

February 27, 2023

Ref.: 24CS-2566-001

Subject: Notification of the Resolutions of Board of Directors Meeting No. 1/2023, Schedule of Annual General Meeting of Shareholders of 2023 and omission of the dividend payment *(Revised)*

To: President

The Stock Exchange of Thailand

Twenty-Four Con & Supply Public Company Limited (the “Company”) hereby to inform that the Board of Directors Meeting No. 1/2023 held on February 27, 2023 at 10.30 hrs. has passed the resolution as the following matters:

1. To convene the Annual General Meeting of Shareholders of 2023 (“AGM 2023”) on April 5, 2023 at 13.30 pm. through an electronic platform (E-AGM) meeting system only. The meeting will be changed location of broadcasted from the meeting room of the Company, No. 89 AIA Capital Center 9th floor, 901 room , Dindeang Sub-District, Dindeang District, Bangkok Province 10400 to be SEMINAR ROOM A 1001 floor 10th, CW Tower no. 10 Ratchadapisek Road Subdistrict/District Huaykwang BKK 10310 and the record date for determination of the list of shareholders who are entitled to attend the meeting is March 14, 2023. The agenda for the meeting will be as follows:

Agenda 1 To approve the Extraordinary General Meeting of Shareholders no.1/2022

Board of Directors’ opinion: The Board deemed appropriate to propose to the Extraordinary General Meeting of Shareholders no.1/2022.

Agenda 2 To approve the audited financial statements for the fiscal year ended December 31, 2022

Board of Directors’ opinion: The Board deemed appropriate to propose to the AGM 2023 to approve the financial statements for the fiscal year ended December 31, 2022, which were audited by the external auditor and reviewed by the Audit Committee and the Board.

Agenda 3 To acknowledge the Company’s operating performance for 2022.

Board of Directors’ opinion: The Board deemed appropriate to submit the Company’s operating performance of 2022 for acknowledgement of the AGM 2023.

Agenda 4 To approve the omission of the allocation of net profit as a legal reserve and the omission of the dividend payment for the Company operation result of 2022.

Board of Directors' opinion: The Board deemed appropriate to propose to the AGM 2023 to approve the allocation profit of net profit as a legal reserve as 1,925,000 THB. As a result, the Company's retained earnings are allocated as legal reserves of Baht 2,675,000 THB. equivalent to 1.24% of the registered capital and the omission of the dividend payment for the Company operation result of 2022.

Agenda 5 To appoint directors to replace those who have completed their terms.

Board of Directors' opinion: The Board (exclusive of those who have the stake in nomination to retain their positions for another term) agreed with the proposal of the Nomination and Compensation Committee to propose to the AGM 2023 to nominate those directors who have completed their terms in 2023 to retain their position for another term as follows:

1. Lt.Gen Parinya Chaidilok Director / Audit Committee
2. Mrs.Pattra Supanich Chairman of Audit Committee / Director

Agenda 6 To approve the director remuneration for the year 2023

Board of Directors' opinion: The Board deemed appropriate to propose to the AGM 2023 to approve the director remuneration for the year 2023 as follows;

Position	Attendance Fee / meeting attended (Baht)	Retainer Fee (Baht)
Chairman of the Board of Directors	15,000	25,000
Chairman of Audit Committee	15,000	
Chairman of Risk Management Committee	15,000	
Member of the Board of Directors	10,000	20,000
Member of Audit Committee	10,000	
Member of Risk Management Committee	10,000	

The director remuneration for the year 2023 at the totaling amount of not exceeding 1,215,000 Baht.

Agenda 7 To approve the appointment of auditors and allocation of auditor remuneration for the year 2023

Board of Directors' opinion: The Board deemed appropriate to propose to AGM 2023 to approve the appointment of auditors from PricewaterhouseCoopers ABAS Ltd. for the year 2023, as listed below;

- 1) Sanicha Akarakittilap C.P.A. (Thailand) No. 8470 or
- 2) Pongthavee Ratanakoses C.P.A. (Thailand) No. 7795 or
- 3) Nopanuch Apichatsatien C.P.A. (Thailand) No. 5266

the audit fee for the year 2022 is 2,600,000 Baht.

Agenda 8 To approve the issuance and offering of the Company's debentures in the total amount not exceeding than 2,000,000,000 Baht

Board of Directors' opinion: The Board deemed appropriate to propose to the AGM 2023 to approve the issuance and offering of the Company's debentures in the total amount not exceeding than 2,000,000,000 Baht with details as follows:

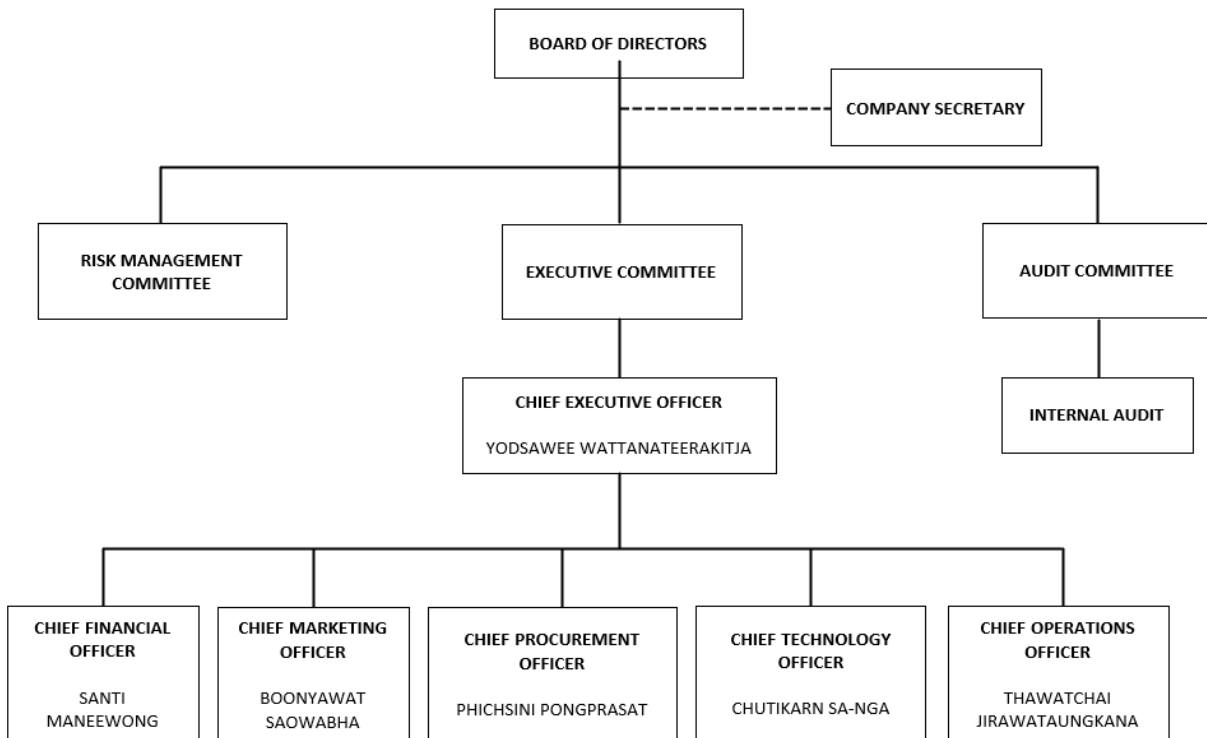
Topics	Details
Objective	For business expansion and/or repayment loan and/or used as working capital or for other purposes as the Board of Directors deems appropriate.
Debenture Type	All types of debentures, namely registered debentures, the bearer debentures, the secured debenture or unsecured debentures, the debentures with or without debenture holders' representative, subordinated or unsubordinated, depending on the suitability of the market situation at each time of issuance or offer for sale of debentures. and other relevant factors.
Currency	Thai Baht and/or foreign currency in the equivalent amount
Amount of debenture	Not exceeding 2,000,000,000 Baht. Debentures issued and sold by the company but not yet been redeemed, at any time, must not exceed the amount mentioned above.
Interest Rate	Subject to market situation at each time of issuance or offer for sale of debentures. This is subject to the notifications of The Securities and Exchange Commission or other relevant notifications or regulations in effect at the time of debentures issuance and offering.
Payback Condition	Gradually repay the principal or repay in lump sum when maturity.

Topics	Details
Redeem the debentures prior to the maturity date	Debenture holders may or may not have call option and/or the company may or may not have call option including the purchase debentures back. However, this will be in accordance with the terms and conditions of the debentures issued at that time.
Offering	Offering of all or part of the debentures at the same time or several times and/or as a project, and can offer debentures to replace existing debentures that are redeemed on a revolving basis by offering to general investors and/or private placement investors and/or institutional investors and/or high net worth investors and/or investors with specific characteristics as defined in relevant notifications of the Securities and Exchange Commission whether offering in the country and/or abroad according to the announcement of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or according to the announcements, ministerial regulations, rules and other laws related effective at the time of issuance and offering of such debentures
Authorized to determine the conditions	<p>Authorize the Board of Directors and/or the person assigned by the Board of Directors and/or the Chief Executive Officer is authorized to determine conditions and details necessary and relevant to the issuance and offering of debentures such as;</p> <ol style="list-style-type: none"> 1. Designation of debenture name, type, collateral, amount, term, par value, Offering price, interest rate 2. Call option, offering method, issuance and offering period, repayment method, allocation method, and terms of rights 3. Have authorize to appoint a debenture holders' representative and/or a debenture registrar and/or underwriter and/or advisors 4. Have authorize to negotiate, sign and certify relevant documents and contracts 5. Have authorize to ask for permission from relevant agencies, listing of debentures on the stock exchange and/or bond association and/or other secondary markets 6. Have authorize to take any other necessary to ensure that the issuance and offering of debentures of the Company meets its objectives.

Agenda 9 Other matters (if any)

2. To approve the changes in organization chart and management positions

Organization Chart



3. Approved the establishment of a subsidiary of the company. The details are as follows;

Topics	Details
Expected date of company registration	The appointment registration will be completed within quarter2/2023.
Company name	TWENTY-FOUR HOME COMPANY LIMITED
Investment objective	To operate the business of selling air conditioners and services related to air conditioning systems, including providing services via application and vending machine
Registered capital, number of shares, and par value	50,000,000 Baht, issuing 50,000,000 ordinary shares with a par value of 1 baht per share
Paid-up capital	12,500,000 baht consisting of ordinary shares 12,500,000 shares (25% initial payment)
Investment proportion and shareholding structure of the new company	TWENTY-FOUR CON & SUPPLY PUBLIC COMPANY LIMITED holds 100% of the registered capital
List of Board of Directors of new Company and shareholding structure	YODSAWEE WATTANATEERAKITJA SANTI MANEEWONG THAWATCHAI JIRAWATAUNGKANA PHICHSINI PONGPRASAT
Expected return	Dividend
Sources of funds for the establishment of the new company	Working capital of the company

However, such transaction is not considered a connected transaction and the size of the transaction is not within the criteria of significant acquisition and disposal of securities in accordance with the announcement of the Capital Market Supervisory Board and the Stock Exchange of Thailand.

Please be informed accordingly.

Regards,

TWENTY-FOUR CON & SUPPLY PUBLIC COMPANY LIMITED

Santi Maneewong

(SANTI MANEEWONG)

Chief Financial Officer

