

## -Translation-

# Report of the Annual General Meeting of Shareholders for the Year 2025 Teka Construction Company Limited (Public)

Teka Construction Company Limited (Public) ("the Company") has determined a list of shareholders who have the right to attend the Annual General Meeting of Shareholders for the year 2025 (Record Date) on March 5, 2025, and has scheduled the Annual General Meeting of Shareholders for the year 2025 on Wednesday, April 23, 2025, at 2 p.m. by the electronic meeting system. There were 6 shareholders attending the meeting in person, and 27 shareholders attending by proxy, totaling 33 shareholders, and representing 228,100,695 shares out of the total 300,000,000 shares, or 76.0335%, constituting a quorum as per the Company's regulations.

## List of Directors and Executives Attending the Meeting:

1. Mr. Vithool Jearkjirm	Chairman of the Board/ Independent Director
2. Mr. Wirasak Wanitwat	Vice Chairman of the Board/Chairman of the Risk
	Management and Sustainability Committee/CEO
	Acting Chief Construction Officer
	/Acting Chief Commercial and Marketing Officer
3. Mr. Prasert Patradhilok	Independent Director/Chairman of the Audit Committee,
	Member of the Nomination and Remuneration Committee
4. Mr. Somchai Wanitwat	Director/Risk Management Committee Member/
	Chief Purchasing and Procuremen Officer
5. Mr. Pairoj Anamwathana	Chairman of Nomination and Remuneration Committee /
	Independent Director / Member of Audit Committee
6. Mrs. Siriwan Saksuriya	Director / Member of Nomination and Remuneration
	Committee / Member of Risk Management and
	Sustainability Committee
7. Mr. Poonsawat Phoaprapat	Independent Director / Member of Audit Committee / Member
	of Risk Management and Sustainability Committee

8. Mr. Suphon Chongchintaraksa Chief Financial Officer (CFO)

## List of Directors Not Attending the Meeting:

-None-



In addition to the Company's Board of Directors, the Company also has the following subcommittees: 1.Audit Committee 2.Nomination and Remuneration Committee 3.Risk Management and Sustainability Committee. Apart from these three subcommittees, the Company has no other subcommittees. In this meeting, 7 out of the total of 7 directors attended the meeting, (100%)

Today, the company had Mr. Phanuphan Yusamran, a shareholder representative, as a witness for the vote count.

#### List of meeting participants:

- 1. Ms. Nawarat. Nithikeatipong, Audit Partner from KPMG Phoomchai Audit Co., Ltd.
- 2. Ms. Sinidha Sinwirot, Audit Manager from KPMG Phoomchai Audit Co., Ltd.
- 3. Ms. Santhaya Itthichai, Audit Manager from KPMG Phoomchai Audit Co., Ltd.
- 4. Ms. Kantawan Chaitherdsiri Company Secretary
- 5. Mr. Phanuphan Yusamran, shareholder representative, as a witness in the vote counting.

The Company Secretary is responsible for being the master of ceremonies at meetings. Before opening the meeting, the Company Secretary informed the meeting that this meeting was recorded on video media. Personal data including still images, audio, and motion of all meeting participants will be processed, collected, used, and disclosed for the purposes of recording and preparing meeting minutes, organizing meetings, etc.

The Company will publish the minutes of the meeting on the company's investor relations website within 14 days. If shareholders wish to request amendments to the meeting minutes, they can notify the company within 14 days after uploading the file. The Company will not include certification of meeting minutes as an agenda for next year.

Today's meeting will be an electronic meeting in accordance with the Emergency Decree on Meetings via Electronic Media B.E. 2563 and the announcement of the Ministry of Digital Economy and Society regarding safety standards in meetings via electronic media, B.E. 2563. The Company has arranged for a service provider to organize meetings via electronic media that can support all devices such as smartphones, computers, laptops, tablets, which have been certified by the relevant agencies as follows: The Zoom Meeting conference control system is certified by the Electronic Transactions Development Agency (ETDA). The Inventech connect voting system has been self-assessed for compliance with Electronic Transactions Development Agency (ETDA) requirements.

The Company has set a time for shareholders to register to attend the meeting at least 7 days in advance of the meeting date from 11 to 23 April 2025, with an attached document explaining



the registration process in detail. The registration method is not difficult. The Company opens the system for shareholders to enter the meeting room 1 hour before the meeting.

### Methods and criteria for meetings

1. Voting at a meeting of shareholders must have voting rights equal to the number of shares they hold and/or receive a proxy, with one share equal to one vote.

2. One shareholder has the right to vote to agree, disagree, or abstain from voting in any one method only, unless shareholders who are Custodians can split their votes.

3. The election of directors who must retire from office at the end of their term shall be made by means of individual elections in accordance with Article 23 of the Company's Articles of Association, which stipulates that the shareholder meeting elect directors using a majority vote according to the following criteria and methods.

(1) Each shareholder will have one vote per share.

(2) Each shareholder may use all of his or her votes under (1) to elect one or more persons as directors. However, it must not exceed the number of directors to be selected at that time. In the case that shareholders exercise their rights to elect more than one person as a director, they have the right to vote for each person individually according to the number of votes they have. Votes cannot be divided among any number of individuals.

Those who receive the highest number of votes in order will be elected as directors equal to the number of directors they should have.

4. Invalid ballot is a case where the intention in the proxy form is not clearly stated, such as voting in more than one box or amend the ballot without signature or separate vote (if not Custodian).

5. In counting votes in each agenda, the Company will count the votes of those who registered in advance and those giving proxies in that agenda as well.

Rules, methods of voting, counting votes, and methods for asking questions or expressing opinions.

1. The meeting will consider various matters according to the agenda specified in the meeting invitation and the company's regulations. Information will be presented on each agenda and provide opportunities for shareholders to ask questions before voting. For any agenda that requires proportional voting, the Company will inform shareholders before voting. The results will be reported to the meeting when the counting of votes for that agenda is completed in order.



2. Shareholders can choose the agenda they want to vote on in their voting. Then press the "Vote" button, which the system will display three voting boxes: agree, disagree, and abstain from voting for many shareholders or proxies. The system will display a list of all proxies by voting individually.

In case of canceling voting, press the "Cancel Voting" button. For any shareholder who does not vote within the specified period, the Company will consider that the shareholder "Agrees" with that agenda and votes can be edited until voting is closed for that agenda.

The Company gives voting time 1 minute (there is a notification showing the countdown time) and when the voting results are closed for each agenda. The results of voting in that agenda will be informed to the meeting later.

3. In the case of receiving a proxy from many shareholders, the same email address and phone number can be used to verify your identity between proxies. The system will combine the names of all proxies in the same user account, unless a different email address and phone number are used to verify identity. Proxy names will not be included in the system. Instead, it will be used as a separate user account. If using a different account, click on the "User Account" menu and click on the button "Change Account" to enter another proxy's account. Changing accounts does not remove votes from the meeting base.

4. In the event that registered shareholders leave the quorum before voting on any agenda is closed, shareholders' votes will not be counted as a quorum for that agenda and shareholders' vote in the remaining agenda items will not be counted immediately. However, leaving the quorum for any agenda item will not deprive shareholders or proxies of the right to return to the meeting and vote on agenda items that have not yet been processed in the system.

5. Asking questions or expressing opinions in the meeting room

Before voting on each agenda, the company will give meeting attendees the opportunity to ask questions or express opinions on issues related to that agenda, giving them at least 1 minute per agenda (with a notification showing a countdown time). Shareholders can choose the agenda on which they want to ask questions or express opinions. Then press the "Question" button to ask for information in two ways:

- Inquire via message by typing the desired message and pressing the "Send Inquiry" button. The Company will read and answer questions related to that agenda to the meeting. However, if there are a large number of questions sent into the system, the company reserves the right to consider selecting questions as appropriate.

- Inquire via video and audio conferencing by pressing a button "Inquire via video and audio" then press "OK" to confirm your reservation. The conference organizer will inform the names



and surnames of attendees who are eligible to ask questions. The microphone and camera were then turned on before the participant asked questions. Therefore, please inform us your full name and status as a shareholder or proxy before asking questions every time so that the company can record the minutes of the meeting correctly and completely.

The Company reserves the right to cut off the video and audio of shareholders who ask questions or express opinions that are impolite or defamatory of others or that violate any laws, including violating the rights of others or disturbing the meeting or causing trouble to other meetings participants.

The Company has given shareholders the opportunity to submit questions in advance by notifying them through the stock exchange system. If there are questions on any agenda, the secretary will read the questions on that agenda.

6. In the case that there are many shareholders wanting to inquire about video and audio information in the system, so that shareholders can inquire via text message for staff to answer or ask questions to answer at the end of the meeting or enter answers on the website to preserve the duration of the meeting.

7. In the event that shareholders encounter problems using the meeting system or voting system. Please study and follow the instructions included with the meeting invitation letter or select the "Help" menu in the system. Shareholders can contact Inventech Call Center staff at telephone number 02-931-9138 and Line Official: @inventechconnect as shown on the screen.

8. If the system crashes during the meeting, shareholders will receive an email to rejoin the meeting via a backup system.

Today's meeting consisted of: 1. Mr. Vithool Jearkjirm, Chairman of the Board of Directors presided over the meeting. In this connection, I would like to invite the Chairman of the Board of Directors.

### The meeting commenced at 2.00 p.m.

Mr. Vithool Jearkjirm, acted as the Chairman of the annual general meeting of shareholders for 2024 (**"Chairman")**. The Chairman welcomed the attending shareholders and informed the meeting that there were 6 shareholders attending in person and 27 by proxy, totaling 33 attendees. They held 228,100,695 shares, equivalent to 76.0335% of the company's total issued shares (the company has a total of 300,000,000 issued shares). A quorum was formed according to the Public Company Limited Act, B. E. 2535, Section 103 and the Company's Articles of Association, Section 41. It is specified that in a shareholder meeting there must be at least 25 shareholders or proxies attending the meeting, or not less than half



of the total number of shareholders and there must be shares totaling not less than one-third of the total number of shares sold. The Chairman therefore opened the 2025 Annual General Meeting of Shareholders and began the meeting according to the agenda sent to shareholders according to the meeting invitation letter as follows:

### Agenda 1: Acknowledgment of the Company's performance report for 2024

The Chairman proposed that the meeting acknowledge the company's performance report for the year 2024, which has been summarized by the company's board of directors, detailing the past performance and significant changes that occurred during the year 2024. This information is available in the company's One report, which was sent to shareholders in the form of a QR code attached to the invitation letter. Mr. Suphon Chongchintaraksa Chief Financial Officer was assigned to report the summary of the company's performance and significant changes during the year 2025 for shareholders to acknowledge. The summary is as follows:

The year 2025 This year, the company received an award from the Ministry of Labor and the Outstanding Quality Contractor Award in the Condominium category from Sansiri Public Company Limited for the second consecutive year. In early April 2025, the company was entrusted to construct a new project from Sansiri Public Company Limited worth 379.5 million baht. The company also has projects that are currently under construction, including the Reference Ekkamai project worth 528 million baht, The Standard Residences Hua Hin project worth 640 million baht, Via Sukhumvit 61 project worth 260 million baht, Panora project worth 728 million baht, Shush Ratchatawee project worth 1,098 million baht. The projects that the company has completed and delivered to customers in 2024 include the Nue Mega Plus Bangna project worth 892.5 million baht, the Nue Connex Don Mueang project worth 891.5 million baht, and the IDEO Ramkhamhaeng project worth 732 million baht (expected to be delivered in Q2/2025). As for the earthquake in March, The project the company is building is not structurally affected by the incident, only minor architectural cracks can occur.

Overview of the balance sheet in 2024, assets were 1,862.42 million baht compared to 2023. Total assets in 2024 increased by 162.06 million baht, divided into current assets increased by 183.28 million baht, including cash increased by 20.65 million baht, trade receivables decreased by 111.64 million baht, assets arising from contracts decreased by



58.78 million baht, other receivables increased by 82.53 million baht, other current financial assets increased by 197.95 million baht, non-current assets decreased by 21.21 million baht.

Total liabilities in 2024 were 989.64 million baht, compared to 2023, total liabilities in 2024 increased by 78.56 million baht, divided into current liabilities increased by 86.14 million baht, trade payables decreased by 110.77 million baht, liabilities arising from contracts increased by 253.92 million baht, estimated liabilities from construction guarantees decreased by 43.87 million baht, non-current liabilities decreased by 7.58 million baht. Total shareholders' equity was 872.78 million baht, an increase of 10.58% from the previous year, mainly from increased retained earnings from strong financial statements.

Statement of comprehensive income The company had revenue of 1,897.88 million baht, gross profit of 261.27 million baht (13.77%), net profit of 112 million baht (5.81%), and profit grew by more than 47% compared to the previous year.

For the financial ratios in 2024, the company has ROE = 13.55%, ROA = 8.12%. At the end of 2024, the company has a backlog of 2,793 million baht. Details appear in Part 1, Section 4, Management's analysis and explanation in one report 2024, QR Code format, which has been sent to shareholders along with the meeting invitation letter.

The Company Secretary then explained the results of corporate governance operations in summary as follows:

The Company places importance on good corporate governance and has established various policies about good corporate governance, including the anticorruption policy since 2019 and such policy has been published through the company's investor relations website and one report. The Company Secretary oversees compliance with regulations related to the Stock Exchange. In addition, the Company has arranged to create awareness among the Company's personnel by being aware of anti-corruption in all forms. It began as a mandatory training course for new employees, as well as providing training for current employees and cultivating employees to perform their duties with honesty, morality and ethics in order to lead to sustainable growth. The Company has also provided channels for making complaints. In 2024, there were no complaints or clues about corruption. In terms of preventing the use of inside information, the Company Secretary will notify the company through the LINE employee group, LINE Director group, and via email, such as reporting blackout periods and reporting securities trading to the



SEC (Section 59). There is also a notification to the person assigned by the company to report stock trading to the company secretary for submission to the chairman of the board of directors and the chairman of the audit committee.

The secretary then informed that Mr. Nattapol Samprasit, a shareholder, had sent 3 questions in advance. The chairman assigned Mr. Supol Chongjintrakul, Chief Financial Officer, to answer the questions, which can be summarized as follows:

1. In 2025, is the company's Backlog different from previous years?

<u>Answer</u>: At the end of 2024, the company had a Backlog of 2,793 million baht, and in early April 2025, the company had an additional Backlog of 379.5 million baht. The company continues to bid for projects to increase the Backlog.

2. What are the company's strategies for controlling production costs (both labor costs and materials and equipment)?

<u>Answer</u>: The company controls the prices of various materials, such as steel bars. At the end of last year, the price of steel bars dropped. The company has purchased Big Lots to keep. In addition, the company controls costs by controlling the quality of work, which can be reflected in the quality of work received from Sansiri Public Company Limited.

3. Due to the economic problems in real estate, are there any problems with partner companies paying the company?

<u>Answer</u>: Most of the company's customers are leading developers who have strong financial positions, so there is no problem in this area. Except for a few cases that have been paid late, but are still in discussion and are continuously paying, the company has no liquidity problems whatsoever.

The secretary then gives shareholders an opportunity to ask questions or express opinions, giving them 1 minute (with a warning showing a countdown time). Then it will be explained how to make inquiries in 2 ways: 1. Inquire via text message or 2. Inquire via video and audio (Video Conference) by pressing the "Inquire via video and audio" button. After that, press "OK" to confirm the reservation, and the Master of Ceremonies will inform you of the names and surnames of the attendees who have the right to ask questions. Shareholders can then turn on their microphones and cameras. Shareholders must inform their name, surname, and status as a shareholder or proxy before asking



questions every time. When 1 minute had passed, it appeared that no shareholder asked any questions. Therefore invited the chairman continue the meeting.

The Chairman informed the meeting that this agenda was an acknowledgment agenda, there would be no voting on the meeting resolution. The meeting acknowledged the report on the Company's operating results for the year 2024.

# Agenda 2: <u>Consideration and approval of the financial statements and the statement of profit</u> or loss for the year 2024

The Chairman informed the meeting that the company was required to prepare a statement of financial position (balance sheet) in order to comply with the Public Limited Companies Act B.E. 2535, Section 112 and the annual income statement that has been audited by the auditor and submitted to the general meeting of shareholders for approval. Financial statements sent to shareholders along with the meeting invitation letter, which has been audited by the auditors of KPMG Phoomchai Audit Company Limited and verified by the Audit Committee. The Company's Board of Directors agreed to present it to the shareholder meeting for consideration and approval of the financial statements. Details about the company's annual financial statements appear in One Report in QR code format, which has been sent to shareholders along with the meeting invitation letter. After that, Mr. Suphon Chongchintaraksa, Chief Financial Officer (CFO), was assigned to explain details about such agenda to the meeting.

Mr. Suphon explained in conclusion: Financial statements for the year ending December 31, 2024 have been audited by the auditor and there is no reason to believe that this information has not been prepared in accordance with Thai Accounting Standard No. 34, Materiality in Financial Reporting. The details of the financial statements are summarized as follows:

		2025	2024	% Y o Y
Total assets	Million baht	1,862.42	1,700.35	9.53%
Total liabilities	Million baht	989.64	911.08	8.62%
Total shareholders' equity	Million baht	872.78	789.27	10.58%



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		2025	2024	% Y o Y
Total revenues	Million baht	1,939.15	2,056.37	-5.70%
Net profit for the period	Million baht	112.61	76.56	47.08%
Total net comprehensive income	Million baht	112.61	76.56	47.08%
Net profit margin	%	5.81%	3.72%	55.97%
Basic earnings per share	Baht/Share	0.38	0.26	47.08%

The secretary gave shareholders an opportunity to ask questions or express opinions by giving them 1 minute. Then explain two methods of inquiry: 1. Inquiry via text message or 2. Inquiry via video and audio (Video Conference). The interrogation process can be done as shown on the screen. Then a countdown timer will start to display. In the first minute, it appeared that there were no shareholders commenting or inquiring about this agenda. The Chairman therefore proposed that the meeting consider approving the financial statements for the year ending December 31, 2024. This agenda must be approved by a majority vote of the shareholders who attended the meeting and cast their votes.

<u>Resolution of the Meeting:</u> The meeting considered and approved the financial statements for the year ended December 31, 2024, as proposed, with the unanimous vote of shareholders attending the meeting and casting their votes. The details are as follows:

		Number of votes	Percentage
k	Agree	228,100,695	100.0000
	Disagree	0	0.0000
	Abstain	0	Not counting the votes
	Invalid votes	0	0.0000

# Agenda 3: <u>Consideration of the approval of the allocation of the net profit for the year 2024</u> <u>as a dividend payment</u>

The Chairman informed the meeting that Section 116 of the Public Limited Companies Act and Section 53 of the Company's Articles of Association requires the



company to set aside a portion of its annual net profits as a reserve fund until this reserve fund is not less than 10 percent of the registered capital. In addition, the Company's dividend payment policy stipulates that dividend payment must not be less than 40 percent of net profit after taxes and various reserves. Conditions for determining the dividend payment rate are subject to change. It depends on operating results, financial position, liquidity, working capital needs for business operations, investment plans, and future business expansion. Moreover, market conditions and the suitability of reserves for loan repayments must be taken into account, as well as conditions and limitations specified in the loan contract and other factors related to the operations and management of the company. After that, Mr. Suphon Chongchintaraksa, Chief Executive Officer (CFO), was assigned to explain the details of the agenda to the meeting.

Mr. Suphon explained to the meeting by concluding that in 2024 the company had a net profit according to the financial statements of 112.61million baht, which the company has now fully allocated net profits to legal reserves. The Company's Board of Directors approved the dividend payment at the rate of 0.155 baht per share, totaling approximately 46.50 million baht, representing a dividend payment to net profit ratio of 41.29 percent. The Company sets the names of shareholders who are entitled to receive dividends (Record Date) on 5 March 2025 and determines the dividend payment on 20 May 2025.

Details of Dividend Payment	2023	2024	2025
Number of ordinary shares (million shares)	300	300	300
Net Profit (Million Baht)	119.94	76.56	112.61
Interim dividends (Baht/share)	0.07	-	-
Dividends approved by the shareholders' meeting (Baht/share)	0.13	0.105	0.155
Total dividends paid per share (Baht/share)	0.20	0.105	0.155
Dividend payment to net profit ratio (%)	50.02%	41.14%	41.29%

The secretary gave shareholders an opportunity to ask questions or express opinions by giving them 1 minute. Then explain two methods of inquiry: 1. Inquiry via text message or 2. Inquiry via video and audio (Video Conference The interrogation process can be done as shown on the screen. Then a countdown timer will start to display. In the first minute, it appeared that there were no shareholders commenting or inquiring about this agenda. The Chairman then proposed that the meeting consider and approve the payment



of dividends. This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

<u>Resolution of the meeting</u>: The meeting considered and resolved to approve the dividend payment as proposed, with the unanimous vote of the shareholders present and casting votes, with the details as follows:

	Number of votes	Percentage
Agree	228,100,695	100.0000
Disagree	0	0.0000
Abstain	0	Not counting the votes
Invalid votes	0	0.0000

# Agenda 4: <u>Considering the appointment of the auditor and determining the audit fee for the</u> year 2025

The Chairman assigned Mr. Prasert Patradhilok, Chairman of the Audit Committee, to report on this matter. Mr. Prasert briefly explained that in accordance with the Public Limited Companies Act B.E. 2535, Section 120, which requires the annual general meeting of shareholders to appoint an auditor and determine the audit fee for the Company each year. The Audit Committee and the Board of Directors have considered and deemed it appropriate to propose to the meeting to appoint an auditor from KPMG Phoomchai Audit Co., Ltd. ("KPMG") with any one of the following persons to act as the Company's auditor:

1. Miss Vilaivan Pholprasert, Certified Public Accountant License No. 8420, or

2. Miss Naowarat Nithiakiatphong, Certified Public Accountant License No. 7789, or

3. Ms. Marisa Tharathornbunpakul Certified Public Accountant License No. 5752, or

4. Mr. Songchai Wongpiriyaporn, Certified Public Accountant License No. 10996

The auditors have no relationship or vested interest with the Company, executives, major shareholders, or related persons, thus ensuring their independence and compliance with the term limits set by the Securities and Exchange Commission (SEC). The proposed audit fee for the year 2025 is 1,600,000 baht, An increase of 50,000 baht from the previous year due to increased working hours., the Company has no other professional service fees (Non-Audit Fee) of any kind. For the year 2024, there were only other



expenses, which were reimbursed on an actual basis (Out of pocket expense), totaling 24,000 baht.

	2023	2024	2025(ปีที่เสนอ)
Audit fee (THB)	1,600,000	1,550,000	1,600,000

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Out of pocket expense is copy, travel,	20,121	31,048	24,000
document delivery			
Non-Audit Fee	none	none	none

The secretary gave shareholders an opportunity to ask questions or express opinions by giving them 1 minute. Then explain two methods of inquiry: 1. Inquiry via text message or 2. Inquiry via video and audio (Video Conference). The interrogation process can be done as shown on the screen. Then a countdown timer will start to display. In the first minute, it appeared that no shareholders expressed opinions or asked questions about this agenda. The Chairman then proposed that the meeting consider approving the appointment of an auditor and determining the audit fee. This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Resolution of the meeting:** The meeting considered and approved the appointment of auditors and determination of audit fees, as proposed, with the unanimous vote of shareholders attending the meeting and casting their votes. The details are as follows:

	Number of votes	Percentage
Agree	228,100,695	100.0000
Disagree	0	0.0000
Abstain	0	Not counting the votes
Invalid votes	0	0.000



# Agenda 5: Consider the election of directors to replace the directors retiring by rotation for the year 2025:

The Chairman informed the meeting that this agenda is the agenda for the election of directors to replace those who retire by rotation. Mr. Pairoj Anamwathana, Chainman of the Nomination and Remuneration Committee, was invited to conduct the meeting in place of the Chairman of the Board of who had to retire from office.

Mr. Pairoj explained in conclusion: In order to comply with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, Article 24, directors are required to retire by rotation at the annual general meeting of shareholders at the rate of 1/3 of the total number of directors. At the 2025 Annual General Meeting of Shareholders, there were 3 directors who had to retire from their positions as follows:

1) Mr. Somchai Wanitwat Authorized Directors/ Executive Directors

2) Mr. Prasert Patradhilok Chairman of Audit Committee / Independent Director

/ Member of Nomination and Remuneration Committee

3) Mr. Poonsawat Phoaprapat Independent Director / Member of Audit Committee/ Member of Risk Management and Sustainability Committee

The Company has given shareholders an opportunity to nominate suitable individuals for selection as company directors. This is for the Board of Directors to consider in advance from October-December 2024. It appears that no shareholder has proposed a list of directors for selection. In addition, the Company has also considered information about directors from the Director Pool of the Thai Institute of Directors Association (IOD) for consideration. However, no one with the qualifications as specified by the company has been found yet.

The Board of Directors has considered the resolution of the Nomination and Remuneration Committee meeting regarding qualifications, knowledge, abilities, experience in various fields, morality and ethics. Therefore, it is considered appropriate for the Board of Directors to propose the shareholders' meeting to reappoint all four directors who have retired from office upon completion of their terms to hold their original positions for another term. Details of the directors' profiles are in Attachment 3 of the meeting invitation letter that has been sent to shareholders in advance. All four nominated directors are persons who have all the qualifications according to the Public Company



Limited Act B. E. 2535 and related announcements of the Capital Market Supervisory Board.

The secretary gave shareholders an opportunity to ask questions or express opinions by giving them 1 minute. Then explain two methods of inquiry: 1. Inquiry via text message or 2. Inquiry via video and audio (video conference). The interrogation process can be done as shown on the screen. Then a countdown timer will start to display. In the first minute, it appeared that no shareholders expressed opinions or asked questions about this agenda. Mr. Pairoj therefore proposed that the meeting consider electing individual directors to replace those who will retire by rotation for the year 2025. This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

1.) Mr. Somchai Wanitwat Authorized Directors/ Executive Directors

**Resolution of the meeting:** The meeting considered and resolved to approve the selection of Mr. Somchai Wanitwat Authorized Directors/ Executive Directors, to hold all of the same positions for another term as proposed by a unanimous vote of the shareholders who attended the meeting and cast their votes. The details are as follows:

	Number of votes	Percentage
Agree	230,142,695	100.0000
Disagree	0	0.0000
Abstain	0	Not counting the votes
Invalid votes	0	0.0000

2.) Mr. Prasert Patradhilok Chairman of Audit Committee / Independent Director

/ Member of Nomination and Remuneration Committee

**Resolution of the meeting:** The meeting considered and resolved to approve the selection of ) Mr. Prasert Patradhilok Chairman of Audit Committee / Independent Director / Member of Nomination and Remuneration Committe, to hold all of the same positions for another term as proposed by a unanimous vote of the shareholders who attended the meeting and cast their votes. The details are as follows:

	Number of votes	Percentage
Agree	230,142,695	100.0000
Disagree	0	0.0000



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Abstain		0	Not counting the votes
Invalid v	otes	0	0.0000

3) Mr. Poonsawat Phoaprapat Independent Director / Member of Audit Committee/ Member of Risk Management and Sustainability Committee

**Resolution of the meeting:** The meeting considered and resolved to approve the election of Mr. Poonsawat Phoaprapat Independent Director / Member of Audit Committee/ Member of Risk Management and Sustainability Committee as proposed by a unanimous vote of the shareholders who attended the meeting and cast their votes. The details are as follows:

	Number of votes	Percentage	
Agree	230,142,695	100.0000	
Disagree	0	0.0000	
Abstain	0	0 Not counting the votes	
Invalid votes	0	0.0000	

### Agenda 6: Consideration for approval of the directors' remuneration for the year 2025:

The Chairman assigned Mr. Pairoj Anamwathana, the Chaiman of Nomination and Remuneration Committee, to explain the details of determining the directors' remuneration for the year 2025 to the meeting for consideration. Mr. Prasert summarized that in accordance with the Public Company Limited Act, Section 90, and the Company's regulations, Article 34, which stipulates that the payment of directors' remuneration shall be in accordance with the resolution of the shareholders' meeting. The Nomination and Remuneration Committee has considered determining the directors' remuneration to be in line with the duties, responsibilities, and performance of each director, which would be at an appropriate level comparable to the market and the same industry, as well as sufficient to attract and retain quality directors with the company. Therefore, it is proposed that the Board of Directors' remuneration as follows:

For the directors' remuneration, it will only be paid to non-executive directors, divided into:



Details 2024 2025				
		Details	2024	
				(proposed
				year)
1. Meeting allowance (paid only independent directors) (THB/person/meeting)				
1.1	Board of Directors	Chairman of the Board	35,000	35,000
		Director	18,000	18,000
1.2	Audit Committee	Chairman of the Audit	30,000	30,000
		Committee		
		Audit Committee Member	18,000	18,000
1.3	Nomination and	Chairman of the Nomination	25,000	25,000
	Remuneration	and Remuneration Committee		
	Committee	Nomination and	18,000	18,000
		Remuneration Committee		
		Member		
1.4	Risk Management	Chairman of the Risk	25,000	25,000
	Committee	Management Committee		
		Risk Management Committee	18,000	18,000
		Member		

1.Determining the meeting allowance for the year 2025 at the same rate as in 2024.

2. Special remuneration

2.1 Approving payment of special remuneration for the operating results of 2024 in the amount of 700,000 THB, equivalent to 0.62% of the net profit for 2024, which is within the limit set by the 2024 shareholders' meeting.

2.2 Approving determination of special remuneration for 2025 not exceeding 1 million THB per year and not exceeding 1% of the net profit of 2025, at the same rate as 2024.

The payment of special remuneration will be made after receiving approval from the annual general meeting of shareholders for that year. The allocation of funds and payment methods will be in accordance with the resolution of the Board of Directors, which has been screened by the Nomination and Remuneration Committee.

The secretary gave shareholders an opportunity to ask questions or express opinions by giving them 1 minute. Then explain two methods of inquiry: 1. Inquiry via text message



or 2. Inquiry via video and audio (video conference). The interrogation process can be done as shown on the screen. Then a countdown timer will start to display. In the first minute, it appeared that no shareholders expressed opinions or asked questions about this agenda. The Chairman then asked the meeting to vote to approve the directors' remuneration for the year 2025. Consideration of this agenda must be approved by a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

**Resolution of the Meeting:** The meeting considered and approved the directors' remuneration as proposed, with the unanimous vote of the total number of shareholders attending the meeting. The details are as follows:

	Number of votes	Percentage
Agree	230,142,695	100.0000
Disagree	0	0.0000
Abstain	0	0.0000
Invalid votes	0	0.0000

## Agenda 7: <u>Consideration of other matters</u> (if any)

The Chairman explained that from October 1 to December 31, 2024, the company had provided an opportunity for shareholders to propose agenda items for the meeting, but no shareholders proposed any agenda items. In accordance with good corporate governance principles, the company will not add any additional agenda items other than those included in the invitation to the shareholders' meeting. If any shareholder wishes to propose additional agenda items, they must collectively hold not less than one-third of the total issued shares, according to Section 105, paragraph two of the Public Limited Companies Act.

The Chairman informed the meeting that the shareholders' meeting had already considered various agenda items. The Chairman therefore opened the opportunity for any shareholder to have questions or wish to express opinions or suggestions to the Company by giving at least 1 minute. The secretary gave shareholders an opportunity to ask questions or express opinions by giving them 1 minute. Then explain two methods of inquiry: 1. Inquiry via text message or 2.Inquiry via video and audio (video conference). The interrogation process can be done as shown on the screen. Then a countdown timer will start to display.



When it appeared that there were no shareholders asking questions or suggesting any other matters for the meeting to consider, the Chairman thanked the shareholders, Company directors, auditors and executives who attended the meeting and the closing of the 2025 Annual General Meeting of Shareholders.

## The Chairman closed the meeting at 3.14 p.m.

(Signed) ...... Signature..... Chairman of the Board (Mr. Vithool Jearkjirm)

(Signed) ..... Signature.....

(Miss Kantawan Chaitherdsiri) Company Secretary and Meeting Recorder