

# EURO CREATIONS

Attachment 1

## Minutes of the Extraordinary General Meeting of Shareholders No.2/2023

Euro Creations Co., Ltd.

### Date, Time, and Venue of the Meeting

The Extraordinary General Meeting of Shareholders No. 2/2023 for Euro Creations Co., Ltd. ("the Company") was held on Monday, 5 June 2023, at 08:00 AM at the Euro Creations Flagship Gallery Thonglor, No. 119, Sukhumvit 55 Road, Khlong Tan Nuea, Watthana District, Bangkok.

### List of Board Members Present at the Meeting

- |    |              |                 |                                    |
|----|--------------|-----------------|------------------------------------|
| 1. | Mr. Komol    | Gambir          | Chairman of the Board of Directors |
| 2. | Mrs. Amarat  | Gambir          | Director                           |
| 3. | Mr. Kevin    | Gambir          | Director                           |
| 4. | Miss Marisa  | Gambir          | Director                           |
| 5. | Mr. Pornthep | Srisa-an        | Director                           |
| 6. | Mr. Pumipat  | Sinacharoen     | Director                           |
| 7. | Mr. Dan      | Sornmani        | Director                           |
| 8. | Mr. Surachet | Amornrattanavej | Director                           |

### **Meeting Commenced at 8:00 AM**

Mr. Komol Gambir, the Chairman of the Board, served as the chairman of the meeting ("Chairman"). The Chairman welcomed the shareholders to the meeting and informed that there were 9 shareholders present in person, holding a total of 1,250,000 shares, representing 100% of the company's total shares, thus meeting the quorum as required by law and the company's regulations. Therefore, the Chairman declared the meeting open and proceeded according to the meeting agenda as follows:

#### **Agenda Item 1: To consider and approve Minutes of the 2023 Annual General Meeting of Shareholders**

The Chairman requested the meeting to consider and approve minutes of the 2023 Annual General Meeting of Shareholders held on 10 March 2023.

**Meeting Resolution:** The meeting unanimously resolved to approve minutes of the 2023 Annual General Meeting of Shareholders as proposed by the Chairman.

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**Agenda Item 2: To consider and approve the Conversion of the Company from a Private Limited Company to a Public Limited Company**

The Chairman informed the meeting that the company wishes to raise funds by offering common shares to the public for the first time (Initial Public Offering) and to list its common shares on the Market for Alternative Investment (MAI). According to the Securities and Exchange Act, B.E. 2535 (including any amendments), Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 on Application for and Approval of the Offer for Sale of Newly Issued Shares, dated 30 September 2016 (including any amendments), the Regulations of the Stock Exchange of Thailand on Listing of Securities, Disclosure of Information, and Delisting of Securities in “MAI Market” B.E. 2563 (including any amendments), and other relevant regulations, companies wishing to offer shares to the public and list their shares on the MAI must be a public limited company under the Public Limited Companies Act, B.E. 2535 (including any amendments) (“PLC Act”), and must have obtained permission to offer shares from the Securities and Exchange Commission (“SEC Office”).

The Chairman thus deemed it appropriate to propose that the meeting consider and approve the conversion of the company from a private limited company to a public limited company.

**Meeting Resolution:** The meeting considered and unanimously resolved to approve the conversion of the company from a private limited company to a public limited company as proposed.

**Agenda Item 3: To consider and approve the Amendments to the Company’s Memorandum of Association Regarding the Company’s Name, Objectives, and Par Value to Align with the Conversion of the Company from a Private Limited Company to a Public Limited Company**

The Chairman informed the meeting that in order to align with the conversion of the company from a private limited company to a public limited company as presented in Agenda Item 2, it is proposed to the meeting to approve the amendments to the company’s Memorandum of Association regarding the company’s name, objectives, and par value, to comply with the Public Limited Companies Act. The details are as follows:

- a. Amend the company’s name in Clause 1 of the Memorandum of Association as follows:  
“Clause 1. The name of the company is ‘Euro Creations Public Company Limited’ and its name in English is ‘EURO CREATIONS PUBLIC COMPANY LIMITED’.”
- b. Amend Clause 2 of the Memorandum of Association to:  
“Clause 2. The company intends to offer shares to the public.”

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- c. Amend the objectives of the company, details of which are as per the draft objectives sent to shareholders in advance along with the meeting invitation, and amend Clause 3 of the Memorandum of Association as follows:

“Clause 3. The objectives of the company consisting of 51 items, details as per form BorMorJor. 002 attached.”

- d. Amend Clause 4 of the Memorandum of Association by changing par value from THB 100 per share to THB 0.50 per share, which will increase the total number of shares from 1,250,000 shares to 250,000,000 shares, all of which are ordinary shares.

Authorized directors or persons delegated by authorized directors are empowered to sign any requests or documents related to the registration of amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, including the authority to amend the wording as per the registrar's instructions.

The Chairman proposed for the meeting to consider and approve the amendments to the Memorandum of Association regarding the company's name, objectives, and par value to align with the conversion of the company from a private limited company to a public limited company and related authorizations.

**Meeting Resolution:** The meeting unanimously resolved to approve the amendments to the Memorandum of Association regarding the company's name, objectives, and par value as proposed.

**Agenda Item 4:** To consider and approve the Amendments to the Company's Articles of Association to Align with the Conversion of the Company from a Private Limited Company to a Public Limited Company

The Chairman informed the meeting that to align with the conversion of the company from a private limited company to a public limited company, it is proposed to the meeting to approve a new set of Articles of Association of the company consisting of 55 clauses, in accordance with the Public Limited Companies Act, details of which were sent to shareholders in advance along with the meeting invitation.

Authorized directors or persons delegated by authorized directors are empowered to sign any requests or documents related to the registration of the company's Articles of Association with the Department of Business Development, including the authority to amend the wording as per the registrar's instructions.

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The Chairman proposed for the meeting to consider and approve the amendments to the company's Articles of Association as described, to align with the conversion of the company from a private limited company to a public limited company and related authorizations.

**Meeting Resolution:** The meeting unanimously resolved to approve the amendments to the company's Articles of Association as proposed, to align with the conversion of the company from a private limited company to a public limited company and related authorizations.

**Agenda Item 5:** To consider and approve the Increase of the Registered Capital of the Company and Amendments to Clause 4 of the Company's Memorandum of Association in Alignment with the Increase in Registered Capital

The Chairman informed the meeting that as the company intends to issue and offer ordinary shares for an Initial Public Offering (IPO) and to list all of its ordinary shares on the Market for Alternative Investment (MAI), it is proposed that the meeting approves an increase in the registered capital of the company by THB 27,500,000 (twenty-seven million five hundred thousand baht) from the existing registered capital of THB 125,000,000 (one hundred twenty-five million baht) to THB 152,500,000 (one hundred fifty-two million five hundred thousand baht). Following the above change in the par value of shares, the company will issue 55,000,000 new ordinary shares (fifty-five million shares) with a par value of THB 0.50 (fifty satang) per share.

Furthermore, to align with the increase of registered capital of the company, it is proposed that the meeting approves the amendments to Clause 4 of the company's Memorandum of Association to read as follows:

"Clause 4. Registered Capital: 152,500,000 Baht (One Hundred Fifty-Two Million Five Hundred Thousand Baht)

Divided into: 305,000,000 Shares (Three Hundred Five Million Shares)

Value per Share: 0.50 Baht (Fifty Satang)

Breakdown:

Ordinary Shares: 305,000,000 Shares (Three Hundred Five Million Shares)

Preferred Shares: N/A

**Euro Creations Co., Ltd.**

Authorized directors or individuals delegated by authorized directors are empowered to sign any requests or documents related to the registration of amendments to the company's Memorandum of Association with the Department of Business Development, including the authority to further amend the wording as per the registrar's instructions.

The Chairman thus proposed for the meeting to consider and approve the increase in registered capital of the company and the amendments to Clause 4 of the company's Memorandum of Association to align with the increase in registered capital and related authorizations.

**Meeting Resolution:** The meeting unanimously resolved to approve the increase of registered capital of the company and the amendments to Clause 4 of the company's Memorandum of Association in alignment with the increase in registered capital and related authorizations.

**Agenda Item 6:** To consider and approve the Allocation of New Ordinary Shares for the Company's Initial Public Offering (IPO) and the Appointment of Authorized Persons for Related Actions

The Chairman informed the meeting that following the approval of the increase of registered capital of the company by THB 27,500,000 (twenty-seven million five hundred thousand baht) through the issuance of 55,000,000 new ordinary shares (fifty-five million shares) with a par value of THB 0.50 (fifty satang) per share as presented in Agenda Item 5, it is proposed that the meeting approves the allocation of no more than 55,000,000 new ordinary shares (fifty-five million shares) with a par value of THB 0.50 (fifty satang) per share for the company's Initial Public Offering (IPO). This includes but is not limited to offering shares to institutional investors, large investors, general investors, directors, executives, employees of the company, and individuals with relationships and benefactors as defined in the relevant Securities and Exchange Commission announcement regarding the share sale.

The company's board of directors, authorized directors, or individuals delegated by the board or authorized directors are empowered to determine other details related to the allocation of new ordinary shares, including (1) the one-time or phasing allocation, pricing, payment for shares, conditions and other details related to the share allocation; (2) negotiation, agreement, and signing of related documents and contracts; and (3) signing of necessary application documents and evidence related to the share allocation, including submission to governmental or related agencies, and the listing of the new ordinary shares

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on the MAI, as well as undertaking any other necessary and appropriate actions related to the share allocation.

The Chairman thus proposed for the meeting to consider and approve the allocation of new ordinary shares for the company's IPO and related authorizations.

**Meeting Resolution:** The meeting unanimously resolved to approve the allocation of new ordinary shares for the company's IPO and related authorizations as proposed.

**Agenda Item 7:** To consider and approve the Election of Directors, Determination of the Names and Number of Directors Authorized to Sign on Behalf of the Company, and the Company's Board Charter

The Chairman informed the meeting that in alignment with the company's transformation, it is proposed to appoint a board of directors to manage the company's operations, with a total of 8 directors as follows:

- |    |              |                 |                                    |
|----|--------------|-----------------|------------------------------------|
| 1. | Mr. Komol    | Gambir          | Chairman of the Board of Directors |
| 2. | Mrs. Amarat  | Gambir          | Director                           |
| 3. | Mr. Kevin    | Gambir          | Director                           |
| 4. | Miss Marisa  | Gambir          | Director                           |
| 5. | Mr. Pornthep | Srisa-an        | Director                           |
| 6. | Mr. Pumipat  | Sinacharoen     | Director                           |
| 7. | Mr. Dan      | Sommani         | Director                           |
| 8. | Mr. Surachet | Amornrattanavej | Director                           |

Furthermore, it is proposed to the meeting to approve the authorization for signing on behalf of the company as follows:

"Mr. Komol Gambir or Mrs. Amarat Gambir to sign jointly with Mr. Kevin Gambir or Miss Marisa Gambir or Mr. Surachet Amornrattanavej, making two directors to sign."

Additionally, to ensure the board has clear authority, duties, and responsibilities, it is proposed to approve the company's board charter, details of which have been provided to shareholders in advance along with the meeting invitation. It is also proposed that the board has the authority to establish and/or amend the board charter going forward.

The Chairman thus proposed for the meeting to consider and approve the election of directors, the determination of the names and number of directors authorized to sign on behalf of the company, the establishment of the company's board charter, and related authorizations.

**Meeting Resolution:** The meeting unanimously resolved to approve the election of directors, the determination of the names and number of directors authorized to sign on behalf of the company, the company's board charter, and related authorizations as proposed.

**Agenda Item 8:** To consider and approve the remuneration for the Board of Directors and Board Committees for the Year 2023

Following the approval of the board of directors' appointment, to align with the company's transformation into a public limited company, it is proposed to approve the remuneration for the Board of Directors and Board Committees for the year 2023, with details as follows:

#### Board of Directors Meeting Fees

- Chairman of the Board 30,000 Baht / per meeting attendance
- Director 20,000 Baht / per meeting attendance
- Other Compensation: None

#### Audit Committee Meeting Fees

- Chairman of the Audit Committee 30,000 Baht / per meeting attendance
- Member of the Audit Committee 20,000 Baht / per meeting attendance
- Other Compensation: None

#### Nomination and Remuneration Committee Meeting Fees ("Nomination Committee")

- Chairman of the Nomination Committee 20,000 Baht / per meeting attendance
- Member of the Nomination Committee 10,000 Baht / per meeting attendance
- Other Compensation: None

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The company will only pay remuneration and meeting allowances to non-executive directors or directors not receiving salaried from the company.

The Chairman proposed for the meeting to consider and approve the directors' and sub-committees' remuneration for the year 2023.

**Meeting Resolution:** The meeting unanimously resolved to approve the remuneration for the Board of Directors and Board Committees for the year 2023 as proposed.

**Agenda Item 9: To consider and approve the Appointment of the Company's Auditor and Determination of the Auditor's Remuneration for the Year 2023**

To align with the company's transformation into a public limited company, it is necessary to appoint an auditor. The audit committee has selected the auditor approved by the SEC. The proposed auditors are from PricewaterhouseCoopers ABAS Limited, considered qualified for the role. The proposed auditors are:

1. Mr. Pongthavee Ratanakoses, Registration No. 7795, and/or
2. Miss Amornrat Pearmpoonvatanasuk, Registration No. 4599, and/or
3. Miss Rodjanart Banyatananusard, Registration No. 8435.

From PricewaterhouseCoopers ABAS Limited, is appointed as the company's auditor to audit and provide opinions on the financial statements of the company following its conversion to a public limited company for the fiscal year 2023.

The aforementioned auditor has no relationship or vested interest in the company, its board of directors, major shareholders, or any related parties. Therefore, she is independent in auditing and providing opinions on the company's financial statements.

The proposed auditor remuneration is THB 2,150,000 (two million one hundred fifty thousand baht), excluding potential additional expenses, such as, accommodation, travelling expenses, transmission or photocopy expenses, etc.

The Chairman proposed for the meeting to consider and approve the appointment of the company's auditor and the determination of the auditor's remuneration for the year 2023.

**Meeting Resolution:** The meeting unanimously resolved to approve the appointment of the company's auditor and the determination of the auditor's remuneration for the year 2023 as proposed.

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**Agenda Item 10: To consider and approve the Listing of the Company's Ordinary Shares on the Market for Alternative Investment (MAI) and Related Authorizations**

The Chairman informed the meeting about the company's intention to increase its registered capital and allocate new ordinary shares for an Initial Public Offering (IPO) to the general public. This step is aimed at creating a secondary market for the company's shares. Therefore, it is proposed to the meeting to approve the listing of the company's ordinary shares as registered securities on the Market for Alternative Investment (MAI). Additionally, it is proposed that directors authorized to sign on behalf of the company or persons delegated by such authorized directors have the power to carry out negotiations, amend documents, provide explanations, submit necessary documents for authorization to related authorities, and perform any necessary actions related to this listing to ensure the successful registration of the company's ordinary shares on the MAI.

The Chairman thus proposed for the meeting to approve the listing of the company's ordinary shares on the MAI and to authorize related actions.

**Meeting Resolution:** The meeting unanimously approved the listing of the company's ordinary shares on the MAI and authorized related actions as proposed.

**Agenda Item 11: To consider Other Matters (If any)**

There were no additional matters proposed for consideration.

The Chairman opened the floor for shareholders to ask questions or provide further comments. After no shareholders had any questions or additional matters for consideration, the Chairman thanked all shareholders for their participation and closed the meeting at 10:00 AM.

-Signature-

(Mr. Komol Gambhir)

Chairman of the Meeting

-Signature-

(Miss Jutiporn Kravawnak)

Meeting Recorder

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