



Thai Beverage Public Company Limited

ANNOUNCEMENT

Date: 27 January 2023
To: Singapore Exchange Securities Trading Limited
Subject: Resolutions of the 2023 Annual General Meeting of Shareholders

We, Thai Beverage Public Company Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”), would like to announce that at the 2023 Annual General Meeting of Shareholders (“**2023 AGM**”) of the Company held on 27 January 2023, the following resolutions relating to the following matters as set forth in the Invitation to the 2023 AGM were duly passed:

1. Resolution 1 in relation to the proposed adoption of the Minutes of the 2022 Annual General Meeting of Shareholders which was held on 28 January 2022 was duly passed by the majority of votes of the shareholders who attended the 2023 AGM and cast their votes.
2. Agenda 2 in relation to the proposed acknowledgement of the business operation for the year ended 30 September 2022 and the report of the Board of Directors was proposed for acknowledgement by the shareholders. Therefore, there was no voting on this agenda.
3. Resolution 3 in relation to the proposed approval on the Financial Statements for the year ended 30 September 2022 together with the Auditor Report was duly passed by the majority of votes of the shareholders who attended the 2023 AGM and cast their votes.
4. Resolution 4 in relation to the proposed approval on the dividend payment and the appropriation for legal reserve and the determination of the Book Closure Date for dividend payment was duly passed by the majority of votes of the shareholders who attended the 2023 AGM and cast their votes.
5. Resolution 5 in relation to the proposed approval on the election of directors to replace those who retire by rotation and the determination of director authorities, were as follows:
 - 5.1 The 2023 AGM duly considered and cast their votes individually for the election of the following 6 directors. Accordingly, the resolutions proposing the election of the directors to replace those who retire by rotation and the corresponding voting results are as follows:
 - (1) That Mr. Charoen Sirivadhanabhakdi, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2023 AGM and cast their votes.



(2) That Khunying Wanna Sirivadhanabhakdi, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2023 AGM and cast their votes.

(3) That Mr. Timothy Chia Chee Ming, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2023 AGM and cast their votes.

Mr. Timothy Chia Chee Ming will remain as an Audit Committee Member and is considered to be independent pursuant to Rule 704 (8) of the Listing Manual.

(4) That Prof. Khemchai Chutiwongse, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2023 AGM and cast their votes.

Prof. Khemchai Chutiwongse will remain as an Audit Committee Member and is considered to be independent pursuant to Rule 704 (8) of the Listing Manual.

(5) That Dr. Pasu Loharjun, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2023 AGM and cast their votes.

(6) That Mr. Vivat Tejapaibul, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2023 AGM and cast their votes.

5.2 In accordance with Resolution 5.1, the resolution proposing the determination of director authorities to bind the Company is as follows:

“Any two directors jointly sign with the Company’s seal affixed except Ms. Potjanee Thanavarani, Mr. Piyasakol Sakolsatayadorn, Mr. Timothy Chia Chee Ming, Mr. Khemchai Chutiwongse, Mr. Chatri Banchuin, Mrs. Kritika Kongsompong, Mr. Wee Joo Yeow, Mr. Pasu Loharjun, and Mrs. Busaya Mathelin.”

The resolution was duly passed by the majority of votes of the shareholders who attended the 2023 AGM and cast their votes.

6. Resolution 6 in relation to the proposed approval on the payment of director remuneration for the period from January 2023 to December 2023 was duly passed by voting of not less than two-thirds of the total votes of the shareholders who attended the 2023 AGM and were entitled to cast their votes. Details of the parties who were required to abstain from voting on Resolution 6 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Vivat Tejapaibul	1,541,500 shares
Mr. Panote Sirivadhanabhakdi	107,000,000 shares
Mr. Thapana Sirivadhanabhakdi	107,000,000 shares
Mr. Ueychai Tantha-Obhas	1,395,388 shares
Mr. Sithichai Chaikriangkrai*	225,389 shares
Dr. Pisanu Vichiensanth*	225,388 shares
TOTAL NUMBER OF SHARES	<u>217,387,665</u> shares

*The number of shares reflected in this table is an aggregate number of the shares held by the party with the Thailand Securities Depository Co., Ltd. and The Central Depository (Pte) Ltd.

7. Resolution 7 in relation to the proposed approval on the appointment and the determination of the remuneration for the Company’s auditor for the year 2023 was duly passed by the majority of votes of the shareholders who attended the 2023 AGM and cast their votes.

8. Resolution 8 in relation to the proposed approval on the purchase of Directors & Officers Liability Insurance (D&O Insurance) for directors and executives was duly passed by voting of not less than two-thirds of the total votes of the shareholders who attended the 2023 AGM and were entitled to cast their votes. Details of the parties who were required to abstain from voting on Resolution 8 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Vivat Tejapaibul	1,541,500 shares
Mr. Panote Sirivadhanabhakdi	107,000,000 shares
Mr. Thapana Sirivadhanabhakdi	107,000,000 shares
Mr. Ueychai Tantha-Obhas	1,395,388 shares
Mr. Sithichai Chaikriangkrai*	225,389 shares
Dr. Pisanu Vichiensanth*	225,388 shares
TOTAL NUMBER OF SHARES	<u>217,387,665</u> shares

*The number of shares reflected in this table is an aggregate number of the shares held by the party with the Thailand Securities Depository Co., Ltd. and The Central Depository (Pte) Ltd.

9. Resolution 9 in relation to the proposed approval on the renewal of the Shareholders' Mandate for Interested Person Transactions (Shareholders' Mandate) was duly passed by the majority of votes of the shareholders who attended the 2023 AGM and cast their votes. Details of the parties who were required to abstain from voting on Resolution 9 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Panote Sirivadhanabhakdi	107,000,000 shares
Mr. Thapana Sirivadhanabhakdi	107,000,000 shares
Ms. Atinant Bijananda	88,660,756 shares
Ms. Wallapa Traisorat	107,000,000 shares
Ms. Thapanee Techajareonvikul	107,000,000 shares
Maxtop Management Corp.*	2,976,627,762 shares
Siriwana Co., Ltd.	11,368,060,000 shares
Siriwanan Co., Ltd.	<u>2,200,000,000</u> shares
TOTAL NUMBER OF SHARES	<u>17,061,348,518</u> shares

*The number of shares reflected in this table is an aggregate number of the shares held by the party with the Thailand Securities Depository Co., Ltd. and The Central Depository (Pte) Ltd.

The voting results for the resolutions are as set out below:

Resolution number	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Resolution 1	21,744,129,917	21,720,956,317	99.8934	23,173,600	0.1065
	Remark: There were 41,778,338 abstain votes.				
Agenda 2	<i>Remark: This agenda is for acknowledgement only.</i>				
Resolution 3	21,743,331,117	21,720,157,517	99.8934	23,173,600	0.1065
	Remark: There were 42,577,138 abstain votes.				
Resolution 4	21,744,129,917	21,720,956,317	99.8934	23,173,600	0.1065
	Remark: There were 41,778,338 abstain votes.				
Resolution 5.1(1)	21,700,155,917	21,083,775,946	97.1595	616,379,971	2.8404
	Remark: There were 85,752,338 abstain votes.				

Resolution number	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Resolution 5.1(2)	21,702,737,717	20,552,256,737	94.6989	1,150,480,980	5.3010
	Remark: There were 83,170,538 abstain votes.				
Resolution 5.1(3)	21,728,430,077	21,701,061,477	99.8740	27,368,600	0.1259
	Remark: There were 57,478,178 abstain votes.				
Resolution 5.1(4)	21,728,430,077	21,701,060,777	99.8740	27,369,300	0.1259
	Remark: There were 57,478,178 abstain votes.				
Resolution 5.1(5)	21,728,430,077	21,701,060,777	99.8740	27,369,300	0.1259
	Remark: There were 57,478,178 abstain votes.				
Resolution 5.1(6)	21,744,129,917	21,672,807,225	99.6719	71,322,692	0.3280
	Remark: There were 41,778,338 abstain votes.				
Resolution 5.2	21,744,129,917	21,720,956,317	99.8934	23,173,600	0.1065
	Remark: There were 41,778,338 abstain votes.				
Resolution 6	21,528,477,733	21,497,464,396	99.6625	31,013,337	0.1437
	Remark: There were 41,778,338 abstain votes.				
Resolution 7	21,722,787,517	21,699,517,917	99.8928	23,269,600	0.1071
	Remark: There were 63,120,738 abstain votes.				
Resolution 8	21,527,678,933	21,495,864,933	99.6551	31,814,000	0.1474
	Remark: There were 42,577,138 abstain votes.				
Resolution 9	5,939,404,161	5,916,229,861	99.6098	23,174,300	0.3901
	Remark: There were 1,761,783,338 abstain votes.				

The auditor from KPMG Phoomchai Audit Ltd. was the appointed independent scrutineer for this meeting.

The Company also wishes to inform that it intends to hold the 2023 Annual Information Meeting for shareholders (the “**2023 AIM**”) later this year. The 2023 AIM is an event organized by the Company to provide an opportunity for its shareholders to hear from key directors and management. The Company will circulate the Invitation to the 2023 AIM to shareholders in due course.

Please be informed accordingly.

Yours faithfully,

Nantika Ninvoraskul
Company Secretary