

The minutes of the 2024 shareholders' annual general meeting
City sports and recreation PCL
At conference room, Navatanee clubhouse building, Navatanee golf course
Address 22 Navatanee Rd. Ramintra, Kannayao, Bangkok 10230
on Friday, April 26th, 2024
at 10.30 hrs.

Present via Zoom (e-Meeting):

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|--------------------------------|---|
| 1. Mrs. Maevadi Navapan | Chairman of the Committee/ Chief Executive Officer |
| 2. Gen. Paiboon Kanchanapiboon | Independent Director/ Chairman of Audit Committee/
Chairman of the Nomination and Remuneration Committee |
| 3. Mr. Kittidej Jarusathiara | Director |
| 4. Miss Saovanit Navapan | Director |

Present in the meeting room:

- | | |
|-------------------------------|---|
| 5. Mr. Chackchai Panichapat | Independent Director/ Audit Committee/
Nomination and Remuneration Committee |
| 6. Mr. Wiboon Khusakul | Independent Director |
| 7. Mr. Punn Kasaemsup | Independent Director/ Audit Committee/
Nomination and Remuneration Committee |
| 8. Mr. Jaya Jayananda | Director |
| 9. Mrs. Patcharaporn Julothai | Executive Director |
| 10. Mr. Sukuma Jayananda | Managing Director |

The proportion of the directors attending the meeting is 100%.

The company management:

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|---------------------------------|--|
| 1. Mrs. Mattika Sinprapa | Company Secretary / Assistant Administrative Manager |
| 2. Mrs. Chutima Sunthornmonthol | Accounting & Finance Manager |
| 3. Miss Cholticha Lertwilai | Certified Auditor |

The company registration for shareholder held from 09.30 hrs. and gave the special ballot forms to the shareholders in case of disagreeable and no vote for each agenda, which will be deducted from the votes of voters attending the meeting. In voting, one share was considered one vote. The company provided opportunities for minor shareholders to propose meeting agendas and nominate persons to be elected as a director through the company's website from 20 November 2023 to 30 December 2023, but there is no shareholder proposing to add an agenda or nominate person to be elected as a director.

Mrs. Maevadi Navapan, the chairman of the board, is the chairman of the meeting. She greeted and stated that it is full quorum to start the meeting, then assigned Mr. Sukuma Jayananda, managing director to proceed the meeting.

Managing director welcomed and thanked the shareholders for attending the 2024 shareholders' annual general meeting. He has introduced the committees individually; the management, the auditor, and the company secretary. In voting, one share is one vote. In case of disagreeable or no vote, shareholders could fill in the given ballot which Miss Chonthicha Lertwilai, the auditor, was a voter checker. There were 37 attendees and proxies, representing 16,911,929 shares which equivalent to 82.50% of total amount of 20,500,000 shares sold. Shares form a quorum (7 attendees attended the meeting in person with 631,500 shares and 30 proxies with 16,280,429 shares). The meeting agendas are as follows:

1st agenda To consider and approve the minutes of the 2023 shareholders' annual general meeting.

The managing director presented the minutes of the 2023 shareholders' annual general meeting which were approved by the board of directors and sent the copy to the Stock Exchange of Thailand, Ministry of Commerce and broadcasted on the company website on 10 May 2023. The board of directors and audit committee proposed to shareholders for consideration.

In this agenda, there was no shareholders asking questions or expressing opinions.

All considered and agreed to approve the minutes of the 2023 shareholders' annual general meeting with the votes of shareholders and proxies who attended the meeting and voted as follows:

Agreement	16,911,929	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

2nd agenda To consider and approve the 2023 report of the committee and the audit committee.

The managing director stated that the company has sent the annual report / report of the performance of the year 2023 (56-1 One Report) in form of QR Code to shareholders with the invitation letter. The board of directors and audit committee proposed to shareholders for consideration.

In this agenda, there was no shareholders asking questions or expressing opinions.

All considered and agreed to approve the minutes of the 2023 shareholders' annual general meeting with the votes of shareholders and proxies who attended the meeting and voted as follows:

Agreement	16,911,929	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

3rd agenda To consider and approve the 2023 company's financial statement certified by auditors.

The managing director stated that the board of directors would like to present the financial statement of 2023 that has been audited and certified by the auditors. The board of directors has considered and agreed to proposed to the meeting to approve the budget with the essence in 2023 as follows:

	2023 (Baht)	2022 (Baht)
Total assets	1,338,471,483.67	1,379,428,842.22
Total liabilities	145,488,989.05	156,839,467.95
Total revenue	186,190,268.68	153,342,879.92
Net profit	52,518,893.48	37,103,524.41
Earnings per share	2.56	1.81

In this agenda, there was no shareholders asking questions or expressing opinions.

All considered and agreed to approve the minutes of the 2023 shareholders' annual general meeting with the votes of shareholders and proxies who attended the meeting and voted as follows:

Agreement	16,911,929	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

4th agenda To consider and determine the profit and dividend payment

The managing director informed that the company's dividend payment policy was not less than 60% of the net profit. Therefore, the managing director proposed to the meeting to approve the dividend payment for the year 2023 at 1.57 baht (one baht, fifty-seven satang) or 61.28% of net profit per share 2.56 baht which equivalent to 32,185,000 baht (thirty-two million, one hundred eighty-five thousand baht). The company has paid dividend to shareholders who were entitled to receive dividend (Record date) on 8 May 2024 which the due date of the payment was 24 May 2024. The legal reserve has been fully reserved.

In this agenda, there was no shareholders asking questions or expressing opinions.

All considered and agreed to approve the allocation of profits and dividend payment with the votes of shareholders and proxies who attended the meeting and voted as follows:

Agreement	16,911,929	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

5th agenda To consider the election of the directors in place of those retired by term, nomination of new director, and remuneration

The managing director informed the meeting as follows:

5.1 To consider the election of the directors in place of those retired by term

The managing director announced that in the year 2024, there are 3 terminated directors and 2 new directors which the board proposed terminated directors to re-enter another term and nominate 2 new directors because they passed the screening process of the board of directors and were appropriate to be company directors:

3 terminated directors are as follows:

1. Mrs. Maevadi Navapan Chairman of the Committee/ Chief Executive Officer
2. Gen. Paiboon Kanchanapiboon Independent Director/ Chairman of Audit Committee/
Chairman of the Nomination and
Remuneration Committee
3. Mr. Wiboon Khusakul Independent Director

2 new directors are as follows:

1. Professor Dr. Kanit Na Nakorn Director
2. Mr. Wutipong Vechayanon Director

Shareholder asked were the new directors attending the meeting.

The managing director answered that the new directors were not attending the meeting because they had to wait until nomination and screening process were completed.

Shareholder suggested that in order to nominate the new directors, they should have come to introduce themselves and express their visions to shareholders' acknowledgement. However, it was recognized that both new directors are lawyers. In case there would be a new director nomination in the future, shareholder suggested to scout a professional in business development.

All considered and agreed to approve the election of the directors in place of those retired by term and nomination of new directors with the votes of shareholders and proxies who attended the meeting and voted as follows:

3 terminated directors:

1. Mrs. Maevadi Navapan (re-enter the term)

Agreement	16,911,929	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %
2. Gen. Paiboon Kanchanapiboon (re-enter the term)

Agreement	16,911,929	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

3. Mr. Wiboon Khusakul (re-enter the term)

Agreement	16,911,929	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

2 new directors:

1. Professor Dr. Kanit Na Nakorn

Agreement	16,911,929	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

2. Mr. Wutipong Vechayanon

Agreement	16,911,929	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

5.2 Meeting Remuneration and Gratuity

In 2024, the directors' remuneration paid to the director participated the meeting increased at baht 5,000 comparing to last year. The new rates of meeting remuneration and gratuity were as following details. The directors' remuneration of last year was baht 10,000 increased to baht 15,000. Audit committee's remuneration of last year was baht 12,000 increased to baht 17,000. Chairman of audit committee's remuneration of last year was baht 15,000 increased to baht 20,000. Chairman of the board's remuneration of last year was baht 20,000 increased to baht 25,000. In term of gratuity, the amount offered was baht 700,000. However, the amount offered this year was baht 1,000,000 which increased baht 300,000 comparing to last year.

All considered and agreed to approve the meeting remuneration and gratuity with the votes of shareholders and proxies who attended the meeting and voted as follows:

Agreement	16,911,929	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

6th agenda To appoint the 2024 Company's auditors and remuneration

The managing director proposed that the meeting of the board of directors on 28 February 2024 resolved to nominate SP Audit Co., Ltd. as the Company's auditor (CWWP Co., Ltd. was merged with SP Audit Co., Ltd. since 1 April 2024). The authorized auditors were as follows:

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| 1. Miss Susan Eiamvanicha | Authorized Auditor No. 4306 |
| 2. Miss Wanraya Puttasatien | Authorized Auditor No. 4387 |
| 3. Mr. Suchart Panitcharoen | Authorized Auditor No. 4475 |
| 4. Miss Chuenta Chommern | Authorized Auditor No. 7570 |
| 5. Miss Waraporn Intaraprasit | Authorized Auditor No. 7881 |
| 6. Miss Wandee Eiamvanicha | Authorized Auditor No. 8210 |
| 7. Mr. Kiatisak Vanithanont | Authorized Auditor No. 9922 |
| 8. Miss Amornrat Chaethongborisut | Authorized Auditor No. 10998 |
| 9. Miss Chonthicha Lertwilai | Authorized Auditor No. 12258 |

who had no connection and no interest with the company / the management / the major shareholders and no other payment since 2015 on a rotating basis according to the rules of the SEC with fee baht 560,000 included English version which increased baht 30,000 comparing to last year. The audit committee has approved and agreed to propose this proposal to the shareholders.

In this agenda, there was no shareholders asking questions or expressing opinions.

All considered and agreed to approve the Company's auditors for year 2024 and remuneration with the votes of shareholders and proxies who attended the meeting and voted as follows:

Agreement	16,911,929	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

7th agenda To consider other businesses (if any)

The managing director inquired the meeting if any shareholders had inquiries.

There were no questions or other matters. The Chairman of the Board said thank you and closed the meeting.

The meeting was adjourned at 10.55 hrs.

Maevadi Navapan

Signed by the chairman

(Mrs. Maevadi Navapan)

The minutes' taker

Mrs. Mattika Sinprapa

The company secretary