

The Minutes of the Shareholders' Annual General Meeting (AGM) No. 59th
of
Asia Hotel Public Company Limited (PCL)

The meeting was held on 8 April 2021 at King Petch Room, Asia Hotel, situated at No. 296 Phayathai Road, Petchaburi Road sub-district, Rajathevee district, Bangkok metropolis, it had shareholders and proxies attended altogether 81 persons accounted for 237,380,372 shares or 74.18 percent (on the date of closing the share registry on 10 March 2021. The Company had a total of 942 shareholders holding a total of 320,000,000 shares) and achieved the quorum according to its regulation. In this meeting it also had the 8 Board members (8/11 members or 72.73%) and the participating attendee altogether 17 persons as follows:

1. Mr. Piyawudh	Senapoopitaksa	Chairman, Independent Director and Audit Committee
2. Mr. Surapol	Techaruvichit	Chief Executive Office and Subsidiaries Director
3. Mr. Surapong	Techaruvichit	Managing Director
4. Mrs. Pornpun	Tanariyakul	Deputy Managing Director
5. Mrs. Oyetip	Hayrabut	Deputy Managing Director
6. Mr. Polpat	Techaruvichit	Director
7. Mr. Patcha	Techaruvichit	Director
8. Mr. Suwat	Dusitrojanawongse	Independent Director and Audit Committee Chairman
9. Mrs.Ruchukorn	Siriyodhin	Independent Director
10. Mr. Thana	Vongsangnak	Internal Auditor of Subsidiary (Zeer Property PCL)
11. Miss Somsri	Tangtpongathorn	Finance and Accounting Manager
12. Miss Hongyok	Vimolchart	Representative of ANS Audit Co., Ltd.
13. Miss Sarisa	Issarapukdi	Representative of ANS Audit Co., Ltd.
14. Miss Pornpinan	Sanchartjetkul	Representative of ANS Audit Co., Ltd.
15. Mr. Kritsadang	Nutjarus	Legal Advisor
16. Miss Sudaratana	Wisnuwatanakit	Company's Secretary
17. Gen. Chanchai	Yossundara	Nominate a person to be the new director

In this regard, Mr. Piyawudh Senapoopitaksa, Chairman the meeting opened at 2:00 p.m. after that the Chairman assigned Miss Sudaratana Wisnuwatanakit, Company Secretary introduced all the directors who attended the meeting, Chief Executive Officer (CEO) and the directors from its subsidiaries, the auditor, and a legal advisor who was witness clear and transparent for voting in the meeting, and Gen. Chanchai Yossundara (Person who was nominated to be the new director), after that the Chairman assigned Mr. Surapol Techaruvichit, CEO to conduct the meeting all agendas.

After that Mr. Surapol Techaruvichit, assign Miss Sudaratana Wisnuwatanakit explained the method of voting by counting the votes in each item for the meeting to acknowledge as follows:

1. Each shareholder has the right to vote equals to the number of his held shares by counting one share is equal to one vote.

2. For Authorization of shareholders, the counting depends on the letter of proxy whether to agree, disagree or abstention. If the letter of proxy is determined to be no vote, an authority will be up to the proxy who has been given the right for all respects.

3. As for the counting of the votes to be convenient and quick, in each vote if no one disagreed with the Board of Directors' proposal or suspension of voting, it is considered that resolution is unanimous. However, if there is disagreement or suspension on any voting on an item, the shareholders can comment in the ballots, which given to the attendees at the time of registration, and please submit the ballots to the officials to tally the votes and deduct them from the votes of the entire attendees.

4. Counting the votes according to the item designated in the annual general meeting (AGM) for 2021 was classified into two types are:

4.1 The item that has to pass the resolution by the majority vote of the attending and voting shareholders are items 1, 3, 5, 6 and 8. The company shall calculate the voting base of the shareholders who have agreed, disagreed and invalid ballots only, excluding the abstention.

4.2 The item that has to pass the meeting resolution by a minimum vote of two-thirds (2/3) of the total attending and eligible votes such as the item No. 7. The company shall calculate the voting base of the shareholders who have agreed, disagreed, invalid ballots and the abstention.

5. If shareholder has already joined the meeting and wish to leave, please send the ballot which signed and voted to the company's officer.

6. If any shareholders wish to inquire or comment please notify your name and surname to the Chair first for correct recording.

However, in the items 2, it is an agenda for acknowledgement so no voting, and especially in the item 5 is for election of the rotated directors, to comply with the good governance principle shall elect the directors individually. When no shareholders objected to the voting method or proposed otherwise the Chairman agreed to the voting of each item as mentioned above. Then he started the consideration according to the agenda as follows:

Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders No. 58 held on July 23, 2020

Fact and Reasons : The Annual General Meeting of Shareholders No.58 was held on July 23, 2020 and the Minutes of such Meeting were submitted to the Stock Exchange of Thailand within 14 days according to the requirement and a copy of the said minutes is attached as Enclosure No.1

Board of Directors' Opinion: The Board agrees that the Minutes of the Annual General Meeting Of Shareholders have correctly been stated and recommends the approval of the said Minutes.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

The chairman presents the minutes of the 58th AGM held on 23July 2020 and being sent to the shareholders for consideration in advance with the invitation on the meeting appointment for approval.

None of shareholders request for any adjustment or revisions.

In this agenda, more shareholders and proxies joined the meeting which is 88 people, 237,598,553 votes.

The meeting considered and resolved to approve the 58th AGM as proposed by the Board.

By the following votes:

	Votes	Percentage
Approval	237,598,553	100.00
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	237,598,553	100.00
Abstinent	0	-

Agenda 2 To acknowledge the Company's Annual Report for the year 2020

Fact and Reasons : The operating results of the Company for the year 2020 appeared in the 2020 Annual Report. (Enclosure No. 2)

Board of Directors' Opinion: The shareholders' meeting should approve the Company's Annual Report for year 2020.

Voting: This agenda is not required. This is a report to the shareholders.

Appointed by the chairman, Mr. Surapol Techaruvichit, Chief Executive Officer of Asia Hotel Public Company Limited reported the 2020 business operation as follows:

1. Asia Hotel Bangkok: The remodeling of the drop-off area has been completed. There are two new sections added to the drop-off, Asia Bakery corner, and the restaurant. The construction of Asia Bakery corner is almost completed. The restaurant area has not yet been in operation. As the banquet rooms being the main revenue generator during this COVID crisis, the plan to renovate has been postponed. In addition to that, government agencies and private companies are the hotel's main customers, holding seminars and meetings.

2. Asia Pattaya Hotel: The hotel has entered into a State Quarantine contract with the Thai government. During the COVID-19 crisis, the returning Thais from abroad will be staying in the State Quarantine for free. The Thai government compensates for the costs of Thais staying at the hotels in the program. Together, Asia Pattaya Hotel joined the program with a total of 230 rooms, with an income of 1,000THB/ room night. The service for the state quarantine includes a 14-day stay and 3 meals each day. Other services of the hotel are not included. In addition, strict measures are put in place, for instance, 3-time temperature self-reporting and if found the new case, immediately discharge to the hospital.

3. Asia Airport Hotel: Being the grand convention center in the northern part of Bangkok as well as the strong position of the convention center, the hotel's main revenue comes from seminars. Due to the impact of the COVID-19, the hotel managed to lower fixed costs and variable costs to sustain the business.

4. Asia Cha-am Hotel: Situated in a 2-hour drive from Bangkok, Petchburi becomes the affordable vacation destination after the lockdown. Together with the "We Travel Together" government stimulus campaign, in comparison to the Asia Hotel Group's hotel in Thailand, the hotel is the least affected by the crisis, a slight occupancy and ADR dropped. Besides, there are group-local travelers during weekdays as the private and public companies were promoted to hold seminars and meetings outside Bangkok.

5. Darley Hotel Chiang Mai and LanSook Plaza: After the first official lockdown and greatly benefited from the "We Travel Together" campaign, Darley Hotel Chiangmai generally picks up its hotel business. Two restaurants are opened

at LaanSook Plaza. One of the restaurants is the Michelin-guided restaurant, Racharos Noodle, which marked its first brunch in Chiang Mai, Thailand.

6. Ratchapruek Lanna Boutique Hotel: The hotel is set in the majestic landscape, minutes away from the Royal Ratchapruek Park. The management worked with experts in many fields such as Yoga and Fengshui to hold the workshop at the hotel. The schedule is set to be the midyear of 2021.

Zeer Property Public Company Limited and its subsidiaries operate the rental business, mainly Zeer Rangsit Shopping Center. Understandingly, the business was affected by the COVID-19 pandemic. Due to the government lockdown order at the end of March 2020, the shopping malls were shut down for 60 days. The malls were reopened on May, 17th 2020. Firmly, the majority of the tenants are IT and electronics shops which generate relatively high revenue during the lockdown resulted from the continuous 'Work from Home' policy and online classes required by schools. These tenants can survive during the crisis, so does Zeer Rangsit Shopping Center. Primarily, the revenue has been decreased from the impact of the COVID19, the management manages to lower the costs also. Together, the EBITDA is affected relatively small, comparing to the hotel side of the business.

Recently, the event 'OTOP ART&EAT' was held on April 2nd-6th 2021 in the promotion area at Zeer Rangsit Shopping Center. There are positively wonderful feedbacks from tenants as well as organizers that there is busy traffic buying their products and freshly made meals. As the event draws new customers coming to the mall, other tenants in the mall are getting more traffic from the event. Promptly, the marketing plan focuses on the OTOP events on a variety of products to be organized continuously.

The AA Apartment, situated at the back of the Zeer Rangsit Shopping Center, was declined in its occupancy. There are a total of 140 rooms, the average occupancy was declined to 100 room. This was a drop from the previous year's average.

Furthermore, Glendale and Glenhurst Plaza in California is doing relatively normal. With the aggressive government stimulus packages for the businesses in the US, tenants are offered low-interest-rate loans with a long payment period, with the condition of the loan objective to pay rent, interest, payroll, and others expenses necessary to sustain the business. All of the tenants can strongly survive through the crisis.

Additionally, Quality Inn Long Beach - Signal Hill Hotel in the USA performs relatively better-than-average financially in comparison to comparable around the Long Beach and Signal Hill Area. The hotel entered into a contract with the government agency to be a place for the elderly to stay, preventing them to get inflected. The contract started from April-October 2020. For the month of November and December, the pandemic situation has improved tremendously. Certainly, the majority of locals have been vaccinated. The hotel average occupancy for 2020 is approximately 80%, being the top performer of the hotel in the Asia Hotel Group. In terms of guest reviews, guests are satisfied with rooms, services, and breakfast rooms. The rating was improved, in comparison with 2019 guest reviews.

Afterward, Mr. Surapol Techaruvichit has pointed out that there are concerns raised about the financial health of the company during this COVID-19 crisis. Therefore, the management summarized the cash flow statement, non-compliance to any accounting standard, the cash inflow and outflow, relative to the business operation and not relative to the business. Thus, checking thoroughly 9-month performance (from April to December 2020) on the inflow and outflow, deducting the interest payment, the hotel business net cash amounting to 10 million THB, and the rental business net cash amounting to 90 million THB. Securely, the company remains financially viable.

Mr. Surapol Techaruvichit questioned to shareholders in the meeting regarding inquiry of the company performance. There was no question, and the meeting acknowledged the company's performance in 2020.

Agenda 3 To approve the audited financial statements for the year ended December 31, 2020

Fact and Reasons : According to the Public Company Limited Act, the Audited Balance Sheet and Statements of Income at every year end of the Company shall be proposed to Shareholders for approval. The audited financial statements for the year ended December 31, 2020, including balance sheets, statements of income, and other related statements, were examined by the Auditor and reviewed by the Audit Committee as shown in "Financial Statements" section in Annual Report. (Enclosure No. 2) The performance summary as following:

Board of Directors' Opinion: The shareholders' meeting should approve the audited financial statements for the year 2020.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

The Chairman assigned Ms. Somsri Tangtatpongsathorn, Manager of Accounting and Finance, to present to the meeting for consideration on the financial statement for the year ended 31 December 2020 of Asia Hotel PCL. Also the consolidated financial statement as submitted to the shareholders for the operation results and financial status of the Company for 2020 compared with the year 2019 as follows:

Unit: Million Baht

Performance	Consolidated		Company	
	2020	2019	2020	2019
Income from hotel business	364.72	770.57	131.20	377.29
Rental and service income	445.82	585.56	-	-
Total Revenues	810.54	1,356.13	131.20	377.29
Gross Profit	108.36	323.87	8.26	132.65
Other	82.59	83.65	48.16	69.61
Earning before Interest and tax (EBIT)	15.08	63.42	-2.86	63.83
Net Profit (Loss) (Equity holders of the parent)	-120.70	-55.46	-40.20	18.79
Earning per share	-0.38	-0.17	-0.13	0.06
Summary Status				
Total Assets	9,569.28	9,472.21	3,166.70	3,190.18
Total Liabilities	4,228.89	4,001.16	1,284.44	1,267.72
Shareholders' Equity	5,340.39	5,471.05	1,882.26	1,922.46

Summary of the operations of the Company and its subsidiaries in 2020 from the consolidated financial statement as follows:

The total incomes from the main businesses (both the hotel and the shopping center) in 2020 was 810 million baht, this year the consolidated incomes were decreased by 545.59 million baht or 52.67% lower, consist of the hotel business revenue was 364.72 million baht that was decreased from previous year 405.85 million baht which consist of the domestic room revenue was 306.86 million baht, the oversea room revenue was 57.86 million baht and the rental and service business revenue was 445.82 million baht that was decreased from previous year 139.74 million baht or 23.86% lower, which consist of the domestic rental revenue was 419.58 million baht and the oversea rental revenue was 26.24 million baht.

The Company and its subsidiaries had gross profit amounted 108.36 million baht, other income totaling 82.59 million baht, with profit before interest and income tax was 15.08 million baht and financial cost of 124.32 million baht, operating result in 2020 with a net loss was 122.3 million baht, loss per share was 0.38 baht, loss (equity holders of the parent) was 120.7 million baht.

The financial status of the Company from the balance sheet on 31 December 2020 compared with that on 31 December 2019:

On Assets, the Company had the total assets at the end of 2020 was 9,569.28 million baht compared to 2019 was 9,472.21 million baht, the total assets increased by 97.07 million baht. Current Asset was 284.01 million baht which was increased from last year by 69.04 million baht due to the cash and cash equivalents was increased by 56.11 million baht and the trade and other current receivable was increased by 15.28 million baht. The total non-current asset was 9,285.27 million baht which was increased from last year by 28.03 million baht due to the property, plant and equipment was decreased by 225.35 million baht, the right-of-use assets was increased by 439.50 million baht and the prepaid rental was decreased by 176.15 million baht with financial reporting standards no.16 (TFRS 16)

On Liabilities, the Company had the total liabilities at the end of 2020 was 4,228.89 million baht compared with 2019, the total liabilities was increased by 227.73 million baht from last year, consist of total current liabilities was 596.14 million baht which was decreased by 53.05 million baht from last year due to the bank overdraft was increased by 3.99 million baht, the current portion of long term loan was decreased by 48.77 million baht and the current portion of lease liabilities was increased by 23.27 million baht. The total non-current liabilities was 3,632.75 million baht which was increased by 280.78 million baht from last year due to long term loan from financial institution which was increased by 71.75 million baht, the lease liabilities was increased by 228.51 million baht due to changing in Financial reporting standards and the employee benefit was increased by 12.81 million baht.

On the shareholders' equity, as of 31 December 2020 was 5,340.39 million baht compared with 2019 which the shareholders' equity was decreased by 130.66 million baht from last year.

A report on the operation results for the year 2020:

Asia Hotel PCL, Asia Hotel, Rajathevee Bangkok, had the revenue of 131.20 million baht which was decreased by 246.09 million baht or 65.23% lower, the profit margin 8.26 million baht, decreasing from last year by 124.39 million baht and other income was 48.16 million baht which was decreased by 12.91 million baht from last year. Loss before interest and tax was 2.86 million baht but in 2019, Profit before interest and tax was 63.83 million baht. The operating result of the year 2020 was the net loss of 40.20 million baht, net loss per share was 0.13 baht. There was the average occupancy rate for year 2020 was 28.86%, year 2019 was 85.15% which was decreased from 2019 by 56.29% and average room rate for 2020 equaled to 1,122 and average room rate for 2019 equaled to 1,402 baht.

After the manager of the accounting and finance reported the operation results and the financial statement on the Company and its consolidated statement. The Chairman inquired the shareholders for additional questions.

After that no shareholders inquired anymore. The Chairman proposed the shareholders to approve the financial statement as reported above.

The meeting considered and resolved to approve the financial statement for the year ended on 31 December 2020 of Asia Hotel PCL and the consolidated statement as proposed by the Board of Directors

By the following votes:

	Votes	Percentage
Approval	237,598,553	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	237,598,553	100.0000
Abstinent	0	0.0000

Agenda 4 To consider and approve dividend payment from operating results of the year 2020

Fact and Reasons : Pursuant to the Public Companies Limited Act, B.E. 2535(1992) and the Company's Articles of Association No. 48-49, it is required that the Annual General Meeting of Shareholders shall consider and approve the allocation of profit and to set aside as a statutory reserve at least 5 percent of the Company's net earnings after deducting accumulated deficit brought forward (if any) until the reserve reaches at least 10 percent of its registered share capital and the company has a policy to pay the dividend to shareholders not less than 60% of the net profit after appropriating to legal reserve. According to the audited separate financial statements of ASIA for the year ended December 31, 2020, the net loss is Baht 40.20 million due to the impact of the COVID-19 pandemic in 2020. Therefore, the Company is unable to allocate dividends to shareholders according to the Company's dividend payment policy.

Board of Directors' Opinion: As the above result it, should be to consider and approve the omission of dividends and the allocation of legal reserves from the 2020 performance.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

The Chairman inquired the meeting if any shareholder would like to question anymore on this agenda.

The shareholders acknowledged and no more inquiry.

The meeting considered and resolved to approve the omission of dividends and the allocation of legal reserves from the 2020 performance that proposed by the Board.

By the following votes:

	Votes	Percentage
Approval	237,598,553	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	237,598,553	100.0000
Abstinent	0	0.0000

Agenda 5 To consider and elect the directors in replacement of those who are retired by rotation

Fact and Reasons: According to the Public Limited Company Act, and Clause 18 of the Company's Articles of Association, one-third of the directors shall vacate the office upon the Annual General Meeting of shareholders. Currently, the Board of Directors consists of 11 members. There must be four members who have to be retired by rotation in the Annual General Meeting of Shareholders for the Year 2020. Three directors who hold the longest time in the office are retired by rotation in this annual general meeting are:

- | | |
|-------------------------------|---|
| 1) Mr. Sombut Pupipathirunkul | Independent Director/Audit Committee Member
Nomination and Remuneration Member |
| 2) Mrs. Oyetip Hayrabut | Executive Director |
| 3) Mr. Polpat Techaruvichit | Director |
| 4) Miss Patcha Techaruvichit | Director |

The Nomination and Remuneration Committee reviewed the nominated persons to propose to shareholders for appointment as directors to replace the directors who retired by rotation. The Company then gave the shareholders the opportunity to propose names of potential candidates with appropriate qualifications through its website for election as the Company's directors during the period of 1 October 2020 to 31

December 2020. However, until the end of the specified period, there were no candidates proposed by the shareholders. The Nomination and Remuneration Committee (excluding the directors who retire by rotation, Mr. Sombut Pupipathirunkul) recommended these 4 members of directors to replace the members who ended their term.

The Nomination and Remuneration Committee recommended these 4 members of directors to replace the members who ended their term as follows:

- | | | |
|-------------------------------|----|---|
| 1) Mr. Sombut Pupipathirunkul | as | Independent Director/Audit Committee member
Nomination and Remuneration Member |
| 2) Mrs. Oyetip Hayrabut | as | Executive Director |
| 3) Mr. Polpat Techaruvichit | as | Director |
| 4) Miss Patcha Techaruvichit | as | Director |

The brief information of the nominated persons to be directors are shown in Enclosure No. 3

Board of Directors' Opinion: Directors (excluding the directors who retire by rotation) agreed with the Nomination and Remuneration Committee that 4 members of directors who completed the term are professionals in business, capable of monitoring and governance. As a result, the directors propose the meeting to consider re-electing of 4 members to be directors for one more term. They are not having any prohibited attributes and can perform their roles legally.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

In this agenda, 3 directors (excluding Mr. Sombut Pupipathirunkul who absent the meeting) with completed term were leaving the conference for a while. The chairman of the meeting was announcing the vote of directors individually in accordance with the principle of good governance by which every shareholder participate in voting individually. The list of directors is as follows:

- 1) Mr. Sombut Pupipathirunkul as Independent Director/Audit Committee member
Nomination and Remuneration Member

By the following votes:

	Votes	Percentage
Approval	237,597,553	99.9996
Disapproval	1,000	0.0004
Invalid ballots	0	0.0000
Total	237,598,553	100.0000
Abstinent	0	-

- 2) Mrs. Oyetip Hayrabut as Executive Director

By the following votes:

	Votes	Percentage
Approval	235,557,893	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	235,557,893	100.0000
Abstinent	2,040,660	-

- 3) Mr. Polpat Techaruvichit as Director

By the following votes:

	Votes	Percentage
Approval	236,139,553	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	236,139,553	100.0000
Abstinent	1,459,000	0.0000

4) Miss Patcha Techaruvichit as Director

By the following votes:

	Votes	Percentage
Approval	237,573,953	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	237,573,953	100.0000
Abstinent	24,600	0.0000

The meeting considered and resolved to reinstate the 4 rotated directors, Mr. Sombut Pupipathirunkul, Mrs. Oyetip Hayrabut, Mr. Polpat Techaruvichit and Miss Patcha Techaruvichit as the Company's directors with the above votes.

After that, the meeting host invited three directors to come back in the meeting room to consider the next agendas and Mr. Surapol Techaruvichit was assigned to conduct the meeting agenda.

Agenda 6 To consider and elect the 2 new directors

Fact and Reasons: The Nomination and Remuneration Committee proposed to the Board of Directors to increase the number of new directors for the efficiency and effectiveness in business administration and the business expansion in the future. The Board of Directors' Meeting No. 1/2021 resolved to add 2 new directors and new directors that the Board of Directors will propose to the Annual General Meeting of Shareholders for approval, namely

- 1) Mr. Surapol Techaruvichit as Executive Director
- 2) General Chanchai Yossundara as Independent Director

The brief information of the nominated persons to be directors are shown in Enclosure No. 4

Board of Directors' Opinion: Directors (excluding the directors who retire by rotation) agreed with the Nomination and Remuneration Committee that 2 persons who are,

1. Mr. Surapol Techaruvichit is an experienced person in the entire hotel business, Shopping center business for a long year, is a visionary, advanced, modern
2. Gen. Chanchai Yossundara has experience in public administration Former Commander of the Royal Chulachomklao Royal Academy, the government organization management. It is also well known among civil servants, military, and police, and thus has the potential to support the organization of the company.

They are not having any prohibited attributes and can perform their roles legally.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

Mr. Surapol Techaruvichit, conductor of the meeting is a stakeholder in this agenda. Therefore requested to leave the meeting room temporarily and handed it over to Mr. Surapong Techaruvichit to conduct the meeting. On this agenda, there was a request for an individual vote in accordance with the good corporate governance principles. In this regard, all shareholders are requested to vote individually as well.

1) Mr. Surapol Techaruvichit as Executive Director

By the following votes:

	Votes	Percentage
Approval	222,863,553	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	222,863,553	100.0000
Abstinent	14,735,000	-

2) Gen.Chanchai Yossundara as Independent Director

By the following votes:

	Votes	Percentage
Approval	237,598,553	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	237,598,553	100.0000
Abstinent	0	-

The meeting considered and resolved to appoint 2 new directors, Mr. Surapol Techaruvichit and Gen. Chanchai Yossudara as the Company's directors with the above votes. So, The Board of Director of company is 13 persons

After that, the meeting host invited Mr.Surapol Techaruvichit to come back in the meeting room to consider the next agendas.

Agenda 7 To consideration for approval of the non-payment of bonus for the Board of Directors and approval the meeting allowance as proposed by the Board

Fact and Reasons: Articles of Association no.34, the Annual General Meeting of shareholders will determine the Directors' remuneration and meeting allowances.

The Nomination and Remuneration Committee has proposed to consider the remuneration for directors is Directors' Bonus and meeting allowances for 2021 due to the company being severely affected by the spread of the Covid-19 virus and the current economic slowdown. Therefore, it is proposed to stop paying the bonus to the Board in 2021 and approve the board meeting allowance at the same rate as the previous year. To propose for approval to the shareholders' meeting as follows:

Remunerations	Year 2021 (to Propose)	Year 2020
Board of Directors		
1. Bonus of Board of Director	none	none
2. Meeting Allowance per meeting		
- Chairman of Board of Director	20,000 Baht	20,000 Baht
- Vice Chairman	15,000 Baht	15,000 Baht
- Director	10,000 Baht /person	10,000 Baht /person
Remuneration of Committee		
Remuneration of Audit Committee : No payment of the annual remuneration to the audit committee in 2021		
-Chairman of Audit Committee	none	none
- Audit Committee member	none	none
Remuneration of Nomination and Remuneration Committee : their remuneration was meeting allowance		
-Chairman of Nomination and Remuneration committee	15,000 Baht /meeting	15,000 Baht/meeting
-Nomination and Remuneration Committee member	10,000 Baht /person/meeting	10,000 Baht / person/meeting

Board of Directors' Opinion: As recommended by the Nomination and Remuneration Committee, The Board of Directors proposes the Annual General Meeting of shareholders to approve the Directors' remuneration and remuneration of the committee as recommended by the committee. There should be no other remuneration apart from the above specified.

Voting: To approve this matter, a resolution must be passed by not less than two-thirds of the total number of votes of shareholders who attend the meeting.

The Chairman asked the meeting if any shareholder disapproves or abstains from voting. No shareholder disagreed or abstained.

The meeting considered and resolved to approve the payment of the remuneration for 2021 to the Board and the meeting allowances to each board meeting in 2021.

By the following votes:

	Votes	Percentage
Approval	237,598,553	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Abstinent	0	0.0000
Total	237,598,553	100.0000

Agenda 8 To consider and appoint the auditor for the year ended 2021 and to fix auditing fee

Fact and Reasons: According to the Public Limited Company Act and Clause 43 of the Company's Articles of Association, the shareholders' meeting shall appoint the auditor and fix the audit fee. The selection of the auditors and the audit fee were scrutinized and endorsed by the Audit Committee and the Board of Directors respectively.

Furthermore, the audit committee has an opinion according to the comparison and negotiation to propose ANS Audit Co., Ltd., who was auditor 6 years ago, to be new auditor of the company. The audit company has offered the audit fee for 1,380,000- baht for the year 2021.

Board of Directors' Opinion: The Board of Directors proposes to Annual General Meeting of Shareholders to appoint new auditors from ANS Audit Co., Ltd., as following

Name of Auditors	CPA No.	Number of year as signed in F/S
1. Mr. Sathien Vongsnan	3495	2
2. Miss Patcharee Siritwongsin	9037	-
3. Miss Panita Chotesaengmaneekul	9575	-

The brief information of the nominated persons to be auditors are shown in Enclosure No. 4

By fix the audit fee for the year 2021 comprising of 3 quarterly interim financial statement and statutory financial statement with the audit fee Baht 1,380,000.- which the same as last year (audit fee for the year 2020 of Baht 1,655,000.-). If there is any work other than the annual auditing, the Board of Directors should be authorized to set service fee case by case.

In addition, the same group auditors, ANS Audit Co., Ltd., has been appointed to be the auditor of the 6 subsidiary companies : Asia Pattaya Hotel Co., Ltd., Asia Airport Hotel Co., Ltd., Zeer Property Public Co., Ltd., Zeer Asset Co., Ltd., Zeer Oversea LLC and Spa Hotel Co., Ltd. with the total audit fee for ASIA Groups Baht 5,397,000.- which details as follows:

<u>Name</u>	<u>Audit Fee for Year</u>	<u>Audit Fee for Year</u>	<u>Increase/(Decrease)</u>
	<u>2021</u>	<u>2020</u>	
	<u>ANS Audit Co., Ltd</u>	<u>ANS Audit Co., Ltd</u>	
ASIA Hotel Public Co., Ltd.	1,380,000.00	1,655,000.00	(275,000.00)
<u>Subsidiaries</u>			
1. Asia Pattaya Hotel Co., Ltd.	850,000.00	1,040,000.00	(190,000.00)
2. Asia Airport Hotel Co., Ltd.	990,000.00	1,130,000.00	(140,000.00)
3. Zeer Property Public Co., Ltd.	1,480,000.00	1,670,000.00	(190,000.00)
4. Zeer Asset Co., Ltd.	82,000.00	93,000.00	(11,000.00)
5. Zeer Oversea LLC	300,000.00	347,000.00	(47,000.00)
6. SPA Hotel Co., Ltd.	<u>315,000.00</u>	<u>365,000.00</u>	<u>(50,000.00)</u>
Total Audit Fee	<u>5,397,000.00</u>	<u>6,300,000.00</u>	<u>(903,000.00)</u>

ANS Audit Co., Ltd is an independent firm and is not a shareholder of the Company and subsidiaries, and renders no other services.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

After that the Chairman inquired if any shareholder would disagree or abstain from voting on this item. No shareholder disagreed or abstained.

The meeting considered and resolved to approved the auditors who are Mr. Sathien Vongsnan, CPA No. 3495 or Miss Patcharee Siriwongsin CPA No. 9037 or Miss Panita Chotesaengmaneeekul CPA No. 9575 from ANS Audit Co., Ltd. as the auditors of the Company for 2021 with the audit fees in the amount of 1,380,000 baht.

By the following votes:

	Votes	Percentage
Approval	237,598,553	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	237,598,553	100.0000
Abstinent	0	0.0000

Agenda 9 Consideration for other business (if any)

Mr. Surapol Techaruvichit, CEO questioned shareholders in the meeting that who has any questions regarding the company's performance, no shareholders proposed anything to the meeting for consideration, the Chairman thanked the attendees and adjourned the meeting at 15.15 hours.

Signed *Piyawudh Senapoopitaksa* Chairman of the Meeting
(Mr.Piyawudh Senapoopitaksa)

Miss Sudaratana Wisnuwatanakit
Secretary of the meeting