

## **Annual General Meeting of Shareholders 2022**

### **DEMCO Public Company Limited**

#### **Via Electronics Media Meeting**

The meeting was held on Wednesday April 27, 2022 at 14.00 hrs. by Electronics Media Meeting (E - Meeting) Broadcast live from the Head Office conference Room DEMCO Public Company Limited , which Mrs. Praphee Puipanthavong, Chairman of the Board who performed as the Chairman of the meeting, said the opening of the Annual General Meeting of Shareholders for the year 2022 and then assigned Mr. Paitoon Gumchai, Managing Director, to conduct the meeting after that.

Mr. Paitoon Gumchai, Managing Director, informed the meeting that due to the current Coronavirus Disease 2019 (COVID - 19) outbreak, the Company was extremely aware and concerned about the health and safety of all shareholders, as well as being ready to strictly perform meeting complying with various government measures to prevent the spread of the virus. The Board of Directors Meeting of DEMCO Public Company Limited No. 1/2022 held on Friday 25 February 2022 resolved to convene the 2022 Annual General Meeting of Shareholders on Wednesday 27 April 2022 at 2:00 p.m. at the meeting hall of DEMCO Public Company Limited, No. 59, Moo 1, Suanphrikthai, Muangpathumthani, Pathumthani Province by organizing the meeting via electronic media (E - AGM) only, which this meeting would comply with the rules and conditions under the Emergency Decree on Electronic Conferencing B.E. 2563 including the Company related regulation to consider the various meeting agendas according to the invitation letter for the 2022 Annual General Meeting of Shareholders which has been delivered to the shareholders and be appeared on the Company's website. The Record Date for the shareholders who had the right for attending and votes was set on Tuesday March 15, 2022.

In this general meeting of shareholders, The Company has operated in accordance with the principles of good corporate governance. During the period of October 1, 2021 - December 30, 2021, the Company provided an opportunity for each shareholder to nominate persons to be considered as Directors, to propose any agendas or to send any questions about the Company in advance prior the general meeting of shareholders. After the expiration of the said period, no shareholder nominated any

person for the Company to be considered for selection as a Director and there was no presentation of the agenda, including any questions in advance"

Mr. Paitoon Gumchai informed that there were 12 shareholders attending the meeting in person, holding a total of 118,290,453 shares and proxies from the shareholders attending the meeting, totaling 59 persons, representing 126,924,134 shares, forming total 71 shareholders 245,214,587 shares, representing 33.5752 percent of the total number of shares sold, 730,344,251 shares, constituting a quorum in accordance with Article 36 of the Company's regulations which exceeds one - third of the total issued sold shares. Before considering various matters according to the agenda, the Managing Director has introduced the Board of Directors, Sub - Committee and Executives Committee of the Company attending the meeting as follows:

- |                               |  |
|-------------------------------|--|
| 1. Mrs. Praphee Puipunthavong | Chairman of the Board  |
| 2. Mr. Naris Srinual          | Lead of Independent Director, Chairman of the Audit Committee, Member of the Investment Committee and Member of the Nomination and Remuneration Consideration Committee                      |
| 3. Mr. Sermsak Charumanus     | Independent Director, Chairman of the Corporate Governance and Sustainability Committee, Member of the Audit Committee and Member of the Nomination and Remuneration Consideration Committee |
| 4. Mr. Pramote InSawarn       | Independent Director, Chairman of the Corporate Risks Management Committee, Member of the Nomination and Remuneration Consideration Committee  |
| 5. Mr. Prin Bholnivas         | Independent Director, Chairman of the Investment Committee, Member of the Audit Committee and Member of the Corporate Governance and Sustainability Committee                                |
| 6. Mr. Pun Kasemsup           | Independent Director, Chairman of the Nomination and Remuneration Consideration Committee , Member of the Audit committee , and Member of the Investment Committee                           |
| 7. Mr. Sa-nguan Tungdejahirun | Director, Member of the Corporate Risks Management Committee, Member of the Nomination and Remuneration Consideration Committee  |

8. Mr. Chaiwat Lertvanarin	Independent Director, Member of the Corporate Governance and Sustainability Committee, Member of the Corporate Risks Management Committee
9. Mr. Orand Puipunthavong	Director, Member of the Nomination and Remuneration Consideration Committee, Member of the Investment Committee and Member of the Corporate Risks Management Committee
10. Mr. Phongsak Siricupta	Director, Chief Executive Officer, Chairman of Executive Committee, Member of The Corporate Governance and Sustainability Committee, Member of the Corporate Risks Management Committee and Member of the Investment Committee
11. Mr. Paitoon Gumchai	Director, Managing Director, Executive Director, Member of the Investment Committee, Member of the Corporate Risks Management Committee and Member of the Corporate Governance and Sustainability Committee
<b>Director not attend the meeting</b>	- None -

Hence, the proportion of directors attending the meeting in this time representing 100% of all directors, which two Directors attended the meeting via electronic media and 9 Directors attended the meeting at the general conference hall of DEMCO Public Company Limited Head Office.

And before considering each agenda according to the invitation letter which had already been delivered to the shareholders, the Managing Director has introduced the Executives, Auditors and Legal advisors who were the witnesses of the vote counting at the meeting to the shareholders, which consisted of;

- |                                     |   |
|-------------------------------------|---|
| 1. Mrs. Suttharag Punya             | The Company Directors' Advisor  |
| 2. Miss Ratchaneevipa Puipanthavong | Member of Executive Committee, SEVP Deputy Managing Director (Business development Division), Acting for Assistant Managing Director (Corporate Risk Management Division) |
| 3. Miss Wonruedee Suvapan           | SEVP Deputy Managing Director (Audit office)  |
| 4. Miss Sawittree Pheungrassame     | Member of Executive Committee, EVP Assistant Managing Director (CFO)  |

5. Mr. Suchart Kokunakon	Member of Executive Committee, EVP Assistant Managing Director (Construction Management 2)
6. Miss Orawan Siriwong	EVP Assistant Managing Director (Managing Director and Company Secretary Office) , The Company Secretary
7. Miss Arisa Chumwisut	Auditor, DHARMNITI AUDITING Co., Ltd.
8. Mrs Pornthip Kitichaiwat	Volunteer Rights Shareholder, Representative from the Thai Investor Promotion Association
9. Mr. Suraphon Orn-oora	Legal advisor and witness for voting score record

After that, the Managing Director assigned the Company Secretary, Miss Orawan Siriwong, to clarify details about the meeting and how to vote on the various agendas. The details are as follows;

The Annual General Meeting of Shareholders for the year 2022 was organized through electronic media in accordance with the Emergency Decree on Electronic Media Conference 2020 using the system of OJ International Company Limited which is a system in line with the announcement of the Ministry of Digital for Economy and Society on Security Standards of the Electronic Conference 2020.

Voting Practices for score counting of each vote in various agendas were as follows;

1. Since the meeting was an electronic meeting, therefore, no ballot papers were printed for the meeting attendees.
2. Voting at the meeting, each shareholder will have vote scores equal to the number of shares he / she was holding, by counting one share per one vote.
3. In voting, each shareholder was invited to go to the "E - Voting window" to vote for each agenda within the specified time (1 minute). After selecting the vote, the system will pop-up asking for confirmation the vote, if yes, press OK to continue the vote.
4. Attendees' voting could be either - "Agree", " Disagree " or " Abstain " but for the agenda just for to be acknowledged, attendees did not have to perform voting. Shareholders who neglected to vote in the electronic voting program or did not press any vote into the system, it will be deemed they had agreed with those proposed by the meeting conductor.
5. In the event that the attendees wanted to change the voting, it could be done by re - clicking on the voting option. But if the agenda has been closed for voting, Shareholders would not be able to vote or to change the vote.
6. After finish voting, the E - meeting window (Zoom program) would continue for viewing the video and

listening the audio of the meeting.

7. The system would sum the collected points by counting the total votes from those who voted through E – Voting and those who voted in advance through the proxy document.
8. The base score and the number of shareholders and proxies in each agenda might not be the same due to the gradual in and out access to the shareholders' meeting system. As a result, the number of attendees in each agenda was possible not be the same.
9. In the case of voting in agenda 5, consider and approve the appointment of directors to replace those who have to retire by rotation, the voting method was set as follows:
  - The Company would propose to consider electing individual directors. The Company would announce the names of each nominated Director. All attendees were kindly requested to vote for agree, disagree or abstain.
  - To finalize the voting result of each agenda, the votes from those who voted disagree and / or abstain would be deducted from the total number of votes of the shareholders at the meeting so the remaining votes would be considered as the votes for agree which the votes that the grantor has already voted in the proxy form have already been included because they were recorded in advance when registering to attend the meeting.

**In the case shareholders wished to ask questions by typing text, they could do as follows;**

1. Go to the Chat menu (DEMCO Q & A) in the Zoom program to type a message.
2. Press the Enter button to send the message to the system.

**In the case the shareholder wished to inquire by conversation, they could do as follows;**

1. Go to the Participant menu at the bottom and press the Raise Hand button.
2. When the host announced name of the shareholder. A Company staff would switch on microphone system for the shareholder to inquire. He / She will need to press Unmute and turn on the microphone device. In the event that the shareholder could not speak through the mic (within 1 minute), it was required to type the question via Chat (DEMCO Q & A) instead so the moderator can read the question to the meeting on your behalf.
3. In asking a question each time through typing text or through microphone, that attendee had to inform the name-surname and indicate whether a shareholder or a proxy before starting to ask questions every time for the propose of recording the meeting accurately and completely.
4. The Company allowed the meeting attendees to submit questions on each agenda. If attendees did not inquire within 1 minute, the Company would continue the meeting. If shareholders had additional questions, they could be typed into the chat channel (DEMCO Q & A) and a Company staff would read the questions later.

The Company reserved the right to take any reasonable action to make the meeting concise and efficient.

In case a shareholder had questions or opinions other than the agenda being considered, brought them to discuss at “the other matters” agenda at the end of the meeting which would be greatly appreciated. Asking the shareholders to comment or inquire in brief and avoid asking or expressing opinions with platitudes and allowed other shareholders to exercise their rights as well. Therefore, asking the shareholders to cooperate to make the meeting go well and to manage the meeting in the allotted time.

The regulations and procedures as stated would make this meeting being fast, transparent and accurate in accordance with Company regulations and requirements.

To promote good governance, the Company also arranged for video recording of the meeting showing the meeting display which shareholders could watch after the shareholders' meeting finish through the Company's website.

After the company secretary has finished explaining the voting method, Therefore; the attendees were given an opportunity to ask any questions about the voting method but there was no questioner. Before the beginning of the meeting, the Company Secretary informed the general meeting of shareholders to correct the invitation documents involving to the 2022 Annual General Meeting of Shareholders as follows:

**Minutes of the Annual General Meeting of Shareholders of DEMCO Public Company Limited for the year 2021 page 19**

Agenda 1: To consider and certify the minutes of the 2020 Annual General Meeting of Shareholders

**Previous resolution of the meeting:** The meeting resolved to certify the minutes of the 2019 Annual General Meeting of Shareholders held on 29 June 2020 with unanimous votes of shareholders and proxies who attended the meeting and cast their votes.

**Revised resolution of the meeting:** The meeting resolved to certify the Minutes of the 2020 Annual General Meeting of Shareholders held on June 29, 2020 with unanimous votes of shareholders and proxies who attended the meeting and cast their votes.

After that, the Company Secretary had conducted the meeting in accordance with the meeting agendas which had been sent to the shareholders under the sequence as be set before.

At that moment, the Company Secretary invited Mr. Paitoon Gumchai, the Managing Director, began to conduct the meeting according to agenda 1.

**Agenda 1**      **To consider and adopt the Minutes of the 2021 Annual General Meeting of shareholders held on May 12, 2021**

**Rational:**

The report for the 2021 Annual General Meeting of Shareholders held on May 12, 2021 has been submitted within 14 days to SET and MOC and already propagated to the Company website which the details as per the attachment 1.

The Managing Director allowed shareholders to inquire or express opinions on this agenda. When no one asked, therefore asked the meeting to pass a resolution to certify the minutes of the 2021 Annual General Meeting of Shareholders.

**The resolution:**

The resolution on this agenda item shall be adopted by the majority votes of the shareholders and the proxies attending the meeting and casting their votes.

The resolution was passed by unanimous votes as follows:

Agreed	252,654,587	Votes	Equivalent to %	100.0000
Disagreed	0	Vote	Equivalent to %	0.0000
Abstained	0	Vote	Equivalent to %	0.0000
Void Ballot	0	Vote	Not constituted as vote	0.0000

**Note:** During this Agenda, there was 1 additional shareholder 7,440,000 shares attending the meeting.

**Agenda 2**      **To acknowledge the Company's Annual Performance for the year 2021**

**Rational**

The concluded Company's Annual Performance for the year 2021 has been specified in the Annual Report 2021 and attached as attachment 2

**Board's recommendation**

It was considered appropriate for the Meeting of Shareholders to acknowledge the Company's Annual Performance for the year 2021

**The resolution:**

No resolution required on this agenda because just to be informed.

Mr. Paitoon Gumchai, Managing Director, reported the 2021 operating results to the Meeting.

Operating Result : Consolidated Financial Statements			
Unit : MTHB			
Description	Year 2020	Year 2019	Year 2018
Sales Revenue	229	351	199
Service Works Revenue	2,331	2,053	2,678
Other Revenue	171	93	61
Total revenue	2,731	2,497	2,938
Net profit (Loss)	101	55	34

In 2021, the Company continued to be affected by the COVID - 19 epidemic which caused delay in main equipment delivery. Although transport restrictions from abroad have been eased. But quarantine measures when infected and work from Home policy still affected project works which required inspections by customers, especially government customers. As a result, the costs of project management were increased due to the mentioned epidemic prevention measures as requested by the customers and Government sector. ATK examination cost and longer project duration caused the costs of project management increased.

- Total revenue increased 9.4% from 2,497 million baht to 2,731 million baht from electrical and mechanical engineering work including communication work.
- Net profit increased 83.6% from 55 million baht to 101 million baht, resulting from increases in dividend income of amount 78 million baht and in profit sharing from investments in wind and solar farms businesses of amount 23 million baht although the wind flow in 2020 was lower than usual but in 2021 the wind began to return to almost normal speed.
- Operating profit is lower than the previous year. This was because the proportion of electrical engineering works in 2021 mostly came from private sector clients, which are large scale projects with normally lower gross margins than small-medium-sized projects that had been awarded in 2020. Besides this, there is also a special expense (One -Time Expenses) for monitoring equipment cost of the Huay Bong project of amount 18.45 million baht.

**Performance classified according to the nature of the business as follows:**

#### **Manufacturing and Trading of Steel Towers and Electrical Equipment**

In 2021, sales volume decreased by 35% from 351 million baht to 229 million baht due to the effect of the delay in the bidding issued and the approval process for steel towers which caused by



COVID - 19 effect. As a result, the production could not be kept as planned so the revenue could not be accounting recognized timely within the year 2021.

In 2022, the market target is to offer steel towers and hardware equipment to transmission line market according to the plan of transmission lines bidding for Demco and private contractors, as well as expanding into other markets such as steel structures for parking buildings.

#### **Service Business**

Revenue in 2021 increased by 278 million baht or 13.5% from 2,053 million baht in 2020 to 2,331 million baht in 2021 due to;

- For some projects, revenue recognition targetted for year 2020 was transferred to this year due to delay in equipment shipments caused by COVID-19 situation.
- Increasing income from large scale private substation works and private works resulting from the Company's expansion in the MEIT market to petro - chemical group, especially the construction of oil reserve tanks sizing for 300 - 400 million baht budget.

In the same way, Government Auction and the works which delayed from 2021 would be able to recognize income in the years 2022 - 2023.

#### **Investment Business**

As of December 31, 2021, the Company invested in wind farm and solar farm projects with details as follows;

##### **Wind farm:** 57.9 megawatts (MW)

- 15% Huay Bong 2, 3 (180 MW) wind farm, distributing electricity in 2013, the proportion of the Company investment equivalent to 27 MW.
- 14% Khao Kho wind farm (60 MW), distributing electricity in the third quarter of 2016, the proportion of the Company investment equivalent to 8.4 MW.
- 3.9% 8 wind-farm projects (Wind Energy Holding Company Limited) (576 MW), distributing electricity in 2018 - 2019, the proportion of the Company investment equivalent to 22.5 MW.

In 2021, the Company received dividend from Aeolus 65.25 Million Baht and from WEH 128.42 Million Baht.

#### Solar farm

Project	% Investment	Power Investment	COD
Solar rooftop 1 contract	100%	1 MW	Q2 of 2015
Solar farm 3 contracts	45.7%	1.3 MW	Q4 of 2014
Solar rooftop 5 contracts	49-51%	0.7 MW	Q2 of 2015
TOTAL		3 MW	

**Solar PPA investment project:** 4.5 megawatts (MW) is a strategy to increase investments that generate long-term dividends.

- ☐ 1 COD project in 2021, size 0.5 MW
- ☐ 10 projects expected to COD in 2022, size 4.0 MW
- ☐ Investment target 20 MW within 3 years 2021 - 2023

#### **DEMCO De Lao Company Limited (DDL):**

The Company has obtained a concession to produce and supply tap water in Luang Prabang, Laos PDR. Concession period is 30 years (2015 - 2045). Beginning of production and supply of tap water was in 2017. Average water supply volume has increased from 1,545 cubic meters to 7,700 cubic meters and up to 11,204 cubic meters in June 2019 and increased in 2020 to 7,900 cubic meters. But in 2021, it reduced to approximately 7,300 cubic meters due to the Covid-19 situation which be affected since the second quarter of the year onwards.

In 2021, the increase in revenue was due to the revenue from the sale of small mobile plants to the Provincial Waterworks Authority, as well as water plants construction revenue, which was recognized in accordance with accounting standards as additional investments in the high speed rail area.

Every year, the Company plans to increase revenue by 1) expanding tap water sales areas 2) earn other income; for example from selling mobile plants for small tap water produce. The change in income of the past was as follows:

UNIT : MTHB

Year	Revenue from Tap water supply	Revenue from sales of Mobile plant/others
2019	23.3	5.5
2020	22.7	13.6
2021	20.8	23.1

#### Anti - Corruption Development in 2021

In 2016, the Company announced the intention to become the member of “Thai Private Sector Collective Action Against Corruption - CAC” and was certified for the first time of membership renewal in 2019 – 2022.

The Company commits to give priority to the importance of corporate governance under the management framework of good ethics, be transparent, able to be checked including supporting and encouraging personnel at all levels having awareness of anti-corruption in all forms whether directly or indirectly. In 2021, the Company has reviewed the Anti - Corruption and Bribery Policy / Manual. This is a part of the Good Corporate Governance Policy and Code of Conduct for DEMCO business group to have practices consistent with the policies set as well as giving importance to compliance with the requirements related to anti-corruption in all forms in order to personnel at all levels of the DEMCO business group to take it as the norm in the works by striving to create it as one of the organization's cultures and values.

#### Major progress in 2021

- The Company organized an orientation training on the Company's anti - corruption guidelines for new employees to acknowledge and adhere to.
- The Company arranged a special lecture on the topic "Anti-Corruption and ethics in the organization" by Mr. Suwit Rojanavanich, Chairperson of the Public Debt Management Office on September 7, 2021.
- In 2021, there was no corruption offense or ethical violation.
- The Company performs its anti-corruption stance letting the stakeholders to know and adhere to Company guidelines; such as “No Gift Policy”, “Change Gifts into Blessings”.

The Corporate Governance Committee has coordinated with various departments in communicating the importance and giving cooperate in the fight against corruption according to the policy set and

communicated to business partners and customers to acknowledge and cooperate in complying with the Company's anti-corruption policy.

### **Actions for Sustainability**

DEMCO aims to be a sustainable growth organization, aware of the economy, society and environment in balance. And also strives to conduct business with transparency along with sustainable development.

This year, DEMCO has reviewed and improved corporate strategy to create performance and sustainable growth. There is preparedness for emerging risks. There is also a guideline to support and manage various issues to demonstrate the ability to create business opportunities and cope with the changing trends of the world (Global Trends). With a determination to conducting business under sustainable development with taking into account the environment, social responsibility and management in accordance with the principles of corporate governance. As a result, DEMCO is able to achieve goals and build trust from various agencies such as;

- Outstanding Establishment Award of Labor relations and Labor Welfare for the year 2021 at the National level from the Department of Labor Protection and Welfare, Ministry of Labor.
- Accredited as a member of the Thai Private Sector Collective Action Against Corruption (CAC).
- Sustainability Disclosure Award 2021: Sustainability Disclosure Award from Thaipat Institute (Public Organization) for the 2<sup>nd</sup> year in a row.
- DEMCO received an evaluation result from the Corporate Governance Report of Thai Limited Companies (CGR) survey at 5 stars level or excellent for 6 consecutive years, reflecting the potential of good corporate governance of DEMCO.

For the next future direction, DEMCO continues to develop business for continuous and sustainable growth and is committed to being one of the list of sustainable stocks or Thailand Sustainability Investment (THSI) to reflect that DEMCO emphasis on sustainable business development with consideration to environment, society and corporate governance as well as becoming a leading entrepreneur in electrical engineering, energy and utilities both domestic and abroad with innovation and modern technology.

DEMCO continues to produce sustainability reports. Now it is the six<sup>th</sup> year. The scope of the report covers the issues which are important to sustainable business practices for economically, socially and environmentally as well as in accordance with the expectations of stakeholders both directly and indirectly. The sustainability report appears on the Company's website in the Investor Relations section.

Shareholder raised questions and expressed their opinions as follows:

Mrs. Pornthip Kitichaiwat (Volunteer Rights Shareholder, Representative from the Thai Investor Promotion Association)

- At present, does the Company still invest in Wind Energy Holding Company Limited?

Mr. Paitoon Gumchai

- The Company still holds 3.89% of total shares in Wind Energy Holding Company Limited.

When no one asked further. The Managing Director proposed to the meeting just to acknowledge the report of the year 2021 performance because this agenda did not request for vote.

**Meeting's Resolution** : The meeting acknowledged the 2021 operating results detailed as proposed.

**Agenda 3. To consider and approve the Financial Statements and the Auditor's report for the year ended 31 December 2021**

The Company Secretary invited Mr. Prin Bholnivas, Independent Director, Chairman of the Investment Committee and Member of the Audit Committee to conduct the meeting on this agenda.

Mr. Prin Bholnivas clarified to the meeting that in order to comply with Public Company Limited Act, BE.2535 and Article 54 of the Company's Articles of Association, which require the Company to prepare a balance sheet and profit and loss account at the end of the fiscal year which be audited by the Company's Auditors and then proposing to the Annual General Meeting of Shareholders to approve.

The Company has submitted the statement of financial position, Statement of Comprehensive, Income Statement of changes in shareholders' equity and cash flow statement for the fiscal year ended December 31, 2021 together with the auditor's report which has been audited by a certified public accountant certified by the Office of the Securities and Exchange Commission ("SEC"), Dharmniti Auditing Company Limited. These had been reviewed by the Audit Committee and approved by the Board of Directors as per the details shown in the 2021 annual report sent to shareholders in the form of QR Code together with the invitation letter and also appearing on the Company's website. Therefore, the concluded information for the shareholders shall be as follows:

In the report of the certified public accountant, the paragraph of the opinion for the financial statements, the auditor gave an opinion without remarks and without conditions in the second paragraph as follows:

"Financial statement showing consolidated financial position of DEMCO Public Company Limited and its subsidiaries as of December 31, 2021 and consolidated operating results and total cash flow for the year ended on the same day and presented the separate financial position of DEMCO Public

Company Limited as of December 31, 2021 and the operating results and cash flows for the year ended on the same date correctly as they should in materiality according to the financial reporting standards.”

The auditor's report dated February 25, 2022, which is the date that the Board of Directors has considered these financial statements and pleased to inform the shareholders of 2 additional matters;

1. Year 2021 is the first year that the Company has used the Company's audit service from Dharmniti Audit Company Limited, an audit company approved by the 2021 Annual General Meeting of Shareholders.
2. The figures shown in the financial statements, showing in thousand baht, are in accordance with the standards proposed by the audit company which the Company has given approval.

**Consolidated statement of financial position Compare 2021 and 2020**

Unit : Million Baht

ITEM	Consolidate Financial Statement				Separate financial statements			
	2021	2020	Increase (Decrease)	%	2021	2020	Increase (Decrease)	%
<b><u>Statement of Financial Position</u></b>								
Total Assets	6,948	7,374	(426)	(6)	6,687	7,223	(536)	(7)
Current Assets	1,656	1,678	(22)	(1)	1,467	1,487	(20)	(1)
Non Current Assets	5,292	5,696	(404)	(7)	5,220	5,735	(515)	(9)
Total Liabilities	2,603	2,755	(152)	(6)	2,587	2,792	(205)	(7)
Current Liabilities	2,221	2,164	57	3	2,307	2,278	29	1
Non Current Liabilities	381	590	(209)	(35)	280	514	(234)	(46)
Shareholder Equities	4,345	4,619	(274)	(6)	4,100	4,430	(330)	(7)
<b><u>Statement of Comprehensive Income</u></b>								
Total Revenues	2,731	2,497	234	9	2,586	2,225	361	16
Total Expenses	2,712	2,440	272	11	2,464	2,085	379	18
Net Profit (Loss)	101	55	46	83	51	7	44	629
Earnings Per Share	0.14	0.08	.06	75	0.07	0.01	0.06	600

Mr. Prin Bholnivas presented the statement of financial position and statement of comprehensive income as follows;

From the statement of financial position comparing between 2021 and 2020, as DEMCO's financial position accounts was more than 90% of consolidated financial statement. It was found that, the change of financial position and income with expenses presented in the consolidated financial statements and separate financial statements went into the same direction. Therefore; to report only the consolidated financial statements shall be as if presenting the statement of financial position and statement of comprehensive income.

#### **Consolidated Statement of Financial position compare 2021 and 2020**

##### **Total Assets**

**The consolidated financial statements of 2021** having total assets of 6,948 million baht, a decrease of 426 million baht from 2020, with total assets of 7,374 million baht, consisting of:

- **Current assets in 2021** amounted to 1,656 million baht, a decrease of 22 million baht from 2020 due to trade accounts receivable and more accrued income collected during 2021.
- **Non-current assets in 2021**, including consolidated financial statements and separate financial statements decreased by 404 million baht from 5,696 million baht in 2020 to 5,292 million baht from financial assets. It has been an investment in Wind Energy Holding Company Limited. Financial Reporting Standard No. 9 specifies that in case of investment in other companies, it must be made with fair price. The price recorded by the Company was the price that the shareholders have traded during the year. The Company adopted this financial standard before 2021 by recording the change in value of both assets and shareholders' equity. And because during the year 2021, shares were traded by other shareholders of Wind Energy Holding Company Limited at a price lower than the recorded price. The Company therefore recorded the impact of the decrease in the investment value of approximately 476 million baht, causing the value of non-current assets and the shareholders' equity decreased without affecting profit (loss) and retained earnings in any way.

##### **Total Liabilities :**

**Consolidated Financial Statement for the year 2021** having total liabilities of 2,603 million baht, a decrease of 152 million baht from 2,755 million baht from 2020, consisting of

- **Current Liabilities for the year 2021** in the amount of 2,221 million baht, a slight increase of 57 million baht from 2,164 million baht in 2020, increasing from bank loans and financial institutions for using in the cash rotation of the business during the year.
- **Non - Current Liabilities for the year 2021** in the amount of 381 million baht, a decrease of 209 million baht due to the repayment of long-term loans that are due as well as the accrued income tax burden related to the fair price of investment in Wind Energy Holding Company Limited that decreased accordingly.

## Equity

### Consolidated Financial Statement for the year 2021 :

Shareholders' Equity of 4,345 Million Baht, decrease of 274 Million Baht from the year 2020, was caused by 2 main reasons:

1. Equity of retained earnings increased from net profit of the year 2021 of amount 100 million baht.
2. Decrease in the value of investment in Wind Energy Holding Company Limited due to net income tax which did not affect the profit of the Company. Record was made in the category of other components of shareholders' equity.

### Statement of Comprehensive Income

#### Consolidated Financial Statement for the year 2021 :

Total Expenses 2,731 Million Baht, an increase from 2020 of 234 Million Baht. It is the part of substation construction income and dividends as presented by the Managing Director.

#### Total Expense

Consolidated Financial Statement for the year 2021: Total Expenses 2,712 Million Baht, an increase from 2020 of 272 Million Baht from 2,440 Million Baht

#### Net Profit

Consolidated Financial Statement for the year 2021: Net Profit of 101 Million Baht, an increase from the year 2020 of 46 Million Baht from 55 Million Baht

#### Earnings per share

Consolidated Financial Statement for the year 2021: Earnings per share 0.14 Baht, an increase from 2020 by 0.06 baht / share

Separate Financial Statement for the year 2021 : Earnings per share 0.07 Baht, an increase from 2020 by 0.06 baht/share

Which details the financial statements appeared in the Annual Report 2021 and as those the Managing Director reported in Agenda 2 Acknowledgment of the 2021 operating results.

When no shareholder asked or provided any comments. Mr. Prin Bholnivas, therefore, asked the meeting to consider approving the financial statements and the auditor's report for the accounting period ending 31 December 2021.

#### The resolution:

The resolution on this agenda item shall be adopted by the majority votes of the shareholders and the proxies attending the meeting and casting their votes



**Resolution:** The meeting approved the financial statements and the auditor's report for the accounting period ending 31 December 2021 by majority votes as follows.

Agreed	252,992,287	Votes	Equivalent to %	99.9162
Disagreed	0	Votes	Equivalent to %	0.0000
Abstained	212,300	0.0838	Equivalent to %	0.0838
Void Ballot	0	Votes	Not constituted as vote	0.0000

**Note:** During this Agenda, there was an additional shareholders who held 550,000 shares attending the meeting.

**Agenda 4** **To approve the dividend payment for the Company's performance of year ended December 31, 2021**

The Company Secretary invited Mr. Paitoon Gumchai, Managing Director to conduct the meeting on this agenda.

**Rational**

According to the Public Limited Companies Act.B.E.2535 and the company's regulation item 32 and 33, they have specified that the Board shall arrange for shareholders' meeting at least once a year for net profit allocation and dividend payment consideration.

And according to Section 116 of the Public Limited Companies Act.B.E.2535, the company has to allocate not less than 5 percent of net profit as reserved funds, unless the reserved fund reaches the amount not less than 10 percent of the registered capital which currently the Company could reach the line.

The Company had net profit from separate operation result in the year ending December 31, 2021 of the amount THB 50,924,684 and had retained earnings brought forward of the amount THB 167,306,402.54

The Company normally has a policy to pay dividends to its shareholders not less than 40% of the net profit after tax, legal reserves and other reserves specified in the terms of the agreement.

The Board of Directors Meeting No. 1/2022, held on February 25, 2022, resolved to pay dividend payment from the 2021 operating results for the period of January 1, 2021 to December 31, 2021 , with the corporate income tax rate of 20% to shareholders according to the total issued shares of 730,344,251 shares at the rate of 0.03 baht per share (Three Satang) and it was appropriate to propose to the shareholders' meeting to approve the payment of dividends from the operating results . Paying such dividends to shareholders would be according to the name listed on the record date of

shareholders' rights (Record Date) on Monday May 9, 2022. The dividend payment is scheduled for Monday May 23, 2022. The Stock Market will post an XD sign during the day of 6 May 2022.

**Dividend Comparison during year 2018 – 2021**

Item	Separate Financial Statements			
	2021	2020	2019	2018
1. Net profit (MTHB)	50.92	7.09	83.61	177.22
2. Share (MUNIT)	730.34	730.34	730.34	730.34
3. Dividend per share (THB/share)	0.03	omitted	0.03	0.05
4. Total paid dividend ( MTHB)	21.91	0.00	21.91	36.52
5. Earnings per share (%)	43.02	N/A	26.21	20.60

The Managing Director allowed shareholders to inquire or express opinions on this agenda. When no one asked any question, the Managing Director asked the meeting to consider and approve the dividend payment for the Company's performance of year ended December 31, 2021

**The resolution:**

The resolution on this agenda item shall be adopted by the majority votes of the shareholders and the proxies attending the meeting and casting their votes.

The resolution was passed by unanimous votes as follows

Agreed	253,204,587	Votes	Equivalent to %	100.0000
Disagreed	0	Votes	Equivalent to %	0.0000
Abstained	0	Votes	Equivalent to %	0.0000
Void Ballot	0	Votes	Not constituted as vote	0.0000

**Note:** During this Agenda, there was not an additional shareholders attending the meeting.

**Agenda 5 To approve the directors for replacement of those to be retired by rotation for the year 2022**

The Company Secretary invited Mr. Punn Kasemsup, Independent Director and Chairman of the Nomination and Remuneration Consideration Committee to be the moderator of the meeting in this agenda.

Mr. Punn Kasemsup explained to the meeting as follows :

One - third of the Board of Directors must retire from office at every annual general meeting of shareholders. The directors who have been in office for the longest time will be firstly retired by rotation. In the case the directors who vacated office could not be divided by one-third, applying the number

closest to one-third. However, a retired director may be re-elected for another term of the position, which is in accordance with Section 71 of the Public Limited Companies Act B.E. 2535 and Article 19 of the Company's Articles of Association (details of the Company's Articles of Association are sent in Enclosure 6).

The Nomination and Remuneration Consideration Committee had considered the list of qualified persons to be proposed as the Company's directors from the nomination of shareholders, Company directors and from the Director Pool by specifying criteria for selecting directors that aims to diversify the board structure (Board Diversity) in terms of knowledge and experience in the core business of DEMCO Business Group, specialize knowledge and experience such as Engineering, Law, Marketing, Human Resource Management, Accounting and Financial Management, Information Technology Management, Competence in Corporate Governance, Knowledge in Performing the Duties of a Director, Strategic Planning and Risk Management including Gender, Nationality, Age and Marital Status without discrimination or exclusion of any individual. In terms of knowledge Competence, the Company has established a Board Skill Matrix that is consistent and appropriate to the direction and strategy of the DEMCO Business Group for the selection of directors. The Nomination and Remuneration Consideration Committee has considered and nominated qualified persons to be the Company's Board of Directors for the 2022 Annual General Meeting of Shareholders to consider and approve the appointment of an individual person.

Directors who will vacate office on the date of the 2022 Annual General Meeting of Shareholders of the Company, there are 4 persons as follows:

- |                                  |   |
|----------------------------------|---|
| (1) Mr. Naris Srinual            | Lead of Independent Director, Chairman of the Audit Committee, Member of the Investment Committee and Member of the Nomination and Remuneration Consideration Committee                       |
| (2) Mr. Sermsak Charumanus       | Independent Director, Chairman of the Corporate Governance and Sustainability Committee , Member of the Audit Committee and Member of the Nomination and Remuneration Consideration Committee |
| (3) Mr. Sa - nguan Tungdejahirun | Non - Executive Director, Member of the Corporate Risk Management Committee and Member of Nomination and Remuneration Consideration Committee   |

(4) Mr. Paitoon Gumchai	Executive Director, Member of the Executive Committee, Managing Director, Member of the Corporate Governance and Sustainability Committee, Member of the Corporate Risk Management Committee, Member of the Investment Committee
-------------------------	--

The recruiting methods and procedures were determined as follows:

1. The Company offered shareholders an opportunity to propose names, persons for selection as the Company's directors in the annual general meeting of shareholders of 2022 from October 1, 2021 until December 30, 2021. When the said period turned out, there were no shareholders nominating persons to be elected by the Company as directors.
2. The Nominating and Remuneration Consideration Committee acknowledged the names of the directors who were due to retire by rotation and consider recruiting outsiders to nominate for selection as a director from both the Company's directors and shareholders.
3. The Nominating and Remuneration Consideration Committee considered and selected suitable persons to be directors of the Company from the list that has been proposed to be appointed as the Company's directors having acceptable qualifications and have no any prohibited characteristics as required by law.
4. The Nominating and Remuneration Consideration Committee selected and nominated qualified persons, one to be a new director and the others to replace the directors retired by rotation to the Board of Directors' meeting to determine whether the qualifications are suitable for the Company's business operation. And further presented to the Annual General Meeting of Shareholders for the year 2021.
5. The Nominating and Remuneration Consideration Committee considered the qualifications of the directors under the Act and related announcements as follows:
  - 5.1 Public Companies Act 1992, Section 68: Qualifications of Directors
  - 5.2 Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2016: Application for and Permission to Sell Newly Issued Shares Clause 17: Specific Qualifications in the Case of Independent Director and / or Audit Committee
  - 5.3 Notification of the Securities and Exchange Commission No. Kor Jor. 3/2560: Determination of Untrustworthy Characteristics of Company Directors and Executives

The Nominating and Remuneration Consideration Committee has provided the nomination process for Directors. Proposing the names of the replacement Directors to fill the vacancy as follows:

1. Inquire about the voluntary status of the Directors who will be retired by rotation and inquire about the intention of each Director in the position to be retired by rotation.
2. The Committee shall propose names of qualified persons to shareholders for election as Directors.
3. Nomination and Remuneration Consideration Committee shall carefully consider and scrutinize before presenting The Board of Directors to consider before proposing to the shareholders' meeting to consider and elect as Directors by considering the qualifications of Directors as specified in the relevant laws, Company regulations and the Board Charter as well as reviewing the qualifications of independent Director and / or Executive Director also.

Directors who have completed their term, which are ;

- |                                  |   |
|----------------------------------|---|
| (1) Mr. Naris Srinual            | Lead of Independent Director, Chairman of the Audit Committee |
| (2) Mr. Sermsak Charumanus       | Independent Director, Member of the Audit Committee           |
| (3) Mr. Sa - nguan Tungdejahirun | Non - Executive Director                                      |
| (4) Mr. Paitoon Gumchai          | Executive Director  |

The Profile of the four persons proposed for election were detailed in [Attachment 3](#)

Anyway, the Company has set more intensive qualification of Independent committee than the one announced by SEC. The Independent committee has to obtain the shares in the company, subsidiary, and associates not more than 0.5% of total vote - able shares (including the shares holding by the ones relate to the committee). So the <sup>1st</sup> and the <sup>2nd</sup> directors mentioned above would comply with this strict Company requirement and could conduct his work independently.

The Board of directors who has no conflicts of interest has carefully considered and scrutinized the four elected Directors proposed by the Nomination and Remuneration Consideration Committee about their capability, experience, prudence, and qualification then agreed to propose the Meeting of Shareholders to approve them, named below, to perform or to continue with their hold positions. And also, each of them have had qualifications as a director / independent director as required by laws & the rules of the relevant regulatory authority, Articles of Association Charter of the Board of Directors and qualifications of independent directors as

specified by the Company. Therefore, the shareholders' meeting should consider approving re - appoint the four directors who retired by rotation to be the Company's directors for another term.

When no any questions was raised by shareholders. Mr.Punn Kasemsup, therefore requested the meeting to consider and approve the appointment of Directors to replace those retiring by rotation in this agenda, each Director must be approved with the majority votes of the shareholders who attended the meeting and casted their votes. The Company will use the method of election of each Directors individually by requesting to collect the disapproved ballots and abstained from voting in order to record the votes.

**The resolution:**

The resolution on this agenda item shall be adopted by the majority votes of the shareholders and the proxies attending the meeting and casting their votes. The proposed persons would be selected individually.

**Resolution:** The shareholders' meeting passed a resolution to the directors for replacement of those to be retired by rotation for the year 2022 with the following majority vote results;

The resolution was passed by majority votes as follows:

- 1) Mr.Naris Srinual to be elected as the Independent Director and Chairman of the Audit Committee

Agreed	247,952,747	Votes	Equivalent to %	97.9259
Disagreed	5,251,840	Votes	Equivalent to %	2.0741
Abstained	0	Votes	Equivalent to %	0.0000
Void Ballot	0		Not constituted as vote	0.0000

- 2) Mr. Sermsak Charumanus to be elected as Independent Director/Audit Committee

Agreed	247,952,747	Votes	Equivalent to %	97.9259
Disagreed	5,251,840	Votes	Equivalent to %	2.0741
Abstained	0	Votes	Equivalent to %	0.0000
Void Ballot	0		Not constituted as vote	0.0000

3) Mr. Sa-Nguan Tangdejahirun to be elected as Non - Executive Director

Agreed	247,952,887	Votes	Equivalent to %	97.9259
Disagreed	5,251,700	Votes	Equivalent to %	2.0741
Abstained	0	Votes	Equivalent to %	0.0000
Void Ballot	0		Not constituted as vote	0.0000

4) Mr. Paitoon Gumchai to be elected as Director (Executive)

Agreed	247,952,887	Votes	Equivalent to %	97.9259
Disagreed	5,251,700	Votes	Equivalent to %	2.0741
Abstained	0	Votes	Equivalent to %	0.0000
Void Ballot	0		Not constituted as vote	0.0000

**Note:** During the Agenda 4 period, there was no additional shareholder attending the meeting.

**Agenda 6. To consider and approve the annual remuneration and the reward for directors of the year 2022**

The Company Secretary invited Mr. Punn Kasemsup, Chairman of the Nomination and Remuneration Consideration Committee to conduct the meeting in this Agenda.

Mr. Punn Kasemsup reported to the meeting as follows:

Pursuant to the Public Company Limited Act B.E. 2535, Section 90, the directors' remuneration payment shall be in accordance with the resolution of the shareholders' meeting which consists of votes not less than 2 in 3 of the votes of the shareholders who attend the meeting and cast the votes and Article 29 of the Company's Articles of Association specifies that the Company's committee has the right to obtain remuneration in terms of reward, meeting allowance, bonus or other benefits according to Company's regulation or the approval of shareholders in the meeting.

To determine the appropriate remuneration of directors, it is considered as one of the guidelines in accordance with the principles of good corporate governance to protect the interests of shareholders and can motivate as well as to retain competent directors to work for the DEMCO business group. The Board of Directors should set policies and criteria for determining directors' remuneration in accordance with their duties and the responsibility of the directors by considering the information in terms of form and the amount of directors' remuneration in comparison with the same industry group and companies with similar income.

(Baht)

Regular remuneration (Baht/person/month)	Board of Directors	Audit Committee	Corporate Governance and Sustainability Committee	Nomination and Remuneration Consideration Committee	Corporation Risk Management Committee	Investment Committee	Executive Committee
Chairman	80,000	Lead Independent Director	25,000*	25,000*	25,000*	25,000*	25,000*
		28,000					
Director	30,000	23,000	20,000*	20,000*	20,000*	20,000*	20,000*
Attendance Fee/time	5,000	3,000*					
Note *: Remuneration for the Executive Committee, only those who are not executives							

## Directors' remuneration and meeting allowance for the year 2020 - 2021 and 2022 (proposed)

(Baht)

Board of Directors/Committee	Regular remuneration			Attendance Fees			Total Remuneration		
	2020	2021	2022 (Proposed)	2020	2021	2022 (Proposed)	2020	2021	2022 (Proposed)
Board of Directors	4,200,000	4,560,000	4,560,000	240,000	264,000	440,000	4,440,000	4,824,000	5,000,000
Audit Committee	612,000	612,000	336,000	96,000	84,000	108,000	708,000	696,000	444,000
Nomination & Remuneration Consideration Committee	540,000	300,000	300,000	60,000	72,000	54,000	600,000	372,000	354,000
Corporate Governance and Sustainability Committee **	-	-	540,000	-	60,000	54,000	-	60,000	594,000
Corporate Risk Management Committee	300,000	780,000	540,000	75,000	90,000	72,000	375,000	870,000	612,000
Investment Committee	540,000	540,000	540,000	60,000	84,000	75,000	600,000	624,000	615,000
<b>Total</b>	<b>6,192,000</b>	<b>6,920,000</b>	<b>6,816,000</b>	<b>531,000</b>	<b>654,000</b>	<b>803,000</b>	<b>6,723,000</b>	<b>7,446,000</b>	<b>7,619,000</b>

Note \*\*: Restructuring and change the name from the Nomination & Remuneration and Corporate Governance Committee to the Nomination and Remuneration Consideration Committee on January 1, 2022



Compensation in other form benefits according to the regulations of the Company

- Annual health check-up fee 15,000 baht per year
- Traveling expenses 10,000 baht per month
- Group life insurance, D & O Liability Insurance
- Membership fee seminars for various courses of IOD and other institutions related

In the case that the Board of Directors has appointed new Sub - Committee, the Board of Directors will control the total remuneration to be within the amount of not more than 7,619,000 baht as approved by the shareholders' meeting.

Directors' remuneration as approved by the 2021 shareholders' meeting was in the amount of 7,446,000 baht but actual payment was 7,208,000 baht.

Directors' reward for the performance in the year 2021 and 2022 (Proposed)

Maintain the director's award for the year 2021 performance at the rate of not more than 1% of the comprehensive income for the year of the separate financial statements which has to deduct profit / income as follows in calculation:

- Less with profit from exchange rate before tax
- Less with profit from selling the investment units before tax
- Less with income or profit from special items before tax

Payment shall be made only for the financial year that has paid dividends which was the same rate as the director award rate for the performance of the year 2019\*. The Board of Directors determined the appropriate amount of the award no exceeding the said rate and the committee members would allocate by themselves with details as follows:

Operational year 2020	Operational year 2021 (Proposed year)	Operational year 2022 (Adjusted)
No payout of Directors' reward.	Not more than 1% of the comprehensive income for the year of the separate financial statements for the amount Baht 509,000.-	Annual reward for Company Directors will refer to the operating results of the Company which the Board of Directors will conduct a self-assessment, both individually and by group, to measure the performance each year. <u>Directors' reward</u>

		<ul style="list-style-type: none"> <li>• Chairman of Sub-Committees, not exceeding 400,000 baht / person / year</li> <li>• Company Directors, not more than 300,000 baht/person/year</li> </ul>
--	--	---

**Board's Opinion** : The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Consideration Committee that the shareholders' meeting should approve the remuneration and the principle of remuneration payment for Directors and Sub - Committees for the year 2022 in the amount of not exceed 7,619,000 baht , the director's reward for the performance of the year 2020 amount Baht 509,000, and the criteria for paying the Directors' awards for the 2022 operating results as proposed. This is because such remunerations are appropriate and reflective the duties and responsibilities of the Directors with comparable criteria with any companies in the same industry business group and other listed companies of similar scale. (Details for consideration of remuneration appeared in the attachment 4)

When no any questions was raised by shareholders. Mr.Punn Kasemsup, therefore requested the meeting to consider and approve the remuneration and the principle of remuneration payment for Directors and Sub - Committees for the year 2022 in the amount of 7,619,000 baht, payment of the rewards for the performance of the year 2021 in the amount of 509,000 baht and the criteria for paying the rewards of operating results for the year 2022 is as proposed.

This is subjected to the Annual General Meeting of Shareholders 2022's approval.

**The resolution:**

This Agenda must be approved by vote of not less than two - thirds (2/3) of the total votes of the shareholders attending the meeting and casting votes.

**Resolution of the meeting:** It was approved the remuneration and the principle of remuneration payment for Directors and Sub – Committees for the year 2022 in the amount not more than Baht 7,619,000 and the director's reward for the performance of the year 2021 amount Baht 509,000 and the criteria for paying the directors' rewards for the performance of the year 2022.

The resolution was passed by unanimous votes of the shareholders and proxies attending the meeting and casting votes as follows:

Agreed	253,204,587	Votes	Equivalent to %	100.0000
Disagreed	0	Vote	Equivalent to %	0.0000
Abstained	0	Vote	Equivalent to %	0.0000
Void Ballot	0	Vote	Not constituted as vote	0.0000

**Note:** During the period performing this Agenda, no more additional shareholders attending the meeting.

#### **Agenda 7 To approve the appointment of Auditors and the Audit fee for the year 2022**

The Company Secretary invited Mr. Naris Srinual, Lead of Independent Director and Chairman of the Audit Committee to conduct the meeting in this agenda.

Mr. Naris Srinual

Pursuant to Section 120 of the Public Limited Companies Act of B.E.2535 and Article 33 of the Company's Articles of Association, the appointment of Company's auditor and to fix the auditors' remuneration for the year 2022 shall be considered in the 2022 Annual General Meeting of Shareholders.

#### **Audit Committee Recommendation**

The Audit Committee had considered and selected the company's auditors for the year 2022 by considering their reliability, capability, timely financial statements certifying, advisability, independence and appropriateness of compensation and then propose the auditors from DHARMNITI AUDITING CO.,LTD.

1. Agreed to propose to the shareholders to consider and approve the appointment of auditors from DHARMNITI AUDITING CO.,LTD. for the year 2022 as follows:

Name	C.P.A No.	Certify DEMCO's statements
1. Mr. Suwat Maneekanoksakul	8134	-
2 Miss Arisa Chumwisut	9393	1
3. Mr. Peradate Pongsathiansak	4752	-

Each auditor of them shall audit and provide any recommendation to year 2022 Company's financial statements. For more details of the 3 persons, they are shown in Attachment 5

The proposed auditors in the name - list above have no relationship with or conflict of interest in the Company / subsidiaries / associated companies / executives / major shareholders or any person

related to those persons. Therefore, all the auditors are independent in performing their audit and expressing opinion on financial statements of the Company

2. The Audit Committee also proposed the auditors' fee for year 2022 amount THB 1,415,000 for approval.

The comparison of the proposed Auditor's Fee to the past 2 years was as follows:

Item	Amount (THB)		
	2022 (Proposed)	2021	2020
Audit annual financial statement	785,000	720,000	1,100,000
Review 3 quarters of Financial statement	600,000	600,000	900,000
ERP/BOI initiation review fee	30,000	30,000	150,000
<b>Total remuneration</b>	<b>1,415,000</b>	<b>1,350,000</b>	<b>2,150,000</b>

**Remark :** Financial Statement year 2020 audited by the C&A Auditing Firm

The budget included the cost for English version financial statement

In addition to the said audit fee, The Company may provide other service fees, such as travel expenses, accommodation fee for the audit of the auditor, which the mentioned charged actual expenses shall be paid each time along with the audit fee.

#### **Board's Recommendation**

Pursuant to the Public Limited Company ACT and Article 33 of the Company's Articles of Association and Board of Directors Meeting No. 1/21 on February 25, 2022, recommending to consider and approve the appointment of auditors and the remuneration in the Annual General Meeting of shareholders each year. The Audit Committee and The Board of Directors considered and approved to appoint the auditors from DHARMNITI AUDITING Co., Ltd. named as proposed to be the Company's auditors for the year 2022 with the auditor's remuneration not more than THB 1,415,000 and other expenses as actually incurred.

#### **The resolution:**

The resolution on this agenda item shall be adopted by the majority votes of the shareholders and the proxies attending the meeting and casting their votes.

After clarification has been completed. Therefore inviting shareholders to ask any questions.

When no shareholder asked. Mr. Naris Srinual therefore asked the meeting to consider appointing the auditors for the accounting period ended December 31, 2022 and setting the amount of the audit fee for the year 2022 in the amount of Baht 1,415,000 as proposed. This Agenda must be approved by a majority vote of the meeting.

**Resolution of the meeting:** It was approved the appointment of Mr. Suwat Maneekanoksakul CPA No..8134, Ms. Arisa Chumwisut CPA No.9393 and Mr. Peradate Pongsathiansak CPA No. 4752 of DHARMNITI AUDITING Co., Ltd. as the auditors of the Company for the year 2022 and approved the auditor fee for the Company's Financial Statement audit of the year 2022 totally not more than 1,415,000 Baht.

The resolution was passed by an unanimous of votes of the shareholders and proxies who attended the meeting and voted as follows:

Agreed	253,204,587	Votes	Equivalent to %	100.0000
Disagreed	0	Votes	Equivalent to %	0.0000
Abstained	0	Votes	Equivalent to %	0.0000
Void Ballot	0	Votes	Not constituted as vote	

#### **Agenda 9. To consider other matters**

The Company secretary informed the meeting that the various set agendas specified in the invitation letter were considered and discussed accordingly. Lastly, Mr. Phongsak Siricupta, Chief Executive Officer, was invited to explain the Company's future business plan to shareholders. This agenda was just for acknowledgment so there will be no consideration by voting.

## **FINANCIAL HIGHLIGHTS** Projects Backlog (Separate financial statements)



**Until 25 March 2022 of amount 4,026.19 MB**

Project Type	BACKLOG PROJECT		
	2021	Backlog 2022 – Y2023	
	Project value (MB.)	No. of Project	Project value (MB.)
Electrical Engineering Work	1,997.07	76	2,876.87
Signaling Work & MEIT	329.04	11	1,103.02
Hardware sale	22.70	-	-
<b>Subtotal</b>	<b>2,348.81</b>	<b>87</b>	<b>3,979.89</b>
Renewable Energy	4.66	1	46.30
<b>Subtotal</b>	<b>4.66</b>	<b>1</b>	<b>46.30</b>
<b>Grand total</b>	<b>2,353.47</b>	<b>88</b>	<b>4,026.19</b>

**REMARK :** This report has been prepared follows the regulation of SEC



## KEY DRIVE FOR FUTURE REVENUE

### 1. Renewable and Alternative Energies Development Plan during the year 2018 -2037

- Private PPA, Community-Based Power Plants.

### 2. EGAT's Investment Budget during the year 2015- 2022 MTHB 123,200

- 2.1 Constructing new Transmission Lines, Substations, Switching Stations MTHB 60,000.
- 2.2 Renovation and Improvement existing Transmission Lines in Western and Southern region of Thailand MTHB 63,200.

### 3. EGAT's Investment plan during the year 2020 - 2030 MTHB 300,000

- Constructing Transmission and Distribution Line and Substations to support the Grid modernization & Asian power grid policy.

### 4. MEA's Investment Budget during the year 2016 - 2026 MTHB 48,717

- Constructing Underground Cable System in Metropolitan Area.

25



## KEY DRIVE FOR FUTURE REVENUE

### 5. PEA's Investment Budget during the year 2016 - 2021 MTHB 62,678

- Constructing Transmission and Distribution Line system as development project stage 1.

### 6. PEA's Investment Budget during the year 2017 - 2022 MTHB 11,000.

- Constructing Underground Cable System in Provincial Area.

### 7. Entering to new businesses by moving to Computerized Base and Platforms such as Smart Grid, Micro Grid, Energy Storage including businesses related to Electric Vehicles.

### 8. Invest in Solar rooftop (Private PPA) targets 20 MW during the year 2021 –2023

### 9. Feasibility Studies with Partners : VSPP including O&M service , Automatic Parking System and Water Supply.

26

Mr. Phongsak Siricupta presented to the meeting that the Company has had a backlog as of March 25, 2022 of amount 4,026 million baht by estimating that the revenue would be recognized in 2022 around 50% and the revenue would be recognized in 2023 for the other 50%. The business to be continued would be consisted of the existing core businesses and new businesses those would be operated in the future, consisting of

### **1. Renewable energy projects**

1.1 Large - scale Solar Farm and Wind Farm, but the government had not yet accepted the purchase of electricity at that moment. The Company would primarily operate in the form of Private PPA, as Solar Rooftop in the form of;

1) EPC, The Company would undertake construction for the owner of the business. The owner of the business would invest 100%, which this year the Company already has had a backlog of work in this part of about 50 million baht.

2) Owner would invest 50%, the Company invests 50%.

3) The Company invests 100%. In this part, the Company has had completed the power supply 0.5 megawatts and under construction to supply power for another 4 megawatts in 2022.

There are projects in the Pipe Line that the Company has submitted bids and in the process of negotiation with the owners of approximately 6 megawatts and it is expected to invest more in 2023 of about 20 megawatts.

The 2<sup>nd</sup> and 3<sup>rd</sup> form would have discount to offset the debt to return the investment that the Company has invested. After the expiration of 15 years, the Company would transfer the assets to the owner of the business.

Next, we would conduct a study with partners, focusing on VSPP power plants, possibly EPC or small power plant construction including going into the O & M of Bio Mass project.

### **1.2 Community Power Plant Projects**

In 2021, there was a 150 MW. community power plant auction, comprising 75 MW. Bio Mass and 75 MW. Bio Gas that be cooperated with partners in bidding, but not be awarded. However, both mentioned Bio Mass and Bio Gas contracts are now has not been signed in any way.

2. Electricity Generating Authority of Thailand (EGAT): The part that the Company attends the bids are Substation and transmission line works 230kV - 500kV. Each year, there will be an average of amount 10,000 million baht in bidding issued continuously.

3. Metropolitan Electricity Authority: The Company has an auction for the underground electrical system. The Company has already awarded in the Purple Line electric train Project. The Company has

contracted a consortium with a partner, which will be the Company's income of 250 million baht. The working area has recently been delivered.

4. Provincial Electricity Authority: Substation works and transmission line works average 7,000 million baht per year would be issued by bidding, which PEA is the main customers of the Company in which we continually have participated in the auction.

5. Underground electricity work: There are many patterns which Provincial Electricity Authority would issue tenders for various formats of works.

1) Provincial Electricity Authority invests 100%: In this part, the projects completed by the Company were Korat Lot 1 and Lot 3, totally 2 projects of approximately 400 million baht.

2) Provincial Electricity Authority invests 50% and the local government invests 50% in civil works by assigning Provincial Electricity Authority to be the tenderer. This is the case in which the local government has a need for the Provincial Electricity Authority to expedite the operation of underground electricity in the city which the Company used to be awarded for the work in Lampang Province and already completed.

3) The underground power project in majestic honor of every province. The Company used to be awarded for the work in Sa Kaeo Province.

In the near future, the Company is preparing to enter new businesses such as Computer Base, Smart Grid, Micro Grid, Energy Storage, EV, and Smart City, which have many fields of interest to the Company, such as Smart Energy, consisting of infrastructure which the underground power system, communication power system and the renewable energy system are combined under the control of automatic/manual energy management.

About the EV, the Company has organized a working team to conduct a study to install EV system. However, the current system is still not conducive to charging because it takes too much time. The distribution system of Provincial Electricity Authority and Metropolitan Electricity Authority to support charging may not be sufficient. The 115kV transmission line and the 22kV distribution system will be changed to only 115kV system to serve as the power supply for charging stations that will come soon in the future.

A new business that will generate income for the Company's subsidiary (DEMCO Power Company Limited ("DP")) is the Automatic Parking System. Many areas in Thailand have pain points for parking area limit which this system can solve this problem.

The Company has a partner in the implementation of Automatic Parking System. Initially, DP will



supply the steel structure columns which are the structure. The next step is to begin self-production the imported parts which is a relatively high quality steel basement. The Company will have an abroad factory visit with partners next month to negotiate for more progress.

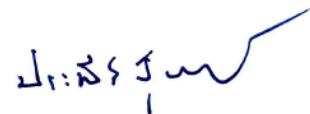
The Company has operated in the MEIT business for about 2 - 3 years, firstly was the installation of Optic Fiber cables for the Petrochemical Group and then was the construction of oil storage tanks for the Petrochemical Group as well. Currently, there is 1 project under construction. The project is located in Lam Luk Ka District. The operation is nearing to be completed and having the ongoing projects in sequence. At the same time, the construction of a pumping station at Bang Phra Reservoir is nearing completion, the project progress is almost 100%. These are businesses those will be new businesses of the Company in the future.

After the clarification was completed, shareholders were given an opportunity to ask questions or express their opinions.

There were no further questions or comments from the shareholders. The Company secretary informed that since all meeting agendas had already been conducted. Therefore, the Managing Director was invited to summarize the number of attendees as follows:

After the meeting started at 2:00p.m., there were some more shareholders registered to attend the meeting in addition. As of the meeting adjourned, there were a total of 73 shareholders, 14 of them attended the meeting in person, and 59 by proxies. The total number of shares is 253,204,587 shares, representing 34.6692 percent of the total number of shares sold. And finally, the Chairman was invited for a speech to close of the meeting.

Chairman said thanks to all shareholders for attending the meeting and asking useful questions. The Directors and executives would perform their duties best for the Company to grow with high stability and sustainability including to concentrate for the best interests of shareholders and announced to adjourn the meeting at 4:12 p.m.



(Mrs. Praphee Puipunthavong )

Chairman of the Board

*Ms. Orawan Siriwong*

The Company Secretary/Meeting recorder