

## Translation

### Minutes of the 2024 Annual General Meeting of Shareholders

Kang Yong Electric Public Company Limited

Friday 26<sup>th</sup> July 2024 at 02:00 p.m.

via electronic media according to the Emergency Decree on Electronic Meeting B.E.2563

The meeting system and broadcast live were at Kang Yong Electric Public Company Limited, located at No.67 Moo 11, Debaratna Road Km. 20, Banchalong, Bangplee, Samutprakarn 10540.

---

Meeting called to order: 02:00 p.m.

#### Preliminary proceedings:

Ms. Yanisa Phankasem, Meeting Secretary, informed the meeting that as at the record date of 28 June 2024 determined by the board of directors, there are totaling 2,271 shareholders, representing a total of 19,800,000 shares. On the meeting day, there were 16 shareholders attending the meeting in person, representing 924,300 shares, and 21 attending the meeting by proxy, representing 14,241,558 shares, making up a total of 37 shareholders and proxies attending the meeting, holding an aggregate of 15,165,858 shares or 76.5952%. The meeting was constituted a quorum according to the Company regulation.

#### Directors attending the meeting

- |    |               |                |  |
|----|---------------|----------------|--|
| 1. | Mr. Keiji     | Oya            | Vice Chairman of the Board of Directors /<br>Vice Chairman of the Board of Executive Directors /<br>Member of the Nomination and Remuneration<br>Committee / Member of the Product Pricing Committee |
| 2. | Mr. Yasuhito  | Negishi        | Director / Executive Director /<br>Member of the Product Pricing Committee   |
| 3. | Mr. Chayanind | Phodhivorakhun | Director / Executive Director  |
| 4. | Mr. Hitoshi   | Maruyama       | Director   |

#### Directors attending the meeting via electronic media

- |    |                          |                |   |
|----|--------------------------|----------------|---|
| 1. | Mr. Praphad              | Phodhivorakhun | Chairman of the Board of Directors /<br>Chairman of the Board of Executive Directors /<br>Member of the Nomination and Remuneration committee |
| 2. | Mr. Arthakrit            | Visudtibhan    | Independent Director / Chairman of the Audit Committee /<br>Member of the Product Pricing Committee   |
| 3. | Mr. Manu                 | Leopairote     | Independent Director / Chairman of the Nomination<br>and Remuneration Committee / Member of the<br>Product Pricing Committee                  |
| 4. | Pol. Maj. Gen. Sahaschai | Indrasukhsri   | Independent Director / Chairman of the Product Pricing<br>Committee / Member of the Audit Committee   |
| 5. | Dr. Apichai              | Boontherawara  | Independent Director / Member of the Audit Committee /<br>Member of the Nomination and Remuneration Committee                                 |
| 6. | Mr. Pumipat              | Sinacharoen    | Independent Director / Member of the Nomination<br>and Remuneration Committee   |
| 7. | Mr. Kunihiko             | Seki           | Director  |
| 8. | Mr. Osamu                | Sugimoto       | Director  |

#### Directors absent from the meeting

- |    |             |              |          |
|----|-------------|--------------|----------|
| 1. | Mr. Tatsuo  | Ono          | Director |
| 2. | Mr. Praphon | Potivorakhun | Director |

Remarks: Out of 14 directors, 12 attended the meeting, 2 were absent, representing 85.71% of the board.

**Management members attending the meeting**

- |    |              |                |  |
|----|--------------|----------------|--|
| 1. | Mr. Aniwat   | Sae-Lim        | Finance Department Manager / Corporate Secretary |
| 2. | Mr. Naohiro  | Muta           | Finance Department Deputy Manager                |
| 3. | Ms. Siriporn | Jullavateelert | General Accounting Section Manager               |

**Meeting Secretary**

Ms. Yanisa	Phankasem	Corporate Strategic Planning Office
------------	-----------	-------------------------------------

**Auditors from KPMG Phoomchai Audit Ltd.**

- |    |                |           |                             |
|----|----------------|-----------|-----------------------------|
| 1. | Ms. Sophit     | Prompol   | Certified Public Accountant |
| 2. | Ms. Kunnatee   | Kerdchana | Certified Public Accountant |
| 3. | Ms. Rongkaporn | Choomjit  | Assistant Manager, Audit    |

**Independent Financial Adviser from Finnex Advisory Company Limited**

- |    |            |                  |                          |
|----|------------|------------------|--------------------------|
| 1. | Mr. Vasut  | Bunchalaksi      | Deputy Managing Director |
| 2. | Mr. Tawi   | Thawankijdumrong | Director                 |
| 3. | Mr. Paween | Praweenwongwuth  | Assistant Director       |

**Executive in charge of vote count examination**

Mr. Pensak	Plavuthithothai	Internal Audit Control Office Department Manager
------------	-----------------	--

**KYE Legal advisor**

Mr. Prachak	Dokphut
-------------	---------

**Translator**

Ms. Pannee	Mannil
------------	--------

**Shareholder right protection volunteer** a proxy of the Thai Investors Association

Mr. Krairerk	Potiaphiyanwisuth
--------------	-------------------

The Meeting Secretary clarified the meeting procedure and counting the quorum via electronic media or E-AGM. The meeting proceedings will proceed according to the agendas specified in the meeting invitation. In casting votes, each shareholder shall be entitled to one share for one vote. There's no ballot for voting as this year is E-AGM. To vote, shareholders shall go to the E-Voting tab to vote in each agenda within the specified time (1 minute), then press OK to confirm the vote. If shareholders wish to change their vote, it can be done by voting the new score again. If the agenda has been closed for voting, shareholders will not be able to vote or change the vote any further. Shareholders who attend via mobile phone or tablet shall switch from App Zoom (the live meeting broadcast) back to App Chrome to vote in the E-Voting window. Once you've voted, please return to App Zoom to continue watching the live meeting broadcast. The system will collect voting scores by counting the total votes from E-Voting and advance votes via proxy. The shareholders who wish to have questions shall use the Q&A chat function; the staff will read the questions to the meeting.

The Meeting Secretary then invited Mr. Keiji Oya, Vice Chairman of the Board of Directors, to be a chairman of the meeting to conduct the meeting according to the invitation to the 2024 Annual General Meeting of Shareholders (AGM) set forth as follows:

**Agenda No. 1 To acknowledge the Board of Directors' report on operational results for the fiscal year 2023**

The Chairman of the meeting informed the meeting that, according to the Company's Articles of Association, the Board of Directors had prepared the Annual Report 2023 in QR code by Thailand Securities Depository Company Limited (TSD). TSD developed the system for the listed Company to deliver the invitation to the Annual General Meeting of Shareholders and the annual report in the pattern of the electronic file as the QR code.

The Chairman of the meeting presented a summary report on the Company's performance in the fiscal year 2023 ended 31 March 2024, via PowerPoint presentation to the shareholders as follows:

- ❖ The Company's financial and operational highlights for the fiscal year 2023 as compared with a year earlier (ended 31 March 2023 and 2024):

- The revenue from the sale of goods and rendering of services in the fiscal year 2022 was 8,399 MB compared to the fiscal year 2023, which was 7,079 MB. It decreased by 1,320 MB, or -16%, due to the decrease in market demand under the economic recession.
  - The total revenues were 8,765 MB in 2022 and 7,771 MB in 2023. Sales decreased by 1,320 MB; however, total revenues decreased only by 944 MB, or -11%, from the previous year due to the higher investment incomes and more foreign exchange gains.
  - The net profit was 738 MB in 2023, which increased 578 MB compared to the fiscal year 2022, which was 160 MB, due to the mitigating rising material prices and improving internal costs management.
- ❖ Comparison of the sales revenue and net profit for five years; in 2023, sales decreased due to the decrease in market demand under the economic recession. However, the new products with high added value and efficient spending led the Company to gain more profit; therefore, the profit for the fiscal year 2023 became 738 MB or 10.4% of sales.
  - ❖ The sales proportion by products: the sales ratio of water pumps increased in FY2023.
  - ❖ The sales proportion by market comprises: the ratio of the other export markets decreased due to the decrease in market demand under the economic recession.
  - ❖ An analysis of the net profit variation for 2022 versus 2023 has shown a net profit increase of 578 MB from 160 MB in 2022 to 738 MB in 2023, with analytical details below:
    - Profit decreased by 56 MB from the sales reduction due to the decrease in market demand under the economic recession.
    - Profit decreased by 76 MB as tax liabilities increased from the higher profit before tax.
    - Profit increased by 327 MB from the higher investment incomes.
    - Profit increased by 320 MB from the mitigating rising material prices and freight costs.
    - The effectiveness of expense controlling increased the profit by 63 MB.

The Chairman of the meeting informed the meeting that votes shall not determine this agenda since it was only a report for shareholders' acknowledgement.

**Resolution:** The meeting acknowledged the Company's report on operational results for the fiscal year 2023.

## **Agenda No. 2 To consider and approve the annual financial statements 2023 ended 31 March 2024**

The Chairman of the meeting informed the meeting that, to comply with the Company's Articles of Association, the Board must prepare balance sheets and income statements as of the end of its fiscal years and duly audited by the auditor to the AGM for consideration and approval. The Board deemed it expedient to propose for the shareholders' consideration and approval the Company's financial reports for the fiscal year 2023 ended 31 March 2024 duly audited by the auditor and reviewed by the Audit Committee. The Chairman of the meeting then provided the information of the financial statement as of 31 March 2024 to the meeting, which appeared in the Annual Report 2023 in the statement of financial position.

### **Statement of financial position**

- Total Assets were 11,115 MB, increased by 1,470 MB or 15%. There was an increasing in fixed deposits and Other Non-Current Assets as the Company re-evaluated the market value of equity financial assets according to the standard 'TFRS9'.
- Total Liabilities was 1,747 MB, almost unchanged from the previous year. The trade and other accounts payable decreased by 248 MB, but deferred tax liability increased by 257 MB.
- Total Equity was 9,368 MB, which increased by 1,469 MB or 19% because there was an increase in the other component of equity affected by 'TFRS9', and the profit of the year.

#### Statement of profit and loss

- The explanation was in Agenda 1, the Company's report of operating results for 2023.

#### Statement of cash flows

- Cash flows from operating activities were 936 MB due to the business operations.
- Cash flows from investing activities increased 1,254 MB as the Company increased fixed deposits.
- Cash flows from financing activities decreased by 91 MB, mainly due to the dividend payment.
- As a result, cash and cash equivalents of 31 March 2024 were 222 MB, a decrease of 409 MB from the previous year.

The Chairman of the meeting invited the shareholders to raise questions and voice their opinions.

Mr. Rangsan Ngamprasertpong, a shareholder, questioned as below:

Question 1: Regarding the capacity utilization rate, how many units of each product do you need to produce to break even?

Answer: Mr. Keiji Oya, the Chairman of the meeting, answered as follows:

Many factors are involved to break even, such as wages and fixed costs, not limited only to the production amount.

Question 2: Please clarify the names of two companies that paid dividends to the Company and their payout ratios for the years 2022 and 2023.

Answer: Mr. Keiji Oya, the Chairman of the meeting, answered as follows:

The two companies are Mitsubishi Electric Consumer Products Thailand (MCP) and Siam Compressor Industry (SCI), and the payout ratio in 2022 and 2023 was 50% of the net profit for both companies.

Mr. Kraierk Potiaphianwisuth, a proxy of the Thai Investors Association, questioned as below:

Question 1: Will there be any significant re-evaluation of financial assets this year?

Answer: Mr. Aniwat Saelim, Finance Department Manager and Corporate Secretary, explained as follows:

The Company re-evaluates the market value of equity financial assets every quarter. Further detail is in Notes to Financial Statement, article 22, from page 129.

**Resolution:** After consideration, the meeting resolved by a majority vote of the shareholders attending the meeting and casting their votes to approve the financial statements for the year 2023 ended 31 March 2024. The voting results were as follows:

Resolution	Number of votes (shares)	As % of total number of votes of shareholders attending the meeting and casting their votes
Approved	15,165,478	100.0000
Disapproved	0	0.0000
Abstained	380	Not counted in voting base
Total shares	15,165,478	100.0000

#### **Agenda No. 3    To consider and approve the profit appropriation and annual dividend payment**

The Chairman of the meeting reported to the meeting that the Company had sufficient working capital, and net profit for the year was 737.6 MB, which increased significantly from 159.6 MB in the previous year. Therefore, the Company proposed the dividends detailed as a normal dividend at 18.65 baht per share or 50.06% of net profit and a special dividend at 11.20 baht per share or 30.06% of net profit. After consideration, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the annual profit appropriation for dividend payment at a rate of 29.85 baht per share, totalling 591.0 MB or 80.13% of the Company's net profit after corporate income tax, which would be in line with its dividend

payment policy. The Company had determined the names of shareholders eligible for dividend payment on Friday, 2 August 2024 (record date), with the date of dividend payment scheduled for Thursday, 22 August 2024.

Moreover, the individual shareholders who would gain the dividend be able to credit a tax at the rate of 20%.

The Chairman of the meeting invited the shareholders to raise questions and voice their opinions.

Ms. Nipa Krairisirikul, a shareholder, questioned as below:

Question 1: Why did you decide to increase dividend payments this year?

Question 2: What is the dividend payment policy for the following year?

Mr. Peerawich Pairoj, a shareholder, questioned as below:

Question 1: Previously, the Company paid dividends at the rate of 50%, but it became 80% this year; what is the dividend payment policy for the following year?

Answer: Mr. Keiji Oya, the Chairman of the meeting, explained both questions as follows:

The Company lost profit during COVID-19 and caused shareholders inconvenience by paying less dividends. Therefore, the Company decided to return favor to the shareholders this year as the situation eased. The following year's dividend payment policy is uncommittable as it is up to each year's business performance.

**Resolution:** After consideration, the meeting resolved, by a majority vote of the shareholders attending the meeting and casting their votes to approve the profit appropriation and dividend payment at a rate of 29.85 baht per share, totalling 591.0 MB as proposed. The voting results were as follows:

Resolution	Number of votes (shares)	As % of total number of votes of shareholders attending the meeting and casting their votes
Approved	15,165,478	100.0000
Disapproved	0	0.0000
Abstained	380	Not counted in voting base
Total shares	15,165,478	100.0000

#### **Agenda No. 4 To consider the election of Directors in place of those retiring by rotation**

The Chairman of the meeting informed the meeting that in accordance with Clause 15 of the Company's Articles of Association, stipulating that "at every annual general meeting of shareholders, one-third of Directors shall vacate office. If the number of vacating Directors cannot be equally divided into three, then the number nearest to one-third shall apply," five Directors shall retire by rotation at this 2024 Annual General Meeting of shareholders are as follows.

1. Mr. Praphad Phodhivorakhun
2. Pol.Maj.Gen.Sahaschai Indrasukhsri
3. Dr. Apichai Boontherawara
4. Mr. Chayanind Phodhivorakhun
5. Mr. Pumipat Sinacharoen

The Nomination and Remuneration Committee had considered the candidates to replace the full term of the directors. The Committee resolved to propose the re-election of the two retiring directors for another term: Mr. Praphad Phodhivorakhun, and Mr. Chayanind Phodhivorakhun. The Committee also considered re-electing the three retiring independent directors for another term: Pol.Maj.Gen.Sahaschai Indrasukhsri, Dr. Apichai Boontherawara, and Mr. Pumipat Sinacharoen, in this regard, the qualifications of independent directors were evaluated based on the definition of independent directors of companies. The Company duly sent profiles of the nominated persons presented in Enclosure 3 to the meeting notice to the shareholders to support their consideration. The Company has allowed the shareholders to nominate persons with appropriate qualifications to be appointed as directors of the Company from 18 January - 17 March 2024. Still, no shareholder nominated any person to be a director of the Company.

The Chairman of the meeting invited the shareholders to raise questions and voice their opinions.

**Resolution:** After consideration, the meeting resolved by a majority vote of the shareholders attending the meeting and casting their votes to elect the five directors due to retirement by rotation; Mr. Praphad Phodhivorakhun, Mr. Chayanind Phodhivorakhun, Pol.Maj.Gen.Sahaschai Indrasukhsri, Dr. Apichai Boontharawara, and Mr. Pumipat Sinacharoen. The individual voting results are as below:

Director name	Approved (As %)	Disapproved (As %)	Abstained Not counted in voting	Total shares (As %)
4.1 Mr. Praphad Phodhivorakhun	15,164,378 (99.9927)	1,100 (0.0073)	380	15,165,478 (100.0000)
4.2 Pol.Maj.Gen.Sahaschai Indrasukhsri	15,165,278 (99.9921)	1,200 (0.0079)	380	15,165,478 (100.0000)
4.3 Dr. Apichai Boontharawara	15,164,378 (99.9927)	1,100 (0.0073)	380	15,165,478 (100.0000)
4.4 Mr. Chayanind Phodhivorakhun	15,164,378 (99.9927)	1,100 (0.0073)	380	15,165,478 (100.0000)
4.5 Mr. Pumipat Sinacharoen	15,164,378 (99.9927)	1,100 (0.0073)	380	15,165,478 (100.0000)

After the meeting's resolution re-electing the five retiring directors as directors for another term, the Chairman of the meeting invited all directors to return to the meeting room.

**Agenda No. 5 To consider and approve Directors' remuneration for the fiscal year 2024 (April 2024-March 2025)**

The Chairman of the meeting informed the meeting that the Nomination and Remuneration Committee has stipulated criteria for payment of Directors' remuneration commensurate to the duties and responsibilities assigned to them and comparable to those of peers in the same industry, of the same size and under the same circumstances. The Committee accordingly proposed to the Board of Directors for consideration and determination of Directors' remuneration for the fiscal year 2024 at 6,500,000 Baht, the same rate as in the fiscal year 2023.

The Board of Directors deemed it appropriate to propose to the Shareholders' meeting to approve the Directors' remuneration for the fiscal year 2024 in the form of a retainer fee and meeting allowance in a total amount not exceeding 6,500,000 Baht, the same rate as in the fiscal year 2023.

The Chairman of the meeting invited the shareholders to raise questions and voice their opinions.

**Resolution:** After consideration, the meeting resolved by affirmative votes of no less than two-thirds of the total number of votes of the shareholders attending the meeting and having the right to cast their votes to approve the Directors' remuneration for the fiscal year 2024 in a total amount of not exceeding 6,500,000 Baht as proposed. The voting results were as follows:

Resolution	Number of votes (shares)	As % of total number of votes of shareholders attending the meeting and having the right to cast vote.
Approved	15,165,478	99.9975
Disapproved	380	0.0025
Abstained	0	Not counted in voting base
Total shares	15,165,858	100.0000

**Agenda No. 6 To consider the appointment of auditors and fix of audit fee of the fiscal year 2024**

The Chairman of the meeting informed the meeting that, pursuant to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the annual general meeting of shareholders shall consider the appointment of the Company's auditor and fixing of audit fee every year, and the same auditors may be re-appointed.

The Audit Committee considered and viewed that, as KPMG Phoomchai Audit Ltd. had consistently been the Company's auditor, with changes in certified public accountants regularly (every five years) in accordance with the Notification of the Capital Market Supervisory Committee and without any reasonable grounds for the change of auditor, the Committee accordingly proposed to the Board of Directors for consideration of the appointment of auditors from KPMG Phoomchai Audit Ltd. as the Company's auditor and fixing of audit fee for 2024.

- 1.) Appointment of auditors from KPMG Phoomchai Audit Ltd. as the Company's auditor, with a designation of any one of the following certified public accountants to examine and give opinions on the Company's financial statements:
  - Ms. Kunnatee Kerdchana, Certified Public Accountant Registration No. 12418 or
  - Ms. Sophit Prompol, Certified Public Accountant, Registration No. 10042 or
  - Ms. Pornthip Rimdusit, Certified Public Accountant, Registration No. 5565

The auditors offered the position would be able to give opinions regarding the financial statement. Not involved and have no material business relation with the Company, associated Company, management, major shareholders or any relative with the mentioned parties. Besides, these auditors are also auditors for Mitsubishi Electric Kang Yong Wattana Company Limited, a sole sales company in Thailand, to prevent any conflict in benefit.

- 2.) Approval of the audit fee for the year 2024 in the total amount of 1,500,000 Baht, higher than the previous year by 26,000 baht.

The Chairman of the meeting invited the shareholders to raise questions and voice their opinions.

**Resolution:** After consideration, the meeting resolved by a majority vote of the shareholders attending the meeting and casting their votes to appoint the Company's auditor and determine the audit fee for the fiscal year 2024 as proposed. The voting results were as follows:

Resolution	Number of votes (shares)	As % of total number of votes of shareholders attending the meeting and casting their votes
Approved	15,165,478	99.9975
Disapproved	380	0.0025
Abstained	0	Not counted in voting base
Total shares	15,165,858	100.0000

**Agenda No. 7 To consider and approve the connected transaction for short term loans to related party**

The Chairman of the meeting proposed the meeting to consider and approve the connected transaction regarding the short-term loans to related parties (providing or receiving financial assistance). The transaction is subjected to getting approval from the Annual General Meeting of Shareholders every five years.

The Company appointed Finnex Advisory Company Limited as an independent financial advisor (IFA) to prepare an opinion report presented in Enclosure 7 to the meeting notice and duly sent to the shareholders to support their consideration.

- The transaction size of providing or receiving financial assistance in characters of Thai baht Pooling Service Agreement and Loan Agreement: at most 2,000 million baht with a maximum combined transaction size of 26.77% the net tangible assets on 31 March 2024.
- The transaction partner: Melco Thai Capital Co., Ltd. (MTC)
- The transaction period: 1 August 2024 – 31 July 2029.
- The benefits of the transaction:
  1. Efficient management of cash flow under flexible conditions that are beneficial to the Company. If the Company needs to use some of the money that has been lent, the Company can redeem the cash at the same interest rate as the loan.
  2. Better return on interest income than commercial banks.

The Audit Committee considered and viewed the transaction as reasonable and advantageous to the Company as follows.

1. The Company can receive a better return than general commercial banks.
2. It will not affect the Company liquidity as the Company has liquidity of about 4 billion baht, which will be used during the year, including emergency reserves of approximately 2 billion baht. Therefore, it is considerable to use at most 2 billion baht to earn additional returns.
3. The Company has considered MTC's performance and found that it can repay debts because it has had a continuous net profit for 5 years, has current assets and current liabilities of approximately 1 time, and has never defaulted on debts. The Company sees that this is not a very high risk.

The Chairman of the meeting invited the shareholders to raise questions and voice their opinions.

**Resolution:** After consideration, the meeting resolved by affirmative votes of no less than three-quarters of the total number of votes of the shareholders attending the meeting and having the right to cast their votes, excluding shareholders with conflict of interest (Mitsubishi Electric Corporation), to approve the connected transaction of providing or receiving financial assistance for the period 1 August 2024 – 31 July 2029 as proposed. The voting results were as follows:

Resolution	Number of votes (shares)	As % of total number of votes of shareholders attending the meeting and casting their votes
Approved	6,109,258	99.8598
Disapproved	8,580	0.1402
Abstained	9,048,020	Not counted in voting base
Total shares	6,117,838	100.0000



**Agenda No.8    Others**

Mr. Rangsan Ngamprasertpong, a shareholder, questioned as below:

Question 1: Is it possible for the Company to arrange a Company Visit so that shareholders can understand the Company's operation and products? Please consider having an AGM on-site next year.

Answer: Mr. Keiji Oya, the Chairman of the meeting, answered as follows:

The Company will consider the possibility of a company visit for the shareholders and AGM on site for the next year.

When there was no further question from the shareholders, the Chairman of the meeting announced that at the end of the meeting.

The meeting adjourned at 04:15 p.m.

Mr. Keiji Oya  
Vice Chairman of the Board of Directors  
Chairman of the Meeting

Mr. Aniwat Sae-Lim  
Corporate Secretary and Minutes Recorder