholders have requested or given consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of dividend payment by electronic means in accordance with the relevant laws and regulations.</u></p>

Details of Amendment of the Company Seal (which is part of the company regulations) are as follows:

Current Company Seal	Proposed of Amendment of Company Seal
Clause 62. The company seal shall have the following characteristics. 	Clause 62. The company seal shall have the following characteristics. 

The Chairman invite the shareholders to ask questions or give opinions.

As there were no questions or opinions from the shareholders, the Chairman requested that the Meeting vote to approve the of the company's Articles of Association to be in line with the Public Limited Companies Act (No. 4) B. E. 2565 and the amendment of the Company's seal.

**Resolution** The Meeting considered the matter and resolved by not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting and had a right to vote, to approve the amendment of the Company's Articles of Association to be in line with the Public Limited Companies Act (No. 4) BE 2565 and the amendment of the Company's seal as follows:

Approved	449,727,405 votes,	equivalent to	100.0000
Disapproved	0 votes,	equivalent to	0.0000
Abstained	0 votes,	equivalent to	0.0000
Void	0 votes,	not being counted as vote	

#### **Agenda Item 9 Others (if any)**

The Chairman informed the Meeting that in accordance with Section 105 of the Public Limited Companies Act, B.E. 2535 (1992), shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the Meeting to consider other matters not specified in the notice of shareholders' meeting. Therefore, this agenda item provided opportunities for shareholders to consider other matters.

As there were no shareholders proposing another agenda item for consideration and as all the agendas items were considered, the Chairman then welcomed inquiries and suggestions from the shareholders and asked the relevant directors and officers to answer the questions and consider the suggestions, which are summarized as follows.



บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

(1) Mr. Narongchai Ratanachan, a shareholder attending the meeting online, has the following questions:

**1.1 The net profit margin of Q'4/2023 which is 9.1% considered as the lowest point (bottom) compared to the 2024 target or not?**

Mrs. Suwanna Kajonwuttidet Director, Chairman of Executive Committee, Chief Executive Officer answered the question: According to the regulations of the Stock Exchange of Thailand, the Company is in the process of preparing to disclose the financial statements for the first quarter of 2024, and therefore, cannot disclose profit figures to shareholders at this time. The Company would like to announce its revenue target for 2024, aiming for a 15% growth from prior year by expanding its fleet by approximately 50 vehicles in the first half of the year, including about 40 mixer trucks and approximately 10 trailers. In the past year, 2023, the Company expanded its fleet by a total of 117 vehicles, the revenue from which will be fully recognized in 2024. Coupled with the government's economic stimulus investments, approved in the second quarter of 2024 onwards, it is expected to further enhance revenue and growth in the construction sector. Additionally, investments by the private sector in the industrial factory group in the Eastern Economic Corridor (EEC) are also anticipated, where the Company has increasingly dispatched vehicles to the East to accommodate the rising workloads.

The Chairman further responded to the queries stating that the Company's operations in 2024, which include investments in fleet expansion, are a source of the Company's revenue. Additionally, the Company has opportunities for new investments in various areas, which serve as a reserve of funds to provide opportunities for further investment in expanding the transportation base from industrial products to consumer products, and enhancing the Company's sustainable growth. However, the world economy and market conditions in this year pose considerable risk. The Company has considered opportunities for expansion and risk prevention, aiming to continue its steady growth for highest benefit of the Company and its shareholders.

**1.2 Did the reduction in depreciation and investments impact the Company's profit and loss?**

Mr. Kobchai Chitcuresakulchon Executive Director, Chief Financial Officer and Company Secretary answered the question that, in 2023, depreciation expenses decreased because many vehicles were fully depreciated during the year. Depreciation and amortization for 2023 decreased by approximately Baht 12 million compared to 2022.

**1.3 What are the positive and negative factors affecting the Gross Profit Margin (GPM) in 2023 compared to 2024; Will the Company be able to perform better than 2023?**

Mr. Kobchai Chitcuresakulchon Executive Director, Chief Financial Officer and Company Secretary answered the question that the first positive factor is the Company has increased its fleet, with 117 vehicles added in 2023 and an additional 50 vehicles in 2024, enhancing the Company's readiness to handle incoming workloads. The second factor is the delay in government budget allocation from 2023, which means it has only 5 - 6 months for spending the budget in 2024, typically towards the end of the years. Normally, the government would have the 2025 budget approved by then, stimulating public sector expenditure. The third factor is that

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สำนักงานกรุงเทพฯ  
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1 ซอยซอยปิ่นทอง 16  
แขวงคลองสามประเวศ เขตคลองเตย  
กรุงเทพฯ 10520  
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บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)  
MENA TRANSPORT PUBLIC COMPANY LIMITED

the Company is a leader in the mixer business and is well-recognized by customers, making it the first company that customers think of when they need such services.

Negative factors include, firstly, the increase in depreciation costs due to fleet expansion. Secondly, the Middle East conflicts may impact the economy and tourism. The Company's management and Board of Directors closely monitor and assess the situation. Thirdly, the La Niña phenomenon, which tends to increase rainfall, especially in September, the month with the highest annual rainfall, may affect the Mixer transportation business, as the rain would affect concrete specific hardening time which may cause delays in the Company's transportation services.

#### 1.4 What are the top 3 key KPIs for 2024 that the management uses to assess the Company's performance?

Mrs. Suwanna Kajonwuttidet Director, Chairman of Executive Committee, Chief Executive Officer answered the question that, in 2024, the Company established KPIs known as MG, which every employee understands the Company's goals. The core actions include sustainable growth, with the Company aiming for continuous revenue growth; cost management to achieve savings through economies of scale, controlling maintenance costs, repair costs, tire expenses, and fuel costs within specified limits; transparent management and internal controls that are internal audit; and a focus on ESG (Environmental, Social, and Governance), which the Company is currently studying.

#### 1.5 Regarding the revenue, what is the proportion of revenue from clients with a fixed service contract, and in cases where costs change, can the price be renegotiated monthly like other services? How does this work?

Mr. Kobchai Chitcuresakulchon Executive Director, Chief Financial Officer and Company Secretary answered the question that fixed-rate services or rental service account for only 1-2% of the Company's total revenue, and these fixed-rate contracts do not include the cost of fuel. Therefore, there is no need to request an adjustment of service prices in the event of changes in fuel costs.

#### (2) Ms. Jinda Lakchaimongkol, a shareholder attending the meeting online, has questions about the first four months of 2024: What have been the trends for MENA and TDM businesses, and what are the trends for the remainder of the year 2024?

Mrs. Suwanna Kajonwuttidet Director, Chairman of Executive Committee, Chief Executive Officer answered the question that the Company's business and TDM are managed separately with clear distinctions. The Company's core business, which involves providing transportation services using mixer trucks, is still following the market condition that has not yet seen positive factors from government investments. The Company's management believes that once the government budget is approved and there is expenditure on various infrastructure projects, the concrete market will grow, which will help the Company to achieve its targeted revenue.



#### รากฐานมั่นคง ขนส่งตรงเวลา เคียงคู่ลูกค้า พัฒนาก้าวไกล

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1 ซอยซอยปิ่นเกล้า 16  
แขวงคลองสานปิ่นเกล้า เขตลางกระเบื้อง  
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บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)  
MEN A TRANSPORT PUBLIC COMPANY LIMITED

As for TDM, the performance trends are improving. TDM's business involved transporting consumer goods for CJ and TD shops, which are investments that yield good returns and are worth investing in.

**(3) Mr. Korakot Nirandpakorn, a shareholder attending the meeting online, has the following questions:**

**3.1 When will the government budget for 2024 be available, and are there any new projects funded by the state budget for 2024 that have commenced?**

Mr. Kobchai Chitcuresakulchon Executive Director, Chief Financial Officer and Company Secretary answered the question that the 2024 government's budget has been reviewed and is currently in the process of being submitted for royal endorsement. It is expected to be approved quickly, which will positively impact the Company's business, especially in the sectors of infrastructure construction.

**3.2 How much revenue do the top 5 suppliers to Flash Express generate per month, and in what year will the Company reach the top 5?**

Mr. Kobchai Chitcuresakulchon Executive Director, Chief Financial Officer and Company Secretary answered the question that the Company's services for Flash Express is in the initial stages, where the services are in the trial phase.

**3.3 In comparison between Q1'2024 and Q4'2023, what are the trends for sales volume of concrete transportation, Gross Profit Margin (GPM) and Selling and Administrative Expenses (SG&A)?**

Mr. Kobchai Chitcuresakulchon Executive Director, Chief Financial Officer and Company Secretary answered the question that the Quarter 1'24 financial data is currently in the process of closing. The Company anticipates announcing its operating performance again on May 10, 2024, so shareholders are requested to follow up again at that time.

**3.4 Would the Company has any upcoming new S-Curve deals besides taking on projects from Flash Express?**

Mrs. Suwanna Kajonwuttidet Director, Chairman of Executive Committee, Chief Executive Officer answered the question that the Company is currently in negotiations with other parties besides Flash Express for e-commerce transportation, which is seen as a new S-Curve that the Company will manage and seek further investment opportunities in the future.

**(4) Mr. Wichai Phububphaphan, a shareholder attending the meeting online, has questions regarding whether the government budget for 2024 will be implemented before May 2024, and what is the business trend of the Company for Q1'2024 compared to Q4'2023?**

Mr. Kobchai Chitcuresakulchon Executive Director, Chief Financial Officer and Company Secretary answered the question that the government budget for 2024 is currently in the



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สำนักงานกรุงเทพฯ  
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บริษัท มีนาทรานสปอร์ต จำกัด (มหาชน)

MENA TRANSPORT PUBLIC COMPANY LIMITED

process of being submitted for royal endorsement, as previously mentioned. As for the Company's performance in the first quarter, please await further updates as already informed.

**(5) Mr. Phawat Niphapat, a shareholder attending the meeting online, has a question: How many new vehicles has TDM launched in 2024 so far?**

Mrs. Suwanna Kajonwuttidet Director, Chairman of Executive Committee, Chief Executive Officer answered the question that in 2024, TDM has launched approximately 16 new vehicles owned by TDM, which does not include additional vehicles from subcontractors.

**(6) Miss Umachasaya Charoenchai, a shareholder rights protector attending the online meeting as a proxy of the Thai Investors Promotion Association, suggested that companies listed in the Stock Exchange of Thailand should organize shareholder meetings both on-site and online simultaneously, known as a Hybrid format. This would conveniently facilitate communication and interaction between shareholders, executives, and the company's board of directors.**

The Chairman responded to the suggestions by stating that the board is currently considering changing the meeting format to an on-site meeting, which would make it easier for directors, executives, and shareholders to meet and communicate more conveniently. However, there are also advantages from conducting online meetings, such as travel time and energy saving, which are corresponding to the Company's priorities and concerns on reduction of global warming issues. During the period of considering changes to the meeting format, any shareholders who have questions, concerns, or comments can contact the Company's investor relations department at any time or may visit the Company's office to make inquiries directly, without having to wait for the annual general shareholder's meeting that is held once a year.

Before closing the Meeting, the Chairman expressed his gratitude to the shareholders for their inquiries and interest in the Company's growth direction. The Company's board of directors has carefully reviewed and considered the Company's strategies to expand the business sustainably, solidly, and profitably, to provide returns to the shareholders.

As there were neither further inquiries nor suggestions from the shareholders, the Chairman then declared the Meeting adjourned.

**The Meeting was adjourned at 11:50 hrs.**

Mena Transport Public Company Limited

- Signature -

(Mr. Nopporn Thepsittha)

Chairman of the 2024 Annual General Meeting of Shareholders

- Signature -

(Mr. Kobchai Chitcuresakulchon)

Company Secretary

Recorded the Minutes of the Meeting

รากฐานมั่นคง ขนส่งตรงเวลา เคียงคู่ลูกค้า พัฒนาก้าวไกล



สำนักงานใหญ่  
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