

**- Translation -**

**Minutes of the 2025 Annual General Meeting of Shareholders**

**Bangkok Asset Inter Group Public Company Limited**

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

Bangkok Asset Inter Group Public Company Limited (the "**Company**") held the 2025 Annual General Meeting of Shareholders (the "**Meeting**") on 12 March 2025, at 10.00 a.m., at the Company's Main Conference Room, located at 99 C.P. Tower North Park Building, 14<sup>th</sup> Floor, Soi Ngamwongwan 47, Intersection 42, Thung Song Hong Sub-district, Lak Si District, Bangkok 10210.

**Number of Shareholders Attending the Meeting**

At the commencement of the Meeting, there were 7 shareholders attending the Meeting in person and by proxy, holding an aggregate of 150,000,000 shares, representing 100 percent of the total issued shares of the Company (the Company has 150,000,000 shares in total), thereby constituting a quorum as required by law and the Company's Articles of Association.

**Directors Attending the Meeting**

The Company has a total of 7 directors. At this Meeting, there were 6 directors in attendance, representing 85.71 percent, with the names of the directors attending the Meeting as follows:

- |                                |  |
|--------------------------------|--|
| 1. Mr. Siripol Yodmuangcharoen | Independent Director / Chairman of the Board of Directors.   |
| 2. Mr. Amornsakdi Ketcharoon   | Independent Director / Chairman of the Audit Committee.  |
| 3. Mr. Chokchai Danggura       | Independent Director/ Chairman of the Nomination, Remuneration and Corporate Governance Committee                    |
| 4. Mr. Pachara Tanawongkasaem  | Director/ Nomination, Remuneration Corporate Governance Committee/ Chief Executive Officer                           |
| 5. Mr. Pakapol Petyaem         | Director/ Chief Operation Officer  |
| 6. Ms. Sukanya Thongyam        | Director/ Secretary of the Nomination, Remuneration and Corporate Governance Committee/ Chief Administrative Officer |

**Persons Invited to Attend the Meeting:**

1. Representatives of the Company's Certified Public Auditors from Tharmniti Auditing Co., Ltd.; Ms. Chotima Kitsirakorn and Ms. Athittaya Phosuwan
2. Mr. Pakakorn Dangchakron Accounting and Finance Manager
3. Ms. Arisara Utsaram the Company Secretary, acting as the Secretary of the Meeting  
(**"The Secretary"**)

### Prior to the Commencement of the Meeting

The Secretary to the Meeting informed the 2025 Annual General Meeting of Shareholders as follows:

With regard to the Meeting held today, the Company has complied with the regulations concerning the delivery of notices of the meeting to all shareholders through two channels:

1. The Company sent notices of the meeting to all shareholders by postal mail and submitted them to the Registrar for acknowledgment via the website of the Department of Business Development, Ministry of Commerce at <https://epcl.dbd.go.th> on 4 March 2025, which was 7 days in advance of the Meeting date.
2. The Company published announcements on the Company's website at <https://bangkokasset.co.th> on 4 March 2025, consecutively for 3 days, which was 7 days in advance of the Meeting date.
3. Resolutions for each agenda item

Agenda Item		Required Voting Majority
Agenda Item 1	To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders	Resolution to be passed by a <b>majority vote of the shareholders</b> attending the Meeting and casting their votes
Agenda Item 2	To acknowledge the report on the Company's operating results for the year 2024	This agenda item is for acknowledgment purposes only; therefore, no voting is required
Agenda Item 3	To consider and approve the Financial Statements for the year ended 31 December 2024, which have been audited by the Certified Public Accountant	Resolution to be passed by a <b>majority vote of the shareholders</b> attending the Meeting and casting their votes
Agenda Item 4	To consider and approve the appropriation of net profit as legal reserve and to refrain from declaring and paying dividends	Resolution to be passed by a <b>majority vote of the shareholders</b> attending the Meeting and casting their votes
Agenda Item 5	To consider the election of directors to replace those retiring by rotation	Resolution to be passed by a <b>majority vote of the shareholders</b> attending the Meeting and casting their votes
Agenda Item 6	To consider and approve the determination of directors' remuneration for the year 2025	Resolution to be passed by a vote of <b>not less than two-thirds (2/3)</b> of the total votes of the shareholders attending the Meeting
Agenda Item 7	To consider and approve the appointment of the auditor and determination of the audit fee for the year 2025	Resolution to be passed by a <b>majority vote of the shareholders</b> attending the Meeting and casting their votes
Agenda Item 8	Other matters (if any)	This agenda item is designated for shareholders to raise questions or concerns; therefore, no resolution shall be passed under this agenda item

**Commencement of the Meeting at 10.00 a.m.**

Mr. Siripol Yodmuangcharoen, Chairman of the Board of Directors, acted as the Chairman of the Meeting (the "**Chairman**"). The Chairman informed the Meeting that the Company currently has a registered capital of 105,000,000 Baht, divided into 150,000,000 shares with a par value of 0.50 Baht per share. At this Meeting, there were 7 shareholders attending in person and by proxy, holding an aggregate of 150,000,000 shares, representing 100 percent of the total issued shares of the Company (the Company has 150,000,000 shares in total), thereby constituting a quorum as required by the Company's Articles of Association.

The Chairman welcomed the shareholders attending the Meeting and declared the 2025 Annual General Meeting of Shareholders (the "**Meeting**") open to proceed with the agenda items as follows:

**Agenda Item 1      To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders**

**The Secretary** to the Meeting informed the Meeting as follows:

1. The 2025 Annual General Meeting of Shareholders of the Company was held on 26 April 2024, and the minutes of the meeting have been accurately and completely recorded in accordance with the agenda items and resolutions of the 2025 Annual General Meeting of Shareholders.
2. The Company sent a copy of the Minutes of the 2024 Annual General Meeting of Shareholders, details of which are shown in as detailed in Attachment No. 1 (Minutes of the Annual General Meeting of Shareholders for the year 2024), in QR Code format, which was delivered to the shareholders together with the notice of the meeting on 4 March 2025.
3. The Board of Directors has considered and is of the opinion that all significant matters have been accurately and completely recorded. Therefore, it is appropriate to propose that the Meeting of Shareholders consider and approve the Minutes of the Annual General Meeting of Shareholders for the year 2024 held on 26 April 2024, details of which are shown in as detailed in Attachment No. 1

**The Secretary** to the Meeting invited the shareholders attending the Meeting to express their opinions or raise questions to the Meeting, and informed that this agenda item requires approval by a majority vote of the total votes of the shareholders attending the Meeting.

**The Chairman** inquired whether any shareholders wished to propose any amendments or additions.

As no shareholders raised any questions, proposed any amendments or additions, or expressed any other opinions, the Chairman proposed that the Meeting consider and approve the Minutes of the 2024 Annual General Meeting of Shareholders of the company was held on 26 April 2024.

**Resolution:**      The Meeting considered and resolved to approve the Minutes of the 2024 Annual General Meeting of Shareholders of the Company was held on 26 April 2024, by a majority vote of the total votes of the shareholders attending the Meeting and casting their votes, with the voting results as follows:

Resolution	Number of Votes	Percentage (%)
Approved	150,000,000	100.00
Disapproved	0	0.00
Abstained	0	0.00
<b>Total</b>	<b>150,000,000</b>	<b>100.00</b>

**Agenda Item 2 To acknowledge the report on the Company's operating results for the year 2024**

**The Secretary** informed the Meeting as follows:

- In order to comply with the Company's Articles of Association, "Article 46. The business to be transacted at the Annual General Meeting of Shareholders (1) Acknowledgment of the report of the Board of Directors demonstrating the Company's business activities during the past year," the Company's operating results for the year 2024, details of which are shown in as detailed in Attachment No. 2. (Summary Annual Report 2024), in QR Code format, were delivered to the shareholders together with the notice of the meeting.

**The Chairman** then invited Mr. Pachon Thanawongkasem, Chief Executive Officer, to present the details of various activities during the past year 2024 to the Meeting.

**Mr. Pachara** presented to the Meeting for acknowledgment of additional activities during the past year as follows:

- The measurement and monitoring of light intensity, noise, and heat to ensure compliance with prescribed standards, and the regular maintenance of lighting equipment to ensure safety, occupational health, and a good working environment, as well as to control and prevent hazards arising from work operations.



- The organization of safety training activities, such as basic first aid courses, cardiopulmonary resuscitation (CPR), including the use of automated external defibrillators (AED), to enable proper assistance in emergency situations, and the annual fire drill/fire evacuation exercises.





### "Bangkok Asset... Share Love, Share Care Project"

The Company contributed donations of supplies, consumer goods for newborns and young children, rice, dried food, and other necessities for orphaned children in Foundation for the Welfare of the Disabled under the Royal Patronage of Her Royal Highness Princess Srinagarindra, Nonthaphoom Home for Persons with Disabilities Protection and Development (Nonthaphoom Home), the Fueng Fah Home for Persons with Disabilities Protection and Development, (Fueng Fah Home), and the Pakkret Babies Home Orphanage on an annual basis. In the year 2024, the Company shared love and care with children, including newborns, young children, and orphans, led by Mr. Pachara Tanawongkasaem, Chief Executive Officer, together with the employee team.





In addition, the Company is attentive to the well-being of its employees and promotes employee happiness together, such as:

- (1) Providing co-working space to enable flexibility in work and the freedom to choose work areas independently.
- (2) The Company cares for employee well-being by providing beverages, breakfast, and dinner to help reduce the burden of living costs, save time in obtaining food, and enhance work performance, as well as providing relaxation areas for employees to unwind during the day.
- (3) Remote working to facilitate employees working off-site and work from home efficiently.
- (4) Special birthday leave, demonstrating the importance of work-life balance and fostering employee engagement with the organization by creating a sense of special recognition and appreciation on employees' important days.



**The Secretary** informed the Meeting that this agenda item was presented for the purpose of reporting the Company's operating results for the year 2024 for the information and acknowledgment of the shareholders only; therefore, no resolution was required to be passed.

**Resolution:** The Meeting duly acknowledged the Company's operating results and the Report of the Board of Directors for the year 2024.



**Agenda Item 3**

To consider and approve the Financial Statements for the year ended 31 December 2024, which have been audited by the Certified Public Accountant

**The Chairman** invited Mr. Pakakorn Dangchakron, Accounting and Finance Manager, to present the details of the Company's financial statements for the year ended 31 December 2024 to the Meeting.

**Mr. Pakakorn** then explained to the Meeting as follows:

- (a) Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 (1992), as amended, which is consistent with Article 51. of the Company's Articles of Association, the Board of Directors is required to cause a balance sheet or statement of financial position and a profit and loss statement to be prepared as at the end of the Company's accounting period and to submit such financial statements to the Annual General Meeting of Shareholders for consideration and approval. In addition, the Board of Directors is required to cause the balance sheet or statement of financial position and the profit and loss statement to be audited by the auditor prior to their submission to the Meeting of Shareholders.

Thereafter, Mr. Pakakorn reported to the Meeting and summarized as follows:

■ The Board of Directors caused the statement of financial position as at 31 December 2024 and the statement of comprehensive income for the year ended 31 December 2024 of the Company to be prepared. Such financial statements were audited by the Company's certified public auditor from Tharmniti Auditing Co., Ltd. The auditor's report expressed the opinion that the statement of financial position as at 31 December 2024, as well as the results of operations and cash flows for the year then ended, were presented fairly, in all material respects, in accordance with the Financial Reporting Standards.

■ The Company's annual report and financial statements for the year ended 31 December 2024 were reviewed by the Audit Committee and approved by the Board of Directors for submission to the Annual General Meeting of Shareholders for the year 2025 for consideration and approval. The details thereof appear in Enclosure No. 1 (Annual Report and Financial Statements for the year ended 31 December 2024), provided in the form of a QR Code, which had been delivered to the shareholders together with the Notice of the Meeting.

**Highlights of Financial Information**

Financial Items	2024	2023	Change	
Total Assets (Baht million)	243.84	260.64	(16.80)	-6%
Total Liabilities (Baht million)	130.17	151.17	(21.00)	-14%
Shareholders' Equity (Baht million)	113.66	109.47	4.19	4%
Issued and paid-up share capital (Baht million)	75.00	75.00	-	0%
Total Income (Baht million)	1,142.46	1,313.59	(171.13)	-13%
Comprehensive income for the year (Baht million)	37.49	22.27	15.22	68%
Basic Earnings per share (Baht per share)	0.25	0.16	0.09	56%

**Statement of Financial Position**

Material Items (Unit: Baht million)	2024	2023	Change
Cash and cash equivalents	98.26	18.30	79.96
Trade and other current receivables	1.89	3.48	(1.59)
Inventories	30.33	41.30	(10.97)
Construction in progress	30.17	85.12	(54.95)
Prepaid costs	53.19	95.36	(42.17)
Other current financial assets	0.01	1.84	(1.83)
Other current assets	2.24	2.32	(0.08)
Leasehold improvements and equipment	4.18	4.25	(0.07)
Right-of-use assets	19.12	3.34	15.78
Intangible assets	2.60	2.86	(0.26)
Deferred tax assets	0.79	1.21	(0.42)
Other non-current assets	1.05	1.26	(0.21)
<b>TOTAL ASSETS</b>	<b>243.83</b>	<b>260.64</b>	<b>(16.81)</b>
Bank overdrafts and short-term loans from the financial institutions	-	29.98	(29.98)
Trade and other current payables	10.11	14.51	(4.40)
Current portion of long-term loan from the financial institutions	5.82	5.70	0.12
Current portion of lease liabilities	3.50	0.58	2.92
Short-term loans from other persons	69.00	69.00	0.00
Corporate income tax payable	3.56	0.94	2.62
Provision for after-sale repair work	0.66	0.70	(0.04)
Long-term loans from the financial institutions	20.02	25.84	(5.82)
Lease liabilities	13.84	1.12	12.72
Provision of demolition expense	0.56	-	0.56
Non-current provision for employee benefit obligations	3.10	2.80	0.30
<b>TOTAL LIABILITIES</b>	<b>130.17</b>	<b>151.17</b>	<b>(16.93)</b>
<b>SHAREHOLDERS' EQUITY</b>	<b>113.66</b>	<b>109.47</b>	<b>1.67</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>243.83</b>	<b>260.64</b>	<b>(15.26)</b>



**The Secretary of the Meeting** invited the participants to express their opinions or raise any questions to the Meeting and informed the Meeting that this agenda item required approval by a majority vote of the total number of votes of the shareholders present at the Meeting and entitled to vote.

**The Chairman** then inquired whether any shareholder wished to raise any questions or express additional opinions.

As no shareholder raised any questions or expressed any further opinions, the Chairman requested the Meeting to proceed with voting on this agenda item.

**Resolution:** Upon due consideration, the Meeting resolved to approve the Company's financial statements for the year ended 31 December 2024, which had been audited by the Company's certified public auditor, by a majority vote of the total number of votes of the shareholders present at the Meeting and entitled to vote. The voting results were as follows:

Resolution	Number of Votes	Percentage (%)
Approved	150,000,000	100.00
Disapproved	0	0.00
Abstained	0	0.00
<b>Total</b>	<b>150,000,000</b>	<b>100.00</b>

**Agenda Item 4** To consider and approve the appropriation of net profit as legal reserve refrain from declaring and paying dividends

**The Chairman** assigned Mr. Pakakorn Dangchakron, Accounting and Finance Manager, to present the details of this agenda item to the Meeting.

**Mr. Pakakorn** then explained to the Meeting that, pursuant to Sections 115 and 116 of the Public Limited Companies Act B.E. 2535 (1992), which are consistent with Articles 57 and 58 of the Company's Articles of Association, the following provisions apply:

- (a) **Article 57.** Dividends shall not be paid out of funds other than profits. In the event that the Company has accumulated losses, no dividend payment shall be made. Any dividend payment shall be subject to approval by the Meeting of Shareholders.
- (b) **Article 58.** The Company shall appropriate not less than five percent (5%) of its annual net profit, after deduction of accumulated losses brought forward (if any), as a legal reserve until such reserve reaches an amount not less than ten percent (10%) of the registered capital.

In addition, the Company has a dividend policy to pay dividends at a rate of not less than fifty percent (50%) of the net profit as shown in the Company's separate financial statements, after deduction of corporate income tax and all types of reserves as required by law and the Company's Articles of Association. However, the Board of Directors shall consider the payment of dividends and may revise the dividend policy from time to time, taking into consideration the

Company's operating results, financial position, cash flows, the necessity of working capital for business operations, future business expansion and investment plans, obligations under loan agreements, and other factors as deemed appropriate by the Board of Directors.

Furthermore, the Company's annual dividend payment shall be subject to approval by the Meeting of Shareholders, except for interim dividend payments, which the Board of Directors may, from time to time, consider and approve when it deems that the Company has sufficient profits to do so. Any such interim dividend payments shall be reported to the Meeting of Shareholders at the subsequent meeting. In any event, the Company's dividend payments shall not be made in contravention of or inconsistent with applicable laws.

Thereafter, Mr. Pakakorn further reported that, during the year 2024, the Company paid interim dividends as approved by resolutions of the Board of Directors in an aggregate amount of Baht 33.30 million (thirty-three million three hundred thousand Baht), as detailed below:

1. The meeting of the Board of Directors held on 25 May 2024, a resolution was passed approving the payment of an interim dividend at the rate of Baht 0.075 per share, in total amount of Baht 11.25 million. The Company paid such interim dividend to the shareholders on 29 May 2024.
2. The meeting of the Board of Directors held on 13 July 2024, a resolution was passed approving the payment of an interim dividend at the rate of Baht 0.11 per share, in total amount of Baht 16.50 million. The Company paid such interim dividend to the shareholders on 16 July 2024.
3. The meeting of the Board of Directors held on 10 August 2024, a resolution was passed approving the payment of an interim dividend at the rate of Baht 0.037 per share, in total amount of Baht 5.55 million. The Company paid such interim dividend to the shareholders on 26 August 2024.

In this regard, the Company recorded a net profit as shown in the separate financial statements for the year 2024 in the amount of Baht 36.82 million and had no accumulated losses. However, due to the necessity for the Company to retain sufficient funds for its ongoing business operations, the Company therefore considered it appropriate to refrain from declaring a dividend in respect of the net profit for the year 2024.

Accordingly, it was proposed that the Meeting of Shareholders consider and approve the appropriation of the Company's net profit for the year 2024 as a legal reserve and refrain from declaring and paying dividends in respect of the net profit for the year 2024, as detailed below:

1. To appropriate the net profit for the year 2024 in the amount of Baht 1.90 million (one million nine hundred thousand Baht), representing 4.11 percent of the net profit for the year, as a legal reserve. As at 31 December 2024, the Company had accumulated a legal reserve in the total amount of Baht 7.04 million, representing 6.70 percent of the registered capital.
2. To refrain from declaring and paying dividends in respect of the net profit for the year 2024, in order to retain funds for the Company's business operations.

In addition, the Meeting of Shareholders was requested to acknowledge the payment of interim dividends as approved by resolutions of the Board of Directors, in an aggregate amount of Baht 33.30 million (thirty-three million three hundred thousand Baht), which had been duly paid to the shareholders during the year 2024, as previously presented in detail above.

**The Secretary** invited the participants to express their opinions or raise any questions to the Meeting and informed the Meeting that this agenda item required approval by a majority vote of the total number of votes of the shareholders present at the Meeting and entitled to vote.

**The Chairman** then inquired whether any shareholder wished to raise any further questions or express any additional opinions.

As no shareholder raised any questions or expressed any further opinions, the Chairman requested the Meeting to proceed with voting on this agenda item.

**Resolution:** Upon due consideration, the Meeting resolved to approve the appropriation of the Company's net profit for the year 2024 in the amount of Baht 1.90 million (one million nine hundred thousand Baht) as a legal reserve and to refrain from declaring and paying dividends in respect of the net profit for the year 2024, by a majority vote of the total number of votes of the shareholders present at the Meeting and entitled to vote. The Meeting also acknowledged the payment of interim dividends in an aggregate amount of Baht 33.30 million (thirty-three million three hundred thousand Baht), as approved by resolutions of the Board of Directors, in accordance with the details previously presented above. The voting results were as follows:

Resolution	Number of Votes	Percentage (%)
Approved	150,000,000	100.00
Disapproved	0	0.00
Abstained	0	0.00
<b>Total</b>	<b>150,000,000</b>	<b>100.00</b>

#### **Agenda Item 5** To consider the election of directors to replace those retiring by rotation

**The Chairman** informed the Meeting that, as this agenda item concerned the consideration of directors who were due to retire by rotation and were proposed for re-election for another term, he therefore invited Mr. Chokchai Danggura, Chairman of the Nomination, Remuneration and Corporate Governance Committee, to present the details of this agenda item to the Meeting.

**Mr. Chokchai** then informed the Meeting as follows:

- (a) Pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (1992), which is consistent with Article 24. of the Company's Articles of Association, at each Annual General Meeting of Shareholders, one-third (1/3) of the total number of directors shall retire from office. In the event that the number of directors is not evenly divisible by three, the number of directors nearest to one-third shall retire.

A director retiring from office may be re-elected to hold office for a further term.

Directors who are required to retire during the first and second years following the Company's registration shall be determined by drawing lots, whereas in subsequent years, the directors who have served the longest term shall retire.

- (b) At the Annual General Meeting of Shareholders for the year 2025, there were two (2) directors who were due to retire by rotation, representing one-third of the total number of directors, as follows:

- |                                 |   |
|---------------------------------|---|
| (1) Mr. Siripol Yodmuangcharoen | Independent Director / Chairman of the Board of Directors.  |
| (2) Mr. Pachara Tanawongkasaem  | Member of the Nomination, Remuneration and Corporate Governance Committee / Director (Authorized Director). |

The Nomination, Remuneration and Corporate Governance Committee (the "**NRGC Committee**") carefully considered and reviewed the Board composition, including the individual qualifications of each director, as well as their knowledge, capabilities, and experience. The NRGC Committee (with the interested directors abstaining from voting) was of the opinion that both directors listed above possess the requisite qualifications, knowledge, and expertise, and are able to devote sufficient time to the Company's affairs, which would be beneficial to the Company's business operations.

Accordingly, the Board of Directors has resolved to approve the re-election of both directors to serve as directors of the Company for another term. The profiles of the directors who were due to retire by rotation and were proposed for re-election are set out in Enclosure No. 3 (Directors Retiring by Rotation and Proposed for Re-election), as provided to the shareholders together with the Notice of the Meeting.

In this regard, it was proposed that the director listed under item (1) be appointed to serve as an Independent Director, as such director possesses the qualifications in accordance with the definition of an independent director as prescribed by the Stock Exchange of Thailand and the Company. The details of the definition of an independent director are set out in Enclosure No. 3 (Definition of Independent Director), as provided to the shareholders together with the Notice of the Meeting.

**The Secretary** invited the participants to express their opinions or raise any questions to the Meeting and informed the Meeting that this agenda item required approval by a majority vote of the total number of votes of the shareholders present at the Meeting and entitled to vote.

**The Chairman** then inquired whether any shareholder wished to raise any additional questions or express any further opinions.



As no shareholder raised any questions or expressed any further opinions, the Chairman requested the Meeting to proceed with voting on the agenda item concerning the election of directors in replacement of those retiring by rotation for another term, on an individual basis.

**Resolution of the Meeting:** Upon due consideration, the Meeting resolved to approve the election of both directors who retired by rotation to resume their positions as directors of the Company for another term, by a majority vote of the total number of votes of the shareholders present at the Meeting and entitled to vote. The voting results were as follows:

(1) Mr. Siripol Yodmuangcharoen (existing director)

Resolution	Number of Votes	Percentage (%)
Approved	150,000,000	100.00
Disapproved	0	0.00
Abstained	0	0.00
<b>Total</b>	<b>150,000,000</b>	<b>100.00</b>

(2) Mr. Pachara Tanawongkasaem (existing director)

Resolution	Number of Votes	Percentage (%)
Approved	150,000,000	100.00
Disapproved	0	0.00
Abstained	0	0.00
<b>Total</b>	<b>150,000,000</b>	<b>100.00</b>

**Agenda Item 6 To consider and approve the determination of directors' remuneration for the year 2025**

**The Chairman** invited the Secretary of the Meeting to present the details of this agenda item to the Meeting.

**The Secretary** then explained to the Meeting as follows:

- (a) Pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 (1992), it is stipulated that “a company shall not make any payment of money or other property to directors, except for remuneration paid in accordance with the Company’s Articles of Association. In the event that the Articles of Association do not prescribe such remuneration, the payment thereof shall be made in accordance with a resolution of the Meeting of Shareholders, which must be passed by votes of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the Meeting.

- (b) Pursuant to Article 29. of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits, as determined by and approved by the Meeting of Shareholders by votes of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the Meeting. Such remuneration may be fixed in a definite amount or determined in accordance with specific criteria and may be prescribed on a case-by-case basis or remain effective until otherwise resolved by the Meeting of Shareholders. In addition, the directors are entitled to receive allowances and other welfare benefits in accordance with the Company's regulations.

The Nomination, Remuneration and Corporate Governance Committee considered the determination of directors' remuneration by taking into account the roles, duties, and responsibilities of each director, as well as the Company's operating results and business growth. The Committee also reviewed comparative data from other companies of comparable size and the results of surveys on directors' remuneration of companies applying for listing on the Market for Alternative Investment (mai). The review indicated that the directors' remuneration proposed by the Company was at a level comparable to the overall average. In addition, as the Company's operating performance in the past year did not meet the targeted objectives, it was deemed appropriate to refrain from paying directors' bonuses for the year 2024.

In this regard, the Board of Directors has approved and deemed it appropriate to propose to the Meeting of Shareholders for consideration and approval the determination of remuneration for the Board of Directors and the sub-committees for the year 2025 at the same rates as those for the year 2024, and the omission of directors' bonuses for the year 2024, as proposed by the Nomination, Remuneration and Corporate Governance Committee.

- Monthly remuneration and meeting allowances for directors for the year 2025, to be paid at the same rates as those applicable in the year 2024.

Directors' Remuneration	Year 2025 (Proposed)	Year 2024	Remarks
<b>1) Monthly remuneration /<sup>1</sup></b>	Baht 20,000 per person per month	Baht 20,000 per person per month	<sup>1</sup> Directors who concurrently hold executive positions in the Company shall not be entitled to monthly remuneration.
<b>2) Meeting allowances</b>			<sup>2, 3</sup> Payable only to directors who attend meetings and who do not receive monthly remuneration in their capacity as executives.
2.1) Board of Directors' meeting allowance/ <sup>2</sup>			
- Chairman of the Board	Baht 15,000 per meeting	Baht 15,000 per meeting	
- Director	Baht 10,000 per meeting	Baht 10,000 per meeting	
2.2) Audit Committee meeting allowance			
- Chairman of the Audit Committee	Baht 15,000 per meeting	Baht 15,000 per meeting	
- Audit Committee Member	Baht 10,000 per meeting	Baht 10,000 per meeting	
2.3) Nomination, Remuneration and Corporate Governance Committee meeting allowance/ <sup>3</sup> (the "NRCG" Committee)			
- Chairman of the NRCG Committee	Baht 10,000 per meeting	Baht 10,000 per meeting	
- NRCG Committee Member	Baht 7,000 per meeting	Baht 7,000 per meeting	
<b>3) Other benefits/ fringe benefits, such as travelling expenses, seminar expenses, and entertainment expenses</b>	Included with meeting allowances, not exceeding Baht 2.50 million per year		
<b>4) Bonus</b>	Subject to the Company's operating results for the year 2025*	Subject to the Company's operating results for the year 2024*	<sup>1, 2</sup> Any payment of such remuneration shall be proposed to and approved by the Meeting of Shareholders prior to the payment thereof.

The Secretary invited the participants to express their opinions or raise any questions to the Meeting and informed the Meeting that this agenda item required approval by votes of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the Meeting and entitled to vote.

The Chairman then inquired whether any shareholder wished to raise any additional questions or express any further opinions.

As no shareholder raised any questions or expressed any further opinions, the Chairman requested the Meeting to proceed with voting on this agenda item.

**Resolution of the Meeting:** Upon due consideration, the Meeting resolved to approve the determination of directors' remuneration for the year 2025 at the same rates as those for the year 2024 and to refrain from paying directors' bonuses for the year 2024, in accordance with the details presented above, by votes of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the Meeting and entitled to vote. The voting results were as follows:

Resolution	Number of Votes	Percentage (%)
Approved	150,000,000	100.00
Disapproved	0	0.00
Abstained	0	0.00
<b>Total</b>	<b>150,000,000</b>	<b>100.00</b>

**Agenda Item 7** To consider and approve the appointment of the auditor and determination of the audit fee for the year 2025

The Chairman invited Mr. Pakakorn Dangchakron, Accounting and Finance Manager, to present the details of this agenda item to the Meeting.

Mr. Pakakorn then explained to the Meeting as follows:

- (a) In order to comply with Section 120 of the Public Limited Companies Act B.E. 2535 (1992), which is consistent with Article 51. of the Company's Articles of Association, the Annual General Meeting of Shareholders is required to appoint the Company's auditor and determine the audit fee on an annual basis. The same auditor may be reappointed, in accordance with applicable laws and relevant criteria.
- (b) The Audit Committee has duly reviewed and selected the auditors as appropriate, and the Board of Directors has approved such selection. Accordingly, it was deemed appropriate to propose to the Annual General Meeting of Shareholders for the year 2025 the appointment of any one of the following certified public accountants from Tharmniti Auditing Co., Ltd. to act as the Company's auditor:
  1. Ms. Chotima Kitsirakorn Certified Public Accountant Registration No. 7318; and/or
  2. Ms. Nitinee Kittikunapong Certified Public Accountant Registration No. 8843; and/or
  3. Ms. Chutinant Kopraserthaworn Certified Public Accountant Registration No. 9201; and/or
  4. Ms. Techinee Pornpenpob Certified Public Accountant Registration No. 10769.

The auditors listed above are independent and have no relationship and/or vested interest with the Company, its management, major shareholders, or persons related thereto. They have been approved by the Securities and Exchange Commission and do not provide any advisory services to the Company. Accordingly, they are independent in performing the audit and expressing opinions on the Company's financial statements. The details thereof are set out in Enclosure No. 4 (Information of the Company's Auditors for the Year 2025), as provided to the shareholders together with the Notice of the Meeting.

In the event that any of the above-named auditors is unable to perform his or her duties, Tharmniti Auditing Co., Ltd. shall arrange for another certified public accountant of the firm to act as the auditor of the Company and to audit and express an opinion on the Company's financial statements in replacement of such auditor.

In addition, it was proposed that the Meeting of Shareholders consider and approve the determination of the audit fee for the year 2025 in the amount of Baht 1,387,000.00 (one million three hundred and eighty-seven thousand Baht), the details of which are as follows:

Details of Audit Fees	Year 2025 (Proposed) : Baht	Year 2024 : Baht	Increase / (Decrease) : Baht
<b>Audit Fee</b>	<b>1,387,000.00</b>	<b>1,430,000.00</b>	<b>(43,000.00)</b>
<input type="checkbox"/> Fees for the review of interim financial statements for three (3) quarters	495,000.00 (165,000/Quarter)	510,000.00 (170,000/Quarter)	representing a lower proportion at 3.01 %
<input type="checkbox"/> Fees for the audit of the annual financial statements	892,000.00	920,000.00	
<b>Non-audit fee</b>			
<input type="checkbox"/> Fees for attendance at meetings with the Office of the Securities and Exchange Commission (SEC) (not exceeding three (3) meetings)	-	100,000.00 per meeting	(100,000.00)

**Remark:** The audit fee specified above does not include other expenses, such as transportation expenses incurred in the performance of duties, overtime charges, postage, telephone expenses, and additional financial statement preparation fees in the amount of Baht 1,000 per set, etc., which shall be charged on an actual basis by the audit firm. In the case of assignments performed outside the Company's registered location, the Company shall be responsible for or bear the accommodation expenses and daily allowances for the audit firm's personnel in the amount of Baht 350 per person per day.

**The Secretary of the Meeting** invited the participants to express their opinions or raise any questions to the Meeting and informed the Meeting that this agenda item required approval by a majority vote of the total number of votes of the shareholders present at the Meeting and entitled to vote.

**The Chairman** then inquired whether any shareholder wished to raise any additional questions or express any further opinions.

As no shareholder raised any questions or expressed any further opinions, the Chairman requested the Meeting to proceed with voting on the agenda item concerning the election of directors in replacement of those retiring by rotation for another term, on an individual basis.



Resolution of the Meeting:

Upon due consideration, the Meeting resolved to approve the appointment of any one of the following certified public accountants from Tharmniti Auditing Co., Ltd. to act as the auditor of the Company: Ms. Chotima Kitsirakorn, Certified Public Accountant Registration No. 7318, and/or Ms. Nitinee Kittikunapong, Certified Public Accountant Registration No. 8843, and/or Ms. Chutinant Kopraserthaworn, Certified Public Accountant Registration No. 9201, and/or Ms. Techinee Pornpenpob, Certified Public Accountant Registration No. 10769, and to approve the audit fee for the year 2025 in the amount of Baht 1,387,000.00 (one million three hundred and eighty-seven thousand Baht), by a majority vote of the total number of votes of the shareholders present at the Meeting and entitled to vote. The voting results were as follows:

Resolution	Number of Votes	Percentage (%)
Approved	150,000,000	100.00
Disapproved	0	0.00
Abstained	0	0.00
<b>Total</b>	<b>150,000,000</b>	<b>100.00</b>

**Agenda Item 8**

**Other matters**

**The Chairman** informed the Meeting that all agenda items as set forth in the Agenda of the 2025 Annual General Meeting of Shareholders had been duly considered and completed. The Chairman then opened the floor for any questions and comments from the shareholders.

As no shareholder raised any further questions or comments, the Chairman expressed his appreciation and gratitude to all participants of the 2025 Annual General Meeting of Shareholders.

The Chairman then declared the Meeting closed at 11.00 a.m.

**Signed - Mr. Siripol Yodmuangcharoen** - Chairman of the Meeting

*(Mr. Siripol Yodmuang+charoen)*

Chairman of the Board of Directors

**Signed - Ms. Arisara Utsaram** - Recorder of the Minutes

*(Ms. Arisara Utsaram)*

Company Secretary