

Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021

TWZ Corporation Public Company Limited

Held on Friday, November 19, 2021

By conducting a meeting via electronic media (E-EGM), TWZ Corporation Public Company Limited

No. 269 Ratchadaphisek Road, Ratchadaphisek, Din Daeng, Bangkok

TWZ Corporation Public Company Limited (“Company”) was determined the Extraordinary General Meeting of Shareholders No. 2 /2021 on Friday, November 19, 2021, and the book closure date of October 24, 2021 under section 225 of the securities and exchange act B.E. 2535 (1992) (as amended), on which the number of the shareholders is 23,626 persons or 14,893,427,941 shares.

Directors present at the Meeting:

- | | |
|---|---|
| 1. Mr. Puttachat Rungkasiri | President |
| 2. Mr. Kittipong Kittipassorn | Director and Deputy Managing Director |
| 3. Asst. Prof. Dr. Tippakorn Rungkasiri | Director |
| 4. Miss Kaikae Cherdvisavapan | Director |
| 5. Mr. Pat Lapanun | Director |
| 6. Mr. Nuttachai Charoenkajonkul | Director |
| 7. Mr. Phongcham Samphaongern | Independent Director and Chairman Audit Committee |
| 8. Mr. Bundal Udol | Independent Director and Audit Committee |
| 9. Mr. Montree Dailerdsin | Independent Director and Audit Committee |

Directors absent at the Meeting:

-none-

Executives present at the Meeting:

- | | |
|-----------------------------|--|
| - Miss Nalinee Pratusorn | Director of Human Resource Management Department and the Company Secretary |
| - Mr. Sakol Pawitranon | Director of Business Development |
| - Mr. Thanachit Dechpongrom | Assistance Director of Sales Department and Acting Director of Sales |
| - Miss Ponpun Rungroj | Assistance Director of Accounting and Finance and Acting Director of Accounting and Finance |

Other attendees:

1. Mr. Rapongsit Paopuree Legal Advisor

The meeting commenced at 10:00 a.m.

MC declared the rights and procedures for ballot casting as follows.

Under the circumstance of Coronavirus 2019 (COVID-2019) outbreak, the shareholders meeting involves gathering, which may risk person-to-person transmission of the virus. Thus, realizing the shareholders' health concerned and reduction of COVID-2019 pandemic spreading, the Company requests for cooperation from all shareholders to consider appointing the Company's independent directors who have no conflict of interest with any of the meeting agenda a proxy to attend the meeting on shareholder's behalf instead of attending the physical meeting, according to the law and regulation, the Annual General Shareholders' Meeting must be attended by at least 25 shareholders or not less than half of the total shareholders, whichever is lower and the attended shareholders must together hold not less than 1/3 (one-third) of the total shares to constitute a quorum. Currently, the Company has received some amount of proxies from shareholders and satisfied the requirement by law and regulation to constitute a quorum to convene the Extraordinary General Meeting of Shareholders.

Procedures for voting by attendees in person and the proxies

1. In this Extraordinary General Meeting of Shareholders, voting one share is equal to one vote. However, in conducting the Meeting in each agenda if no shareholders disagree or abstain, it shall be deemed that shareholders agree unanimously as proposed by the Chairman. For voting (e-Voting), shareholders shall select agenda to vote, the system will show the voting status 1. Agree (green colour), 2. Disagree (red colour), 3. Abstain (orange colour). If shareholder wants to cancel the last vote, press "Cancel the latest vote". Shareholders can amend their votes until that agenda is closed for voting.
2. In the event that the proxy received proxies from many shareholders, select "User Icon" and click on the "Switch Account" button to access other accounts.
3. Any shareholder who has a special interest in any agenda will not have the right to vote in that agenda.
4. Shareholders have time to vote for 1 minute after notification of opening of voting for each agenda item and when voting results in each agenda has been closed, the results of that agenda will be announced to the Meeting.
5. Shareholders who gave proxy to others to attend the Meeting and is in form of voting according to the wishes of the shareholders, the Company has scored agree, disagree or abstain according to the shareholders' wishes, recorded in the registration for voting according to each agenda.

Sending and answering questions in the meeting room

1. Before voting on each agenda item, the company will allow the attendees to ask questions. or express opinions on issues related to that agenda as appropriate

2. Shareholders who wish to ask questions or express opinions on any agenda, can ask questions by press the symbol “Question”, select agenda which to ask questions and typing questions then press the symbol “Send Question”. In case shareholders would like to ask questions by voice message, can select “Record” and ask questions by voice then press to “Stop for Record” when the question is done then press "Send Question" to send the question by voice message. Shareholders should inform name and surname before asking questions every time. The Executives will answer your questions when the Meeting is finished.

3. In case of questions related to that agenda are sent into the system in large numbers, the company will consider the selection of questions as appropriate

MC invited Mr. Puttachat Rungkasiri, Chairman of the Board of Directors to act as the meeting chairman, opening the meeting and proceeding the meeting.

Mr. Puttachat Rungkasiri, Chairman, informed the meeting that there were 60 shareholders attending the meeting in person, including him, representing 2,110,065,064 shares and 54 shareholders attending by proxy, representing 2,861,797,718 shares. In total, there were 114 shareholders, representing 4,971,862,782 shares or 33.3829 of the total paid-up shares (the number of shareholders as of the record date of October 26, 2021 is 23,626 shareholders in total, representing 14,893,427,941 shares) Therefore, a quorum was formed as stipulated in the Company's Articles of Association. Therefore, the Company would like to open the meeting and conduct according to the agendas. Ms. Nalinee Pratubsorn, the Company secretary, explained the objectives and reasons for the meeting agendas and summarized the resolution to the shareholders as assigned.

Agenda Item 1: To approve Minutes of the 2021 Annual General Meeting of Shareholders

The Company secretary asked the meeting to acknowledge the minutes of the 2021 AGM held on 30 April that the Company held the Extraordinary General Meeting of Shareholders No. 1 / 2121 on February 25, 2021 at 10.00 a.m., in which the Company prepared the minutes of the meeting and delivered a copy of the minutes of the meeting to the Office of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand and the Ministry of Commerce as to comply with the law, including publishing on the Company's website and sending to the shareholders for consideration as details shown in Attachment 1.

The Board of Directors has considered it appropriate to propose to the shareholders' meeting to consider and approve the minutes of the meeting.

The Chairman then welcomed shareholders' queries. In the absence of such queries and views, it is concluded that the meeting resolved to certify the Minutes of the 2021 Annual General Meeting of Shareholders as proposed by a majority vote of the shareholders who attended the meeting and cast their votes.

Resolution: The Meeting approved the Minutes of the 2021 Annual General Meeting of Shareholders held on April 30, 2021 at 10.00 a.m. at TWZ Corporation Public Company Limited located at 269 Ratchadaphisek Road Ratchadaphisek Sub-district, Din Daeng District, Bangkok 10400
The Shareholder's meeting resolved to approve with the following majority vote of shareholders who attended the meeting and voted:

| | | | |
|-----------------|-------------------|----------------------------|-----------------------------------|
| Approved | Numbers of votes: | 4,472,388,346 votes | Percentage share: 99.9971 |
| Disapproved | Numbers of votes: | 127,500 vote | Percentage share: 0.0028 |
| Abstained | Numbers of votes: | 504,326,436 vote | Percentage share: 0.0000 |
| Invalid ballots | Numbers of votes: | 0 vote | Percentage share: 0.0000 |
| | Total | 4,976,842,282 votes | Percentage share: 100.0000 |

Agenda Item 2 To consider and approve the issuance of newly issued ordinary shares in the amount of not more than 4,964,475,981 shares with a par value of 0.10 Baht to the existing shareholders on a proportional basis (Rights Offering) at the rate of 3 existing shares per 1 newly issued share at the offering price of 0.10 Baht per share

The Company secretary Due to the company has bonds matured on January 24th, 2022, and also has plans to invest in other businesses in the future to diversify the risk of the Company's existing business operations. Therefore, the company needs to prepare capital by requesting the meeting to consider and approve the issuance and allocation of newly issued ordinary shares in the amount not more than 4,964,475,981 shares (four thousand nine hundred sixty-four million four hundred seventy-five thousand nine hundred eighty-one shares) with a par value of 0.10 Baht (ten satang) per share to be issued and offered to the existing ordinary shareholders of the Company in proportion to their shareholding (Rights Offering) at the offering price of 0.10 Baht (ten satang) per share, which is equal to the par value. In case of maximum subscription, the company will receive the total amount of not more than 496,447,598.10 Baht, which the company will use to pay off bond that has maturity date on January 24th, 2022 in the amount of not more than 420,000,000.00 Baht and the remaining amount of not more than 76,447,598.10 Baht will be used to support other business

expansions in the future, including working capital (The use of such funds may change the proportion of use according to the ability of fundraising as well as the appropriateness of investment in each situation in the future for other new business projects that the company considers that there is a good return and benefit to the Company itself and its shareholders by complying with the rules and regulations of the Stock Exchange of Thailand according to the Acquisition and Disposal of Asset) by allocating at the ratio of 3 existing shares to 1 newly issued ordinary shares. In the case of fractions of shares, such fractions shall be rounded off and the shareholders can subscribe for the newly issued ordinary shares in excess of their rights by allocating the newly issued ordinary shares that have not been subscribed in the first allocation to the shareholders who oversubscribe and paid the subscription price for all shares by allocating the remaining shares to be in accordance with the existing shareholding proportion of the shareholders who oversubscribe in every round (“Right Offering”). The allotment of oversubscribed shares shall be in accordance with the following details:

- 1) In the case of shares remaining from the allocation to the existing shareholders of the Company in proportion to the number of shares in the first round or equal to the number of shares that the existing shareholders have oversubscribed. The Company will allocate the remaining shares to all shareholders who oversubscribe in proportion to their existing shareholding proportions and receive full payment for the subscription amount shown to all oversubscribe.
- 2) In the case that there are shares remaining from the allocation to the existing shareholders of the Company in proportion to their shareholding in the first round in the amount of less than the number of shares oversubscribed by the existing shareholders. The Company will allocate the remaining shares as follows:
 - 2.1) The Company will allocate such remaining shares by multiplying the existing shareholding proportion of each oversubscribed person by the number of remaining shares. The result of the calculation will be equal to the number of shares that each over subscriber is entitled to be allocated and not more than the number of shares that each shareholder has subscribed and paid the subscription price in full.
 - 2.2) In the event that there are still remaining shares after the allocation pursuant to Clause 2.1), the Company will allocate such remaining shares to each over subscriber who has not been fully allocated according to the original shareholding of the shareholders who oversubscribe by bringing the shareholding proportion of those who subscribe more than his/her rights of each individual multiplied by the number of shares remaining. The result of the calculation is equal to the number of shares that each oversubscriber is entitled to allotment. In the case of fractions of shares, such fractions shall be rounded off.
However, the number of shares to be allocated must not exceed the number of shares that each shareholder has subscribed and paid the subscription price in full amount. The Company will

allocate shares to those who oversubscribe according to the method under this clause until there are no remaining shares from the allocation.

In the case of subscription for newly issued ordinary shares by Right Offering, this results in any subscriber holding or bypassing the trigger point required by law to make a tender offer for all securities of the Company. The subscriber is obliged to act in accordance with the relevant laws and regulations.

In this regard, the date for determining the names of the shareholders who are entitled to offer for sale of newly issued ordinary shares in the offering of newly issued ordinary shares of the Right Offering (Record Date) is October 26th, 2021 and the date for the subscription of the newly issued ordinary shares date is during 13th – 20th December 2021, which is 6 working days totally. However, the determination of such rights is still uncertain and subject to obtain an approval from this Extraordinary General Meeting of Shareholders.

In this regard, the Executive Committee and/or the Executive Committee and/or the Chief Executive Officer or a person who is the Board of Directors or the Executive Committee or the Chief Executive Officer assigned is ones who have an authority to take any action relating to the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Right Offering) and the allocation of such newly issued ordinary shares, including but not limited to

- 1) Determination or amendment of conditions and any details related to the offering of newly issued ordinary shares (Right Offering), including
 - 1.1) The number of newly issued ordinary shares to be allocated to the existing shareholders
 - 1.2) Date for determining the names of shareholders who are entitled to be offered for sale of newly issued ordinary shares (Record Date)
 - 1.3) The offering ratio for the offering of newly issued ordinary shares (Right Offering) (i.e. the ratio of existing ordinary shares to newly issued ordinary shares)
 - 1.4) Offering price and calculation of the offering price for the offering of newly issued ordinary shares (Right Offering)
 - 1.5) Method of allocation of oversubscribed shares
 - 1.6) Subscription and payment period for the offering of newly issued ordinary shares (Right Offering) and other conditions and details related to the above operation
- 2) Negotiating and signing, certifying, endorsing and/or delivering the necessary or relevant documents and contracts including various operations related to the allocation of newly issued ordinary shares above

- 3) Endorsement, endorsement and/or handover Request for permission and waiver including any request for evidence related to the allocation of newly issued ordinary shares above and also including the preparation and submission of a permit and request for a waiver and documents as well as evidence to the competent authority or relevant agency with the registration of newly issued ordinary shares as securities listed on the Stock Exchange of Thailand and have the power to take any necessary action for the allocation of the newly issued ordinary shares above
- 4) Appointing and assigning other suitable persons to be sub-assignees for the above actions

In this regard, the Company has the right to use its discretion to consider not offering or not allocating newly issued ordinary shares to any existing shareholders, if the offering or allocation of such newly issued ordinary shares may result in (a) being contrary to any laws or regulations of Thailand or abroad; or the articles of association of the Company; or (b) resulting in the Company have a duty to perform or to take any action other than those required to comply with the rules relating to the issuance and offer for sale of securities under Thai law; or (c) not comply with the procedures, rules and conditions prescribed in the Company. However, the Company has the right, at its discretion, to offer and allocate such newly issued ordinary shares to certain existing shareholders who are not in Thailand by means of exemptions under foreign law.

The Chairman then welcomed shareholders' queries for more details and other views. In the absence of such queries and views, he asked the meeting to acknowledge the issuance of newly issued ordinary shares in the amount of not more than 4,964,475,981 shares with a par value of 0.10 Baht to the existing shareholders on a proportional basis (Rights Offering) at the rate of 3 existing shares per 1 newly issued share at the offering price of 0.10 Baht per share.

Resolution: The Meeting approved the issuance of newly issued ordinary shares in the amount of not more than 4,964,475,981 shares with a par value of 0.10 Baht to the existing shareholders on a proportional basis (Rights Offering) at the rate of 3 existing shares per 1 newly issued share at the offering price of 0.10 Baht per share

The Shareholder's meeting resolved to approve with a vote of not less than three-fourth of the shareholders attending the meeting and voting as follows;

| | | | |
|-----------------|-------------------|----------------------------|-----------------------------------|
| Approved | Numbers of votes: | 4,399,352,546 votes | Percentage share: 88.3964 |
| Disapproved | Numbers of votes: | 9,277,500 vote | Percentage share: 0.1864 |
| Abstained | Numbers of votes: | 568,212,236 vote | Percentage share: 11.4171 |
| Invalid ballots | Numbers of votes: | 0 vote | Percentage share: 0.0000 |
| | Total | 4,976,842,282 votes | Percentage share: 100.0000 |

Agenda Item 3: To consider and approve the issuance of warrant to purchase ordinary shares of the Company No. 6 (TWZ-W6) in the amount of not more than 4,964,475,981 units to be allocated to existing shareholders who subscribe the newly issued ordinary shares of the Company in proportion to their subscription

The Company secretary the Company intends to issue the Warrant No. 6 (TWZ-W6) (“Warrant No. 6 (TWZ-W6)”) in the amount of not more than 4,964,475,981 units to be allocated to the existing shareholders of the Company who subscribed and be allocated newly issued ordinary shares being issued and offered to the existing shareholders in proportion of their shareholding in the ratio of 1 newly issued ordinary share per 1 unit of Warrant No. 6 (TWZ-W6) without value (the offering price per unit is 0.00 baht) and its exercise price is 0.10 Baht per share and its exercise period is 2 years. In case that there is a fraction from the calculation such fraction shall be rounded off as detailed in Enclosure 2.

In this regard, the Board of Directors has been assigned and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors or the Executive Committee or the Chief Executive Officer assigned is the person who has the authority to determine and amend the rules and regulations, conditions and details of the issuance and offering of the Warrants No. 6 (TWZ-W6) in all respects as it deems appropriate and under the scope specified by law, such as the allocation and issuance date of the Warrant No. 6 (TWZ-W6), as well as having the power to perform various actions as necessary and appropriate in connection with the issuance of the Warrant No. 6 (TWZ-W6) in all respects, including but not limited to contacting, preparing or delivering any necessary or related documents for issuing and offering the Warrant No. 6 (TWZ-W6) and the listing of the Warrant No. 6 (TWZ-W6) as listed securities on the Stock Exchange of Thailand as well as requesting permission from relevant agencies

The Chairman asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to approve the issuance of warrant to purchase ordinary shares of the Company No. 6 (TWZ-W6) in the amount of not more than 4,964,475,981 units to be allocated to existing shareholders who subscribe the newly issued ordinary shares of the Company in proportion to their subscription, this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Resolution: The Meeting approved the balance sheet and profit and loss account for the year 2020, ending on December 31, 2020.

The Shareholder’s meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

| | | | |
|-----------------|-------------------|----------------------------|-----------------------------------|
| Approved | Numbers of votes: | 4,430,470,680 votes | Percentage share: 89.0217 |
| Disapproved | Numbers of votes: | 8,436,400 vote | Percentage share: 0.1695 |
| Abstained | Numbers of votes: | 537,935,202 vote | Percentage share: 10.8087 |
| Invalid ballots | Numbers of votes: | 0 vote | Percentage share: 0.0000 |
| | Total | 4,976,842,282 votes | Percentage share: 100.0000 |

Agenda Item 4: To consider and approve the issuance and offering of the convertible bonds to the existing shareholders of the Company with the right to be allocated in shareholding proportion (Right Offering) in the amount of not more than 330,000,000 Baht

The Company secretary To use as an additional investment in the current operating business as well as future business that the Company believe that it can increase in revenue and returns resulting in an improvement of the Company's performance which is still in the best interests of the Company and its shareholders which is divided into the amount for (1) electric vehicle business not exceeding 100.00 million Baht and (2) hemp-marijuana business and Kratom Including other herbs in the amount of not more than 50.00million Baht, and to repay loans from financial institutions and other interest bearing debts in the amount of not more than 100.00million Baht and to use as working capital for the Company as well as to reserve for future business in the amount of not more than 80.00 million Baht. The Company intends to issue and offer convertible bonds to the existing shareholders of the Company in the proportion of their shareholding (Right offering) in the amount of 45,132 existing shares per 1 unit of convertible bonds, if there is any fractions from the calculation, it will be eliminated in all cases. And the total amount of convertible bonds is not more than 330,000 units, worth 1,000baht per 1 unit of convertible debentures. The total value of convertible debentures offered for sale is not more than 330,000,000 Baht. Any person who holds shares less than 45,132shares will not have the right to subscribe for convertible bonds. (but any can subscribe in excess of their rights) and existing shareholders who are entitled to allotment can subscribe for convertible debentures according to their rights, less than right or beyond their rights or waive the right for the convertible debentures offered for sale at this time. If there are convertible debentures remaining from the allocation according to rights, the Company will allocate the remaining convertible debentures to the shareholders who have subscribed and paid for the convertible debentures in excess of their rights. (Until there are no convertible bonds left to be allocated) in accordance with the following rules:

- (1) In the event that the remaining convertible debentures are more than the total number of shareholders who have oversubscribed. All over subscribers will be allocated according to the needs of those over subscriber.
- (2) In the event that the remaining convertible debentures are less than the total number of shareholders who have oversubscribed. Shareholders who oversubscribe will be allocated the convertible

debentures oversubscribed in proportion of their existing shareholding until there are no remaining convertible debentures oversubscribed.

In this regard, the Company has the right to use its discretion to consider not offering or not allocating convertible bonds to any existing shareholders, if the offering or allocation of such convertible bonds may result in (a) being contrary to any laws or regulations of Thailand or abroad; or the articles of association of the Company; or (b) resulting in the Company have a duty to perform or to take any action other than those required to comply with the rules relating to the issuance and offer for sale of securities under Thai law; or (c) not comply with the procedures, rules and conditions prescribed in the Company. However, the Company has the right, at its discretion, to offer and allocate such convertible debentures to certain existing shareholders who are not in Thailand by means of exemptions under foreign law.

In this regard, the Board of Directors' meeting has resolved to determine the date for determination of the names of shareholders who are entitled to the allotment of convertible debentures offered to the existing shareholders on October 26th, 2021 (Record Date). However, the granting of such right of the Company is still uncertainty due to having to wait for approval from the shareholders' meeting

The detailed summary of the issuance and offering of convertible debentures of the Company is shown in Enclosure 3.

However, this issuance and offering of convertible bonds will enable the company to raise funds at the most reasonable financial cost and does not have dilution effect immediately. The impact on the market price (Price Dilution) will not occur because the exercise price of the convertible debentures is not lower than the current market price. As for the impact on the voting rights of the existing shareholders (Control Dilution) will not occur as well because it is an offering of convertible debentures to the existing shareholders of the Company in the proportion of their shareholding. However, in the event that the holders of the convertible bond are not the existing shareholder of the Company for the whole amount, it will affect the voting rights of the existing shareholders and their share of profits as follows:

- Effect on the voting rights of the existing shareholders (Control Dilution) 9.97%
- Effect on profit sharing (EPS Dilution) 9.97%

However, if there is the event of converting of the convertible bond along with the exercise of the warrant No. 6 and No. 7, the details of the impact on Dilution Effect can be found in Enclosures 2 and 4, respectively.

By comparing the impact on the profit sharing or voting rights of the shareholders with the value that the shareholders will receive in the issuance and offering of convertible bonds. Company's

shareholders will benefit from the investment in debt securities that have the opportunity to convert into ordinary shares of the Company in the future if the convertible bonds are not converted. Convertible bondholders will be protected same as the Company's ordinary creditors and will receive interest as stipulated in the terms and conditions and when the convertible debenture holder deems it appropriate and/or meets the conditions stipulated in the terms and conditions such convertible debentures will be converted into ordinary shares of the Company according to the specified proportions causing the shareholders of the Company has the opportunity to earn profit from the gap of conversion price and market price in the future.

In this regard, the Board of Directors has authorized and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors Board of Directors or the Chief Executive Officer assigned have the power to determine and change the rules, conditions, details or take any necessary action and in connection with the issuance of and offering convertible debentures in all respects as it deems appropriate and under the scope required by law. This includes but is not limited to the following authority

- (1) stipulate or amend the details, methods and other conditions related to the issuance and offering convertible debentures as appropriate. This includes but is not limited to the terms and conditions of convertible bonds, the date of issue of convertible debentures, the par value of convertible bonds, the offering price, the number of ordinary shares to support the conversion of convertible bonds, the interest rate, the calculation and payment method of interest, the conversion price, the conversion rate, the period of exercise of right of conversion, the redemption price, the redemption period, the maturity date of the exercise of the right to convert or determining events that the company must issue additional new shares to accommodate the change in the exercise of convertible rights, the conditions for the adjustment of the right to convert
- (2) appointment of advisors and individuals (such as financial advisors and legal advisors) in connection with providing information and submitting documentary evidence with relevant government agencies or in any other case related to the issuance of and offering convertible debentures as it fits
- (3) negotiate, agree, enter into, amend, add, sign, endorse and certify documents, contracts, permission requests, waiver requests, evidence, disclosures sales report and various documents that are necessary and related to the offer for sale and allocating convertible bonds and the allocation of the newly issued ordinary shares to support the exercise of convertible debenture holders which includes contacting, filing, amendments, additions, signing permits, waivers, evidence, disclosures sales report and other documents to the Securities and Exchange

- Commission (“SEC Office”), the Stock Exchange of Thailand (“SET”), government agencies and/or agencies involved in issuing and offering convertible debentures Bringing in the newly issued ordinary shares from the exercise of convertible rights listed on the Stock Exchange of Thailand and
- (4) authorize any person as a sub-authorization to perform and perform the above-mentioned acts on behalf of the Company; and
 - (5) take any other necessary actions and appropriate in connection with the issuance, offering and allocation of convertible debentures so that the abovementioned actions are accomplished.

The Chairman asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to approve the issuance and offering of the convertible bonds to the existing shareholders of the Company with the right to be allocated in shareholding proportion (Right Offering) in the amount of not more than 330,000,000Baht with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Resolution: The Meeting approved the issuance and offering of the convertible bonds to the existing shareholders of the Company with the right to be allocated in shareholding proportion(Right Offering) in the amount of not more than 330,000,000 Baht.

The Shareholder’s meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

| | | | |
|-----------------|-------------------|----------------------------|-----------------------------------|
| Approved | Numbers of votes: | 4,374,901,480 votes | Percentage share: 87.9051 |
| Disapproved | Numbers of votes: | 7,276,200 vote | Percentage share: 0.1462 |
| Abstained | Numbers of votes: | 594,664,602 vote | Percentage share: 11.9486 |
| Invalid ballots | Numbers of votes: | 0 vote | Percentage share: 0.0000 |
| | Total | 4,976,842,282 votes | Percentage share: 100.0000 |

Agenda Item 5 : To consider and approve the issuance and offering of warrant to purchase ordinary shares of the Company No.7 (TWZ-W7) in the amount of not more than 3,300,000,000 units to be allocated to shareholders who subscribe and receive convertible bonds being sold to the existing shareholders in proportion (Right Offering)

The Company secretary to prepare and to strengthen the company's financial health, the Company therefore proceeded to issue and offering for sale of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) (“Warrants No. 7 (TWZ-W7)”), which is specified-holder and can be transferred, to the existing

shareholders who subscribe for convertible debentures in proportion of their shareholding in the ratio of 1 unit of convertible debentures per 10,000 units of warrant No. 7, at a price of 0Baht per unit, not more than 3,300,000,000 units. The details of warrants No. 7 (TWZ-W7) appears in Enclosure 4.

In this regard, the Board of Directors has been assigned and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors or the Executive Committee or the Chief Executive Officer assigned is the person who has the authority to determine and amend the rules, conditions and details of the issuance and offering for sale of the Warrants No. 7 (TWZ-W7) in all respects as it deems appropriate and under the scope specified by law, such as the allocation and issuance date of the Warrant No. 7 (TWZ-W7), as well as having the power to perform various actions as necessary and appropriate in connection with the issuance of the Warrants No. 7 (TWZ-W7) in all respects, including but not limited to contacting, preparing, signing, certifying, endorsing and/or delivering the necessary documents or related to the issuing and offering the Warrant No. 7 (TWZ-W7) and the listing of the Warrant No. 7 (TWZ-W7) as listed securities on the Stock Exchange of Thailand. as well as requesting permission from relevant agencies

The Chairman asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to the issuance and offering of warrant to purchase ordinary shares of the Company No.7 (TWZ-W7) in the amount of not more than 3,300,000,000 units to be allocated to shareholders who subscribe and receive convertible bonds being sold to the existing shareholders in proportion (Right Offering) with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Resolution: The Meeting approved the issuance and offering of warrant to purchase ordinary shares of the Company No.7 (TWZ-W7) in the amount of not more than 3,300,000,000 units to be allocated to shareholders who subscribe and receive convertible bonds being sold to the existing shareholders in proportion (Right Offering).

The Shareholder's meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

| | | | |
|-----------------|-------------------|----------------------------|-----------------------------------|
| Approved | Numbers of votes: | 4,445,963,480 votes | Percentage share: 89.3330 |
| Disapproved | Numbers of votes: | 71,400 vote | Percentage share: 0.0014 |
| Abstained | Numbers of votes: | 530,807,402 vote | Percentage share: 10.6655 |
| Invalid ballots | Numbers of votes: | 0 vote | Percentage share: 0.0000 |
| | Total | 4,976,842,282 votes | Percentage share: 100.0000 |

Agenda Item 6: To consider and approve the reduction of the Company's unsold registered capital

The Company secretary due to there are shares that have not been sold which remain from the issuance of newly issued ordinary shares in proportion to their share (Right Offering) last time according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021. Therefore, the Company has to reduce the registered capital in order to write off the shares that have not yet been sold.

The Company therefore desires to reduce the registered capital of the Company in the amount of 161,772,080.90 Baht from the original registered capital of 1,651,114,875.00 Baht dividing to ordinary shares 16,511,148,750 shares with a par value of 0.10 Baht per share to 1,489,342,794.10 baht, dividing to 14,893,427,941 shares with a par value of 0.10 Baht per share, by cutting off the unissued registered shares remaining from the issuance of the newly issued ordinary shares in proportion to their shareholding (Right Offering) last time according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 for 1,617,720,809 shares

The Chairman asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to approve the reduction of the Company's unsold registered capital with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Resolution: The Meeting approved the reduction of the Company's unsold registered capital

The Shareholder's meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

| | | | |
|-----------------|-------------------|----------------------------|-----------------------------------|
| Approved | Numbers of votes: | 4,434,785,880 votes | Percentage share: 89.1052 |
| Disapproved | Numbers of votes: | 11,255,800 vote | Percentage share: 0.2261 |
| Abstained | Numbers of votes: | 530,979,702 vote | Percentage share: 10.6686 |
| Invalid ballots | Numbers of votes: | 0 vote | Percentage share: 0.0000 |
| | Total | 4,977,021,382 votes | Percentage share: 100.0000 |

Agenda Item 7: To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the reduction of the Company's registered capital

The Company secretary To be consistent with the above registered capital decrease, the Company has to amend Clause 4 of the Company's Memorandum of Association by using the following instead and the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the

Department of Business Development, the Ministry of Commerce has the power to amend and add words to comply with the registrar's order as follows:

| | | |
|-----------|--------------------|-----------------------|
| “Clause4. | Registered capital | 1,489,342,794.10 Baht |
| | Divided into | 14,893,427,941 shares |
| | A par value of | 0.10 Baht |
| | Divided into: | |
| | Ordinary share | 14,893,427,941 shares |
| | Preferred share | - shares ” |

The Chairman asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to approve the amendment of the Company’s Memorandum of Association Clause 4 to be in line with the reduction of the Company’s registered capital

Resolution: The Meeting approved the amendment of the Company’s Memorandum of Association Clause 4 to be in line with the reduction of the Company’s registered capital

The Shareholder’s meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

| | | | |
|-----------------|-------------------|----------------------------|-----------------------------------|
| Approved | Numbers of votes: | 4,438,888,480 votes | Percentage share: 89.1876 |
| Disapproved | Numbers of votes: | 7,332,300 vote | Percentage share: 0.1473 |
| Abstained | Numbers of votes: | 530,800,602 vote | Percentage share: 10.6650 |
| Invalid ballots | Numbers of votes: | 0 vote | Percentage share: 0.0000 |
| | Total | 4,977,021,382 votes | Percentage share: 100.0000 |

Agenda Item 8 : To consider and approve the Company’s registered capital increase

The Company secretary to support the issuance of newly issued ordinary shares by issuing and offering for sale to existing shareholders in proportion of their shareholding (Right Offering); issuing and offering for sale of warrants to purchase ordinary shares of the Company No. 6 (TWZ-W6); offering convertible debentures to shareholders in proportion of their shareholding (Right Offering); issuing and offering for sale of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7). The Company intends to increase the Company's registered capital by 1,487,895,196.20Baht from the original registered capital of 1,489,342,794.10 Baht dividing to ordinary shares 14,893,427,941 shares with a par value of 0.10 Baht per share to 2,977,237,990.30 Baht dividing to 29,772,379,903 shares with a par value of 0.10Baht per share by issuing new ordinary shares in the amount of 14,878,951,962 shares with a par value of 0.10 Baht per share

The Chairman asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to approve the Company's registered capital increase with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Resolution : The Meeting approved the Company's registered capital increase
The Shareholder's meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

| | | | | |
|-----------------|-------------------|----------------------|--------------|-----------------------------------|
| Approved | Numbers of votes: | 4,281,030,080 | votes | Percentage share: 86.0159 |
| Disapproved | Numbers of votes: | 101,326,700 | vote | Percentage share: 2.0358 |
| Abstained | Numbers of votes: | 594,664,602 | vote | Percentage share: 11.9482 |
| Invalid ballots | Numbers of votes: | 0 | vote | Percentage share: 0.0000 |
| | Total | 4,977,021,382 | votes | Percentage share: 100.0000 |

Agenda Item 9 : To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital

The Company secretary To be consistent with the above registered capital increase, the Company has to amend Clause 4 of the Company's Memorandum of Association by using the following instead and the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development, the Ministry of Commerce has the power to amend and add words to comply with the registrar's order as follows:

"Clause4. Registered capital 2,977,237,990.30 Baht
Divided into 29,772,379,903 shares
A par value of 0.10 Baht
Divided into:
Ordinary share 29,772,379,903 shares
Preferred share - shares"

The Chairman asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Resolution : The Meeting approved the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital

The Shareholder's meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

| | | | | |
|-----------------|-------------------|----------------------|--------------|-----------------------------------|
| Approved | Numbers of votes: | 4,367,859,363 | votes | Percentage share: 87.5522 |
| Disapproved | Numbers of votes: | 198,900 | vote | Percentage share: 0.0039 |
| Abstained | Numbers of votes: | 620,800,602 | vote | Percentage share: 12.4437 |
| Invalid ballots | Numbers of votes: | 0 | vote | Percentage share: 0.0000 |
| | Total | 4,988,858,865 | votes | Percentage share: 100.0000 |

Agenda Item 10 : To consider and approve the allocation of the Company's newly issued ordinary shares

The Company secretary According to the Agenda item 8, which is to consider and approve the capital increase of the Company in the amount of 1,487,895,196.20 Baht from the original registered capital of 1,489,342,794.10 Baht dividing into ordinary shares 14,893,427,941 shares with a par value of 0.10 Baht per share to 2,977,237,990.30 Baht dividing into 29,772,379,903 shares with a par value of 0.10 Baht per share as shown the details in the capital increase report form (F 53-4) in Enclosure No. 5.

The Company proposes to consider and approve the allocation of the Company's newly issued ordinary shares in the amount of not more than 14,878,951,962 shares with a par value of 0.10 Baht per share as follows:

- (1) Allocation of newly issued ordinary shares in the amount not more than 4,964,475,981 shares with a par value of 0.10 Baht (ten satang) per share to support the issuance and offering the Company's newly issued ordinary shares to the shareholders of the Company in their shareholding proportion (Right Offering) at the offering price of 0.10 Baht (ten satang) per share by allocated in the ratio of 3 existing shares to 1 newly issued ordinary share.
- (2) Allocation of newly issued ordinary shares in the amount of not more than 4,964,475,981 shares to support the issuance and offering warrants to purchase ordinary shares of the Company No. 6 (TWZ-W6) without any charge at the ratio of 1 unit of warrant per 1 ordinary share, equivalent to an amount not exceeding 4,964,475,981 units
- (3) Allocation of newly issued ordinary shares in the amount of not more than 1,650,000,000 shares to support the issuance and offering convertible bonds of the Company to the existing shareholders of the shareholding proportion (Right Offering) in the amount of not more than 330,000 units with a face value of 1,000 Baht per 1 unit of convertible bonds. The total offering value is not more than 330,000,000 Baht.

- (4) Allocation of newly issued ordinary shares in the amount not more than 3,300,000,000 shares to support the issuance and offering warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) without any charge at the ratio of 1 unit of convertible bond per 10,000 warrant units. accounted for not more than 3,300,000,000 units

The Chairman asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to approve the allocation of the Company's newly issued ordinary shares with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Resolution : The Meeting approved the allocation of the Company's newly issued ordinary shares
The Shareholder's meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

| | | | | |
|-----------------|-------------------|----------------------|--------------|-----------------------------------|
| Approved | Numbers of votes: | 4,362,986,863 | votes | Percentage share: 99.9067 |
| Disapproved | Numbers of votes: | 4,071,400 | vote | Percentage share: 0.0932 |
| Abstained | Numbers of votes: | 620,800,602 | vote | Percentage share: 0.0000 |
| Invalid ballots | Numbers of votes: | 0 | vote | Percentage share: 0.0000 |
| | Total | 4,987,858,865 | votes | Percentage share: 100.0000 |

Agenda Item 11: To consider other matters (if any)

The Chairman informed the shareholders' meeting that there are no other matters to consider and asked if there was anyone who would ask more questions or make any suggestions. Shareholders' questions can be summarized as follows:

Mr. Piyapong Prasartthong, a shareholder, asked at the meeting that

- The drug code is effective Since December 9, 2021, I would like to ask the company How has it affected the business of marijuana and hemp?

Mr. Kittipong Kittipassorn clarified to the meeting that

- The company has done everything under the law that will come out entirely. Therefore, there is no problem and the company focuses on growing and using CBD to take advantage. Every step has been licensed by the Ministry. Since the import of seeds, planting, and extraction plants, currently in the process of applying for a license.

Ms. Anyada Duangthep, a shareholder, asked at the meeting that

- Does the company have an opportunity to invest in renewable energy businesses such as solar farms? and can the area be presented to the company for initial consideration?
- Activities related to hemp, the company have the policy to accept members of the farmers to cultivate for the company or not?

Mr. Kittipong Kittipassorn clarified to the meeting that

- The Company does not block the renewable energy business. If shareholders are interested, have information, have projects, and are likely to be feasible. and can generate good profits can present the company
- For farmers members Able to submit information for consideration first In terms of planting and expanding production, the company has an action plan.

The MC thanked the shareholders for taking the time to attend the meeting. If there is any mistake, the Company would like to express their sincere apology here. In the following year, the Company will continue to improve and develop for the betterment.

The Chairman closed the meeting.

The meeting adjourned at 11.50 a.m.



A handwritten signature in black ink, appearing to be 'Nalinee'.

Miss Nalinee Pratubsorn
Company Secretary

A handwritten signature in blue ink, appearing to be 'Puttachat Rungkasiri'.

Mr. Puttachat Rungkasiri
Chairman of the Meeting