This is the translation of the Minutes of the 2025 Annual General Meeting of Shareholders, which is recorded in Thai. In the event of any conflict or discrepancy between this English translation and its Thai version, the Thai version shall prevail.

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

of

#### Thai Solar Energy Public Company Limited

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

The 2025 Annual General Meeting of Shareholders (the "Meeting") of Thai Solar Energy Public Company Limited (the "Company") was held on 10 April 2025 at 2.00 PM. through electronic meeting (E-AGM)

#### Determination of the List of Shareholders Entitled to Attend the Meeting

The Company determined the list of shareholders who were entitled to attend the Meeting on 13 March 2025 with a total of 10,047 shareholders, divided into 10,031 Thai shareholders and 16 non-Thai shareholders, holding 2,117,716,281 shares altogether.

#### **Directors Present at the Meeting**

1. Mr. Narong Rathamarit Chairman of the Board of Direct
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2. Cathleen Maleenont, Ed.D. Vice Chairman of the Board of Directors, Chairman of the Executive Committee,

Chief Executive Officer, Member of the Nomination and Remuneration

3. Mr. Prasert Patradhilok Chairman of the Audit Committee, Chairman of the Nomination and Remuneration

Committee, Independent Director

4. Ms. Angkanee Rerksirisuk Director, Member of Executive Committee, Member of the Nomination and

Remuneration Committee, Chief Financial Officer

5. Mrs. Jaikaew Tejapijaya Director

The Company has 7 directors, 5 of whom were present at the Meeting or representing 71.43% of the Board.

#### <u>Director Absent from the Meeting due to Overseas Business</u>

1. Mr. Kitti Petchsanthad Member of the Audit Committee, Independent Director

2. Mr. Chanachai Chutimavoraphand Member of the Audit Committee, Independent Director

#### The Auditor of PricewaterhouseCoopers ABAS Ltd.

1. Ms. Nuntika Limviriyalers Certified Public Auditor Registration No. 7358

#### Independent Financial Advisor of OptAsia Capital Co.,Ltd.

1. Mrs. Darin Kanjana

#### Independent Legal Counsel from Kudun & Partners Limited

1. Ms. Supajit Koosittiphon

#### **Vote Counting Agent**

Online Asset Company Limited (IR Plus AGM System)

#### The Moderator

Ms. Veenutch Neerapapitukarn Senior Investor Relations Officer

#### Quorum Required for the Meeting

The moderator informed the Meeting that 1 shareholder registered, totaling 383,034,150 shares, 14 shareholders granted proxies to vote in advance, totaling 901,045,531 shares, 11 shareholders registered online, totaling 17,071,263 shares, and 1 proxy registered online, totaling, 105 shares. There were totaling 27 shareholders attending the Meeting, holding altogether 1,301,151,049 shares which is equivalent to 61.5139% of the total issued shares of the Company after deducting the treasury stock. The quorum was thus constituted in accordance with Article 33 of the Company's Articles of Association.

Currently, the Company has the registered capital of Baht 2,477,474,454 and paid-up capital of Baht 2,117,716,281.

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#### Clarification to Shareholders prior to the Meeting

The moderator explained all information, methods, procedures and voting to the shareholders as follows:

- 1. Implementation of various regulations
  - The Company has made announcements through the electronic system of the Stock Exchange of Thailand, including notifying on the Company's website to provide opportunities to shareholders in exercising the right to submit questions, propose additional meeting agendas or nominate qualified persons to be appointed as directors from 12 September 2024 to 30 December 2024, but no shareholder nominated a person to be considered as a director.
  - The Registrar of the Company provided the notice of the Meeting along with details of each agenda item to all shareholders not less than 14 days in advance of the Meeting date.
  - The Company has declared an article which is the same document as the invitation letter for the 2025 Annual General Meeting of Shareholders through electronic media channels instead of advertising in newspapers, in accordance with the notification of the Department of Business Development regarding advertising through electronic media channels, 2023, from 26-28 March 2025, continuously for 3 days.
  - The Company has posted details of the Meeting on the Company's website not less than 14 days in advance of the Meeting. and announced via electronic system of the Stock Exchange of Thailand on 25 March 2025.
- 2. Meeting procedures and sequences, and voting method
  - The Meeting proceeded according to the proposed 12 agendas as specified in the notice of the Meeting which presented the details together with each agenda item and in the shortest and most compact time. If the shareholders or proxies would like to inquire about any agendas, you can fill out the information through the Application in the topic of shareholders wishing to inquire and fill out the question and the Company will answer the questions and publish the information on the Company's website within 14 days after the Meeting is finished.
  - Voting at the Meeting is based on the one share-one vote principle. Any shareholders who have special interest in any agenda shall have no right to vote in that agenda except voting for the election of directors.
  - Voting on the E-AGM system through Application IR Plus continues to be carried out in accordance with the guidelines required by law.
  - Meetings conducted via electronic will not have voting ballot printed for attendees. For voting via electronic, shareholders and proxies can proceed in the Application by going to the "Agenda" tab to cast votes for each agenda within the specified time (1 minute). Once the voting option is selected, a pop-up will appear asking for confirmation of the vote. Please press confirm to confirm the vote.
  - At the end of each agenda, the Chairman will ask the Meeting to vote and the system will collect points. The Chairman will inform the summary of the voting results in each agenda. The vote count will be the votes of the shareholders attending the Meeting in person and by proxy.
  - Counting of votes, the system will gather the ballot slips of the majority votes of the shareholders towards "Approval" and will
    deduct "Disapproval" and "Abstention" votes from all votes. An agenda with no shareholders disapproval or abstention is considered
    unanimously approved.
  - For Shareholders who have made the proxy form and voted according to the wishes of the shareholders, the Company has included the votes of "Approval", "Disapproval" or "Abstention" according to the wishes of the shareholders voted in advance in the total vote count and has already recorded them in the registration for voting on such agenda.
  - The Company will collect and use personal data obtained from shareholders, proxies who attend the meeting, or received from the Thai Securities Depository Company Limited, such as first name, last name, address, phone number, national ID card number, shareholding information, etc. The collection of such data will be in compliance with the provisions of the Personal Data Protection Act B.E. 2019 or PDPA for the purpose of this Meeting.
- 3. Counting votes on each proposed agenda item as specified the 2025 Annual General Meeting of Shareholders as follows:
  - Agenda 1, 4, 5, 8, 9 and 10 shall be approved with affirmative votes of majority votes of all shareholders and proxies attending the meeting and casting their votes by counting the "Approval" and "Disapproval" votes as the base for vote counting, without counting "Abstention" votes in such the base.

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- Agenda 3, 6 and 7 shall be approved with affirmative votes of not less than three-fourths of all shareholders attending the meeting and proxies attending by counting the "Approval", "Disapproval", and "Abstention" votes as the base for vote counting.
- Agenda 11 shall be approved with affirmative votes of not less than two-thirds of all shareholders and proxies attending by counting the "Approval", "Disapproval", and "Abstention" votes as the base for vote counting.
- Agenda 2 is for acknowledgement, therefore votes by the Meeting are not required.

#### Meeting started

Mr.Narong Rathamarit, Chairman of the Board of Directors, chaired the Meeting and proceeded with the following agenda items:

## Agenda 1 Consideration and certification of the minutes of the 2024 Annual General Meeting of Shareholders held on 29 April 2024

The Chairman proposed the Meeting to certify the minutes of the 2024 Annual General Meeting of Shareholders held on 29 April 2024. The details of copies of the minutes of the Meeting were the same as those submitted to the shareholders together with the notice of the Meeting prior to the Meeting.

The Chairman proposed the Meeting to pass the resolution to certify the minutes of the 2024 Annual General Meeting of Shareholders.

The moderator informed the shareholders or proxies would like to inquire about any agendas, you can fill out the information through the Application in the topic of shareholders wishing to inquire and fill out the question and the Company will answer the questions and publish the information on the Company's website within 14 days after the Meeting is finished.

The Meeting that this agenda must be approved with affirmative votes of majority votes of all shareholders and proxies attending the meeting and casting their votes. For shareholders wishing to vote "Disapproval" or "Abstention", press on the box "Disapproval" or "Abstention" and then press confirm or if you did not choose to vote, the system will assume that you approved.

**Resolution** The Meeting resolved with affirmative votes of unanimous votes certified the minutes of the 2024 Annual General Meeting of Shareholders, which was held on 29 April 2024 as proposed with the following votes:

Approved 1,314,851,049 votes accounted for 100.0000%

Disapproved 0 vote accounted for —
Abstained 0 vote accounted for —
Voided Ballot 0 vote accounted for —

<u>For this agenda</u>, there were 1 additional shareholder attending the Meeting, holding altogether 13,700,000 shares. There were totaling 28 shareholders, holding altogether 1,314,851,049 shares.

#### Agenda 2 Consideration and acknowledgement of the operating results and annual report for the year 2024

The Chairman assigned Cathleen Maleenont, Ed.D. Chief Executive Officer, to report this matter.

Cathleen Maleenont, Ed.D summarized the overall business operation as follows:

#### Overview of the Group's Business in 2024

The Company is engaged in the generation and distribution of electricity from solar energy and biomass. The electricity generated is sold to both public and private sector entities in Thailand. As of 2024, the Company operates a total of 62 projects, with a total contracted capacity of 382.26 MW. These comprise 34 projects that have commenced commercial operation, with a total contracted capacity of 153.20 MW., and 28 projects currently under development, with a total contracted capacity of 229.06 MW. The projects are categorized into four types of electricity generation as follows:

- 1. Ground-Mounted Solar Power Projects
- 2. Rooftop Solar Power Projects
- 3. Floating Solar Power Projects
- 4. Biomass Power Plant Projects

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#### Key Event in 2024

#### The Company has been awarded the 'ASEAN Renewable Energy Projects Award 2024'

The Company has been awarded the 'ASEAN Renewable Energy Projects Award 2024' in the On-Grid – National Grid category for its 'Bangsawan Green Biomass Power Plant' in Surat Thani Province, reflecting the efficiency in energy conservation and management across economic, environmental, and social aspects of Bangsawan Green Biomass Power Plant. One of the best energy conservation projects in ASEAN, in line with the Company's vision to become a regional leader in renewable energy by using leading and efficient technology for maximum benefit in terms of business and society.

#### Bond Redemptions of THB 2,350 million and THB 1,200 million, Including Full Interest Payments at Maturity

The Company successfully completed the redemption of its Debentures No. 1/2022 (TSE24OA) in the total amount of THB 2,350 million, including full interest, upon maturity in October 2024. This followed a partial early redemption of THB 1,175 million including interest in April 2024. In addition, the Company fully redeemed its Debentures No. 1/2023 (TSE25A) in the amount of THB 1,200 million, including interest, upon maturity in February 2025. These redemptions reaffirm the Company's strong financial position and investors' confidence.

#### Awarded Power Purchase Agreements for Renewable Energy Projects

The Company was awarded additional Power Purchase Agreements (PPAs) under the Renewable Energy Procurement Program by the Energy Regulatory Commission (ERC). In Phase 1, the Company was awarded 7 projects with a total contracted capacity of 92.96 MW. In Phase 2, an additional 21 projects were awarded with a total contracted capacity of 136.10 MW. In total, the Company was awarded 28 projects with an aggregate capacity of 229.06 MW. The PPAs were signed with the Provincial Electricity Authority (PEA) for a term of 25 years, with commercial operations expected to commence between 2027 - 2030.

#### Acquisition of Bangkok Infertility Center (BIC)

The Company, through its subsidiary World Solar, acquired 100% of the common shares in Bangkok Infertility Center (BIC), a leading provider of advanced fertility treatment services under the Bangkok IVF Clinic brand, from its founder, Dr. Viwat Chinpilas. Following the acquisition, the clinic was rebranded as Vita Prime Co., Ltd., supporting the Company's strategic expansion into the health, beauty, wellness, pharmaceutical, and specialized healthcare sectors, establishing a new S-Curve growth driver for the Group.

Miss Angkanee Rerksirisuk, Chief Financial Officer, provided additional details on the financial section, summarizing the key highlights as follows:

#### Overview of Operating Results for 2024

#### Total Revenue

The Group's total revenue in 2024 amounted to THB 1,420 million, comprising revenue from electricity sales and share of profit from joint ventures. This represented a decrease of THB 463 million from the previous year, primarily due to a decline in profit-sharing from joint ventures following the expiration of the Adder support program in mid-2023.

Despite this, the Company has initiated the replacement of solar panels to improve efficiency and increase electricity output. Additionally, the Group continues to participate in new project bids and procurement opportunities to strengthen revenue and enhance long-term profitability, with the goal of driving sustainable growth and delivering long-term value to shareholders.

#### **EBITDA**

EBITDA from normal operations in 2024 totaled THB 724 million, representing a 37% decline from the previous year. The decrease was mainly due to reduced revenue and profit contributions from projects that had received Adder benefits, which gradually expired as scheduled.

Nevertheless, the Group effectively managed its operating costs, which remained at a favorable level, with a slight decrease year-over-year. This reflects the Group's ability to maintain healthy operational profitability amid external pressures.

#### Net Profit

According to the consolidated financial statements for 2024, the Group recorded a net loss of THB 501 million, mainly due to a one-time impairment loss from the Siam Solar Energy 1 project. Excluding this non-recurring item, the Group generated a normalized operating profit of THB 152 million.

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#### D/E Ratio

The Group's debt-to-equity ratio remained at a healthy level. As of December 31, 2024, the ratio stood at 1.58 times, down from 1.83 times at the end of 2023, primarily due to the repayment of debentures and long-term loans from financial institutions.

The Group remains committed to enhancing its capabilities in renewable energy operations, with a focus on improving revenue generation, cost efficiency, and profit margins. With a strong financial foundation and healthy debt profile, the Group continues to earn the trust of investors, partners, and financial institutions. The Company is committed to long-term sustainable growth and to maximizing shareholder value.

In addition, the Company maintains a commitment to participate in the Thai Private Sector Collective Coalition Against Corruption or Anti-Corruption. The Company has internal policies and practices according to the details shown in the ONE Report on page 137. Furthermore, the executives and employees have continuously and consistently followed these policies. In the past year, the Company has not received any complaints or reports of policy violations, Including not found corruption-related actions.

- The vote was not required, for this agenda was for acknowledgement. -

#### Agenda 3 Consideration and approval of the sale of shares in Thai Solar Renewable Co., Ltd. and related authorization

The Chairman assigned Ms. Angkanee Rerksirisuk, Chief Financial Officer, to report this matter.

Ms. Angkanee summarized the overall transaction as follows:

The Board of Directors' Meeting of the Company held on 26 February 2025 has passed the resolution to propose to the Annual General Meeting to consider and approve the disposal of 35,000,003 ordinary shares in Thai Solar Renewable Co., Ltd. ("TSR"), representing 60 percent of TSR's total issued and paid-up shares to Levanta Renewables (Thailand) Co., Ltd. ("Investor" or "Levanta"). However, the Board of Directors has considered the maximum benefit of the TSR disposal transaction, additional proposed to shareholders consider and approve that the Company may consider disposing of its ordinary shares in TSR to another person as deemed appropriate by the Board of Directors, provided that the price and/or conditions are not less favorable to the Company than the TSR Disposal Transaction to Levanta. Such person must not be a related party of the Company.

In this regard, Levanta shall pay the total consideration for the TSR share disposal transaction in cash in the amount of approximately THB 1,791.6 million based on the Binding Offer, if adjusted for TSR's net debt balance of THB 264.4 million (proportionate to the Company's 60 percent shareholding of TSR, as of  $31^{st}$  December, 2024) is equivalent to an enterprise value of approximately THB 2,056.0 million. Upon the completion of the TSR share disposal transaction, TSR will cease to be a joint venture investment of the Company and the Company will no longer hold any shares in TSR.

The TSR Disposal Transaction is regarded as a disposal of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August B.E. 2551 (2008) (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) dated 29 October 2004 (as amended) (the "Notifications on Acquisition or Disposition of Assets"). When considering the size of the transaction by using calculation methods under various criteria within the Notifications on Acquisition or Disposition of Assets, the maximum value of the transaction is equal to 67.59 percent based on the net tangible asset value criteria calculated from the audited financial statements for the year ended 31 December 2024. In this regard, the Company has not entered into any asset disposal transactions during the 6 months prior to the execution of this transaction, that have not been approved by the shareholders' meeting. Therefore, this transaction is classified as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets, having the transaction size of 50 percent or more but less than 100 percent.

The Company is required to prepare and disclose an information memorandum containing at least the details specified in List (1) of the Notifications on Acquisition or Disposition of Assets. Additionally, the transaction must be approved by the shareholders' meeting with a vote of at least three-fourths of the total shareholders attending the meeting and entitled to vote, excluding any shareholders with a conflict of interest in the transaction. In this regard, the Company must appoint an Independent Financial Advisor (IFA), approved by the Securities and Exchange Commission ("SEC"), to provide an opinion on the asset transaction.

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The execution of the TSR Disposal Transaction is not considered as a related-party transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Related-Party Transactions, dated 31 August B.E. 2551 (2008) (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Related-Party Transactions B.E. 2546 (2003), dated 19 November 2003 (as amended)

The TSR Disposal Transaction will only be completed upon the fulfillment of the condition precedent specified in the Share Sale and Purchase Agreement between the Company (as the seller) and Levanta (as the purchaser) (the "Share Purchase Agreement" or "SPA"). The Company expects to be completed within 30 June 2025. In this regard, the current draft of the SPA indicates a long stop date of 180 days from the date of signing. The Buyer also has the right to extend the long stop date by an additional 90 days from the postponed long stop date.

The Board of Directors authorized the Chief Executive Officer, the Executive Committee, or any person authorized by the Chief Executive Officer or the Executive Committee to determine the criteria, conditions, and other necessary details relating to the TSR Disposal Transaction as necessary and appropriate under relevant laws, including but not limited to negotiating, amending, and taking any action relating to the share purchase agreement, shareholders' agreement, and any other documents related to such transaction.

Refer to the detail of the Information Memorandum on the Disposition of Assets of Thai Solar Energy Public Company Limited (List 2) and Report of the Independent Financial Advisor's on the Disposal of Assets Transaction of the Company as those submitted to the shareholders together with the notice of the Meeting prior to the Meeting.

#### Levanta Overview

Levanta is a leading renewable energy based in Singapore with over USD 500 million of committed capital from Actis Energy Fund 5 to invest in development stage and operating stage projects across South-East Asia

- Target capacity by 2028, 1.5 GW
- In Operations across 12 projects, 178 MW
- Under development across 9 projects, 938 MW

#### GPSC's exercise of rights under the shareholders' agreement

- TSR is a joint venture between the Company and Global Power Synergy Public Company Limited ("GPSC"). The Company notified GPSC of the Binding Offer received from Levanta (the "Offer"), allowing GPSC to consider whether to exercise its right of first refusal, participate in the sale, or Tag-Along Right or waive all its rights. According to the Shareholder's Agreement (SHA) executed between TSE and GPSC dated 27 February 2013.
- On 24 December 2024, GPSC responded in writing, confirming its decision to exercise its tag-along rights and agreed to sell 40 percent of the total issued and outstanding shares in TSR to Levanta alongside the Company's share sale. Consequently, the TSR Share Disposal Transaction to Levanta consists of the sale of 60 percent of the total issued and outstanding shares in TSR held by the Company and 40 percent of the total issued and outstanding shares in TSR held by GPSC.

#### **Expected Benefits to the Company**

- Restructuring of investment to prepare for the Company's short-term to medium-term strategic investment plan as TSR's Adder income and BOI tax privileges will gradually expire, significantly impacting TSR's cash flow from 2025 onwards. The proceeds from the share sale will be used to strengthen the balance sheet and financial flexibility to support the growth trend of renewable energy.
- To support investment in 28 solar power projects and solar power projects with battery energy storage system (Solar + BESS) with a combined capacity of 229.06 MW, which are under development and have a scheduled SCOD between 2028-2030. This new project will generate long-term and stable cash flow through 25-year Feed-in Tariff Power Purchase Agreements (PPAs) with EGAT and PEA, which will extend average PPAs in the Company's portfolio.
- The Company also has the added benefit of potentially partnering with Levanta, a company with significant renewable energy experience, capable of providing funding, management and technical support to the Company's future renewable energy projects.

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#### Uses of Disposal of Asset Proceeds

- Repayment of short-term loans from financial institutions, approximately 1,200 million baht. The reduction of the Company's debt burden will strengthen its financial strength and flexibility. This will enhance the Company's ability to obtain additional capital to fund its Pipeline Projects, which is expected to start between 2025 2030.
- To be used as capital for projects under development in line with the government's renewable energy promotion policy and/or other future projects in order to comply with the Company's business expansion plan and/or to be used as the Company's working capital of approximately 500 million baht.

#### Board of Directors' Opinion

the TSR Disposal Transaction is reasonable and in the best interests of the Company and its shareholders. This decision is based on the expiration of Adder subsidies for the 10 power plant projects under TSR, with a combined capacity of 80 MW, in 2024, and the reduction in tax incentives, which together have adversely impacted TSR's profitability outlook; combined with the fact that the Company has been selected for Feed-in Tariff (FiT) scheme in 2022-2030 for the group with no fuel costs for 2022 and 2024 (Phase 1 and 2), securing a total of 229.06 MW across 28 projects. Through the TSR Disposal Transaction, the Company will receive cash proceeds from the transaction that is deemed to be appropriate based on the Company's valuation. The Company intends to utilize the proceeds from this share sale to repay outstanding loans, thereby reducing financial costs and strengthening the Company's capital structure. This will enhance the Company's ability to secure additional funding, whether through bank loans or the issuance of debentures in the future, to support the development of pipeline projects with a total capacity of 229.06 megawatts and/or other potential projects.

The TSR share sale transaction is considered part of the Company's ordinary course of business and is aligned with the Company's current and future business strategies. This is expected to generate favorable returns and contribute to long-term profitability for the Company and its shareholders.

The Chairman proposed the Meeting to pass the resolution to approve the sale of shares in Thai Solar Renewable Co., Ltd. and related authorization, And the Company may consider disposing of its ordinary shares in TSR to another person as deemed appropriate by the Board of Directors, provided that the price and/or conditions are not less favorable to the Company than the TSR Disposal Transaction to Levanta. Such person must not be a related party of the Company.

The moderator informed the shareholders or proxies would like to inquire about any agendas, you can fill out the information through the Application in the topic of shareholders wishing to inquire and fill out the question and the Company will answer the questions and publish the information on the Company's website within 14 days after the Meeting is finished.

The Meeting that this agenda must be approved with affirmative votes of not less than three-fourths of all shareholders attending the meeting and entitle to vote. For shareholders wishing to vote "Disapproval" or "Abstention", press on the box "Disapproval" or "Abstention" and then press confirm or if you did not choose to vote, the system will assume that you approved.

**Resolution** The Meeting resolved with affirmative votes of not less than three-fourths of all shareholders attending the meeting and entitle to vote approved the sale of shares in Thai Solar Renewable Co., Ltd. and related authorization as proposed with the following votes:

Approved 1,299,351,049 votes accounted for 98.8212%
Disapproved 15,500,000 votes accounted for 1.1788%
Abstained 0 vote accounted for —
Voided Ballot 0 vote accounted for —

#### Agenda 4 Consideration and approval of the audited financial statements for the year ending 31 December 2024

The Chairman reported that the Company's financial statements for the year ended 31 December 2024 has been audited by the auditor, reviewed by the Company's Audit Committee and approved by the Board of Directors. The Chairman assigned Ms. Angkanee Rerksirisuk, Chief Financial Officer, to report this matter.

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Income Statement for the year ended 31 December 2024 (excerpt for the shareholders' meeting)

Unit: Baht million

	Consolidated Financial Statements		Separate	
			Financial s	statement
	2024	2023	2024	2023
Total Assets	7,724.13	10,259.84	6,174.81	8,843.83
Total Liabilities	4,735.82	6,638.28	3,033.56	5,121.19
Total Revenue	1,462.33	1,898.60	372.32	795.09
Net Profits (attributable to the parent company)	(501.21)	(2,980.94)	(473.16)	(2,069.22)
Unappropriated Retained Earnings	71.38	689.65	168.60	749.99
Earnings Per Share (Baht: share)	(0.24)	(1.41)	(0.22)	(0.98)

The details of the financial statements are shown in ONE Report 2024, financial statements section on pages 145 - 223, including key financial information and financial ratios. It appears in the topic of Management Discussion and Analysis (MDA) on pages 90 - 96.

The Chairman proposed the Meeting to pass the resolution to approve the audited financial statements for the year ended 31 December 2024.

The moderator informed the shareholders or proxies would like to inquire about any agendas, you can fill out the information through the Application in the topic of shareholders wishing to inquire and fill out the question and the Company will answer the questions and publish the information on the Company's website within 14 days after the Meeting is finished.

The Meeting that this agenda must be approved with affirmative votes of majority votes of all shareholders and proxies attending the meeting and casting their votes. For shareholders wishing to vote "Disapproval" or "Abstention", click on the box "Disapproval" or "Abstention" and then press confirm or if you did not choose to vote, the system will assume that you approved.

**Resolution** The Meeting resolved with affirmative votes of unanimous votes approved the audited financial statements for the year ended 31 December 2024 as proposed with the following votes:

Approved 1,314,851,049 votes accounted for 100.0000%

Disapproved 0 vote accounted for —
Abstained 0 vote accounted for —
Voided Ballot 0 vote accounted for —

## Agenda 5 Consideration and approval of the non-allocation of profit into legal reserve and the non-payment of dividends for the year 2024

The Chairman reported that the Company a loss according to the consolidated financial statements of 501.21 million baht and loss according to the separated financial statements of 473.16 million baht which the Company's dividend policy is to pay dividends on the Company's separate financial statement. In addition, the company must prepare capital to support business operations and investment in new projects.

The Chairman proposed the Meeting to pass the resolution to approve the omission of legal reserve allocation and dividend payment for the year 2024.

The moderator informed the shareholders or proxies would like to inquire about any agendas, you can fill out the information through the Application in the topic of shareholders wishing to inquire and fill out the question and the Company will answer the questions and publish the information on the Company's website within 14 days after the Meeting is finished.

The Meeting that this agenda must be approved with affirmative votes of majority votes of all shareholders and proxies attending the meeting and casting their votes. For shareholders wishing to vote "Disapproval" or "Abstention", click on the box "Disapproval" or "Abstention" and then press confirm or if you did not choose to vote, the system will assume that you approved.

**Resolution** The Meeting resolved with affirmative votes of majority votes approved the omission of legal reserve allocation and dividend payment for the year 2024 as proposed with the following votes:

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Approved	1,301,150,996 vc	otes accounted for 98.9581%
Disapproved	13,700,000 vc	ote accounted for 1.0419
Abstained	0 vc	ote accounted for
Voided Ballot	0 vc	ote accounted for —

## Agenda 6 Consideration and approval of the reduction of registered capital from THB 2,477,474,454 to be THB 2,117,716,281 by canceling 359,758,173 unsold ordinary shares with a par value of THB 1.00 per share, along with the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the registered capital

The Chairman assigned Independent Legal Counsel, to report this matter.

Ms. Supajit Koosittiphon reported that the Company had the registered capital of Baht 2,477,474,454 to serve for capital increase under the general mandate and the issuance of new common shares to support transferable subscription rights (TSR) in 2019. However, the Company has not issued and offered the new shares. To comply with the provisions of the Public Limited Companies Act, the Company shall reduce its registered capital by cancelling the unissued shares and offering for sale of 359,758,173 shares in order for the Company's registered capital to be equal to the paid-up capital of the Company and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital decrease as follows:

"Clause 4	The registered capital of	2,117,716,281	Baht	(Two billion one hundred seventeen million seven
				hundred sixteen thousand two hundred eighty-one
				Baht)
	Divided into	2,117,716,281	shares	(Two billion one hundred seventeen million seven
				hundred sixteen thousand two hundred eighty-one
				shares)
	Par value per share	1.00	Baht	(One Baht)
	Divided into			
	Ordinary shares	2,117,716,281	shares	(Two billion one hundred seventeen million seven
				hundred sixteen thousand two hundred eighty-one
				shares)
	Preferred shares	nil	share	(-)"

In this regard, it is appropriate to propose the shareholders' meeting to consider and authorize any persons designated by the authorized director of the Company to have the power to sign applications or any documents related to the registration of the reduction of registered capital and the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and the amendment to the Memorandum of Association of the Company, and to take any actions necessary and related to the registration process to comply with the registrari's or government authorities' orders for the completion of the registration.

The Chairman proposed the Meeting to pass the resolution to approve the reduction of registered capital from THB 2,477,474,454 to be THB 2,117,716,281 by canceling 359,758,173 unsold ordinary shares, along with the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the registered capital and related authorization

The moderator informed the shareholders or proxies would like to inquire about any agendas, you can fill out the information through the Application in the topic of shareholders wishing to inquire and fill out the question and the Company will answer the questions and publish the information on the Company's website within 14 days after the Meeting is finished.

The Meeting that this agenda must be approved with affirmative votes of not less than three-fourths of all shareholders attending the meeting and entitle to vote. For shareholders wishing to vote "Disapproval" or "Abstention", press on the box "Disapproval" or "Abstention" and then press confirm or if you did not choose to vote, the system will assume that you approved.

Resolution The Meeting resolved with affirmative votes of unanimous votes approved the reduction of registered capital, along with the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the registered capital and related authorization as proposed with the following votes:

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Approved 1,314,851,049 votes accounted for 100.0000%

Disapproved 0 vote accounted for —
Abstained 0 vote accounted for —
Voided Ballot 0 vote accounted for —

# Agenda 7 Consideration and approval of the increase of registered capital by an amount not exceeding THB 211,771,628, from the existing registered capital of THB 2,117,716,281 to a new registered capital of THB 2,329,487,909, through the issuance of up to 211,771,628 newly issued ordinary shares with a par value of THB 1.00 per share under General Mandate, along with the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital

The Chairman assigned Independent Legal Counsel, to report this matter.

Ms. Supajit Koosittiphon reported to the Meeting that the Company must have a reserve for business expansion by way of the capital increase under General Mandate, which is a flexible fund raising tool and enable the Board of Directors to make a decision on allocating newly issued ordinary shares when necessary and able to keep pace with business needs. The Meeting shall approve only the number of newly issued ordinary shares and the type of allocation in advance and authorize the Board of Directors to consider the issuance and the allocation of newly issued shares from time to time as deemed appropriate and the management of capital structure to be in line with the economic situation effectively and timely with changes in market conditions, which increases the potential for business competition along with adhering to the principle of protecting the interests of shareholders.

Significance of Capital Increase under General Mandate

Types of Allocation	Rights Offering	Public Offering	Private Placement		
	(RO)	(PO)	(PP)		
Number of shares	Not exceeding 30%	Not exceeding 20%	Not exceeding 10%		
(Size Limit) *					
	Call payments for new ordinary shares, collectively not exceeding 30%				
	by offering in other types (not RO) not exceeding 20%				
Offering price	Not specified Not to be a lower price as specified in the Office of SEC's rules				
Allocation period	within the date that the Company holds the next annual general meeting of shareholders or within the date				
	that the next annual general meeting of shareholders is required to be held by laws, whichever is earlier.				
Types of securities	Ordinary shares, preferred shares or	Ordinary shares or preferred shares			
	Transferable Subscription Rights (TSR)				

<u>Remark</u>: \* Size Limit is a proportion of the paid-up capital on the date that a listed company's Board of Directors resolved to approve the capital increase under the General Mandate

To propose to the shareholders' meeting to approve the increase of registered capital from the existing registered capital of THB 2,117,716,281 to a new registered capital of THB 2,329,487,909, through the issuance of up to 211,771,628 newly issued ordinary shares with a par value of THB 1 per share under General Mandate, along with the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital with the details as follows:

"Clause 4	The registered capital of	2,329,487,909	Baht	(Two billion three hundred twenty-nine million four
				hundred eighty-seven thousand nine hundred nine
				Baht)
	Divided into	2,329,487,909	shares	(Two billion three hundred twenty-nine million four
				hundred eighty-seven thousand nine hundred nine
				shares)
	Par value per share	1.00	Baht	(One Baht)

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Divided into

Ordinary shares 2,329,487,909 shares (Two billion three hundred twenty-nine million four

hundred eighty-seven thousand nine hundred nine

shares)

Preferred shares nil share (-)"

In this regard, propose the shareholders' meeting to consider and authorize any persons designated by the authorized director of the Company to have the power to sign applications or any documents related to the registration of the increase of registered capital and the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and the amendment to the Memorandum of Association of the Company, and to take any actions necessary and related to the registration process to comply with the registrar's or government authorities' orders for the completion of the registration.

The Chairman proposed the Meeting to pass the resolution to approve the increase of registered capital from the existing registered capital of THB 2,117,716,281 to a new registered capital of THB 2,329,487,909, through the issuance of up to 211,771,628 newly issued ordinary shares with a par value of THB 1 per share under General Mandate, along with the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital and related authorization

The moderator informed the shareholders or proxies would like to inquire about any agendas, you can fill out the information through the Application in the topic of shareholders wishing to inquire and fill out the question and the Company will answer the questions and publish the information on the Company's website within 14 days after the Meeting is finished.

The Meeting that this agenda must be approved with affirmative votes of not less than three-fourths of all shareholders attending the meeting and entitle to vote. For shareholders wishing to vote "Disapproval" or "Abstention", press on the box "Disapproval" or "Abstention" and then press confirm or if you did not choose to vote, the system will assume that you approved.

Resolution The Meeting resolved with affirmative votes of not less than three-fourths of all shareholders attending the meeting and entitle to vote approved the increase of registered capital, along with the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital and related authorization as proposed with the following votes:

Approved 1,298,974,549 votes accounted for 98.7918%
Disapproved 15,885,950 votes accounted for 1.2082
Abstained 0 vote accounted for —
Voided Ballot 0 vote accounted for —

<u>For this agenda</u>, there were 1 additional shareholder attending the Meeting, holding altogether 9,450 shares. There were totaling 29 shareholders, holding altogether 1,314,860,499 shares.

Agenda 8 Consideration and approval of approve the allocation of newly issued ordinary shares of the Company under General Mandate in the amount of not exceeding 211,771,628 shares with a par value of THB 1 per share, to be offered to specific persons through a private placement

The Chairman assigned Independent Legal Counsel, to report this matter.

Ms. Supajit Koosittiphon reported to the Meeting that to align with the Company's capital increase proposal, as detailed in Agenda 7, the Company proposes the allocation of up to 211,771,628 newly issued ordinary shares with a par value of THB 1 per share under a general mandate for a private placement.

The price offering to private placement must be the best price based on market conditions at the time of the offering, ensuring the best interests of the Company and must not be below the minimum price set by the SEC and the Stock Exchange of Thailand ("SET") regulations. It shall not be lower than one of the following prices: (1) the weighted average price of the Company's shares traded on the SET over a period of no less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date on which the Board of Directors' meeting passes a resolution fixing the offering price and may specify a discount of not more than 10 percent of the said price; or (2) a price determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building); or (3) the fair price of the shares as assessed by a financial advisor registered with the SEC, in

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accordance with the criteria set forth in the Notification No. TorJor. 28/2565 re: The authorization for the listed company to offer the sale of newly issued shares to specific persons (as amended), as well as the issuance and allocation of additional shares in compliance with the criteria established by the SEC. The allocation of newly issued ordinary shares will not be an allocation of shares to related persons.

The allocation of the shares must not result in any investor holding shares in the Company in the number that reaches or passes the trigger point requiring the investor to make a tender offer as required under the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, dated May 13, 2011 (as amended), or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

To proposed the authorize the Board of Directors to have the power to take all action associated with the issuance, offering, allotment and subscription of the new ordinary shares, including details and conditions related to the allocation of newly issued ordinary shares under the conditions of compliance with the criteria of the SEC, SET, government or related corporate shall take action to amend, add or change the request or text in the relevant documents, including the following:

- (a) To determine the offering period, offering price, the persons to whom shares will be offered, the subscription and payment methods, the purpose of issuing and offering the newly issued ordinary shares, as well as other relevant details and conditions concerning the issuance and offering of the shares. The price to be offered by private placement must not be considered a low price based on the criteria set by the SEC and the SET. Additionally, the issuance and allocation of the newly issued shares must comply with the criteria established by the SEC. The allocation and subscription may be conducted in a single or multiple rounds, and it is at the discretion of the Company to decide whether to offer shares to specific persons first or to offer them to all groups of persons in one round.
- (b) To contact, negotiate, execute, sign and amend any agreements, requests for approval, waiver requests, notices, and evidence necessary and relevant to the allocation of the Company's newly issued ordinary shares, including but not limited to the shares subscription agreements, registration applications to be submitted to the Ministry of Commerce, communication and submission of such requests for approval, waiver requests, notices, documents and evidence to the SEC, the SET, or any government agencies or agencies involved in the amendment or change of the request or the wording of the documents as well as listing the newly issued ordinary shares as listed securities on the SET, and considering appointing financial advisors, legal advisors, or any other service providers (if necessary).

However, after the offering of the Company's newly issued ordinary shares to specific persons under general mandate, the paid-up capital of the Company in the increased part must not exceed 10 percent of the paid-up capital on the date the Board of Directors resolves to increase capital under general mandate. The allocation of such newly issued shares must be completed by the date of the Company's next annual general meeting of shareholders or by the date required by law for the next annual general meeting of shareholders, whichever comes first.

The Chairman proposed the Meeting to pass the resolution to approve the allocation of newly issued ordinary shares of the Company under General Mandate in the amount of not exceeding 211,771,628 shares with a par value of THB 1 per share, to be offered to specific persons through a private placement and related authorization

The moderator informed the shareholders or proxies would like to inquire about any agendas, you can fill out the information through the Application in the topic of shareholders wishing to inquire and fill out the question and the Company will answer the questions and publish the information on the Company's website within 14 days after the Meeting is finished.

The Meeting that this agenda must be approved with affirmative votes of majority votes of all shareholders and proxies attending the meeting and casting their votes. For shareholders wishing to vote "Disapproval" or "Abstention", press on the box "Disapproval" or "Abstention" and then press confirm or if you did not choose to vote, the system will assume that you approved.

Resolution The Meeting resolved with affirmative votes of majority votes approved the allocation of newly issued ordinary shares of the Company under General Mandate in the amount of not exceeding 211,771,628 shares with a par value of THB 1 per share, to be offered to specific persons through a private placement and related authorization as proposed with the following votes:

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Approved	1,298,974,549	votes	accounted for 98.7918%
Disapproved	15,885,950	votes	accounted for 1.2082
Abstained	0	vote	accounted for
Voided Ballot	0	vote	accounted for —

#### Agenda 9 Consideration and approval of the appointment of auditor and audit fees for the year 2025

The Chairman assigned Mr. Prasert Patradhilok, Chairman of the Audit Committee, to report this matter.

Mr. Prasert reported that according to the approval of the Board of Directors and the Audit Committee deemed it appropriate to the appointment of any of the auditors from PricewaterhouseCoopers ABS Co., Ltd. as the following list to be the person who audits and expresses opinions on the financial statements of the Company.

## Number of years certified on the Company's financial statement

(1)	Ms. Svasvadi	Anumanrajdhon	CPA Registration No. 4400	=
(2)	Ms. Nuntika	Limviriyalers	CPA Registration No. 7358	4 year (2021 - 2024)
(3)	Ms. Thitinun	Pankaew	CPA Registration No. 9432	-

In the event of the auditors above could not perform the duty, PricewaterhouseCoopers ABAS Co., Ltd. shall provide other auditors of PricewaterhouseCoopers ABAS Limited to replace. The details of the auditor are shown in Attachment 4 which has been sent to Shareholders together with the invitation letter.

In addition, PricewaterhouseCoopers ABAS Co., Ltd., including its related person or business, has been appointed as the auditor of the Company's subsidiaries for the year 2025.

The auditors have no interest with the Company, executives, major shareholders, or related person thereof and are not the Company's shareholders. They are, therefore, independent in auditing and providing opinions on the Company's financial statements.

The audit fees for the year 2025 is Baht 1,540,000 which increase 29% from new project.

#### Summary Audit Fee

Audit fees	2025 (Proposed year)	2024	Change
TSE only	1,540,000	1,190,000	Increase 29%
Non-audit fee			

The Chairman proposed the Meeting to pass the resolution to a approve the appointment of auditor and audit fees for the year 2025.

The moderator informed the shareholders or proxies would like to inquire about any agendas, you can fill out the information through the Application in the topic of shareholders wishing to inquire and fill out the question and the Company will answer the questions and publish the information on the Company's website within 14 days after the Meeting is finished.

The Meeting that this agenda must be approved with affirmative votes of majority votes of all shareholders and proxies attending the meeting and casting their votes. For shareholders wishing to vote "Disapproval" or "Abstention", press on the box "Disapproval" or "Abstention" and then press confirm or if you did not choose to vote, the system will assume that you approved.

**Resolution** The Meeting resolved with affirmative votes of unanimous votes approved the appointment of auditor and audit fees for the year 2025 as proposed with the following votes:

Approved	1,314,860,449	votes	accounted for 100.0000%
Disapproved	0	vote	accounted for
Abstained	0	vote	accounted for —

Voided Ballot 0 vote accounted for —

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#### Agenda 10 Consideration and approval of the appointment of directors in replacement of the directors who retired by rotation

The Chairman assigned Mr. Prasert Patradhilok, Chairman of the Nomination and Remuneration Committee, to report this matter. And assigned Cathleen Maleenont Ed.D., Vice Chairman of the Board of Directors as Chairman of the Meeting

Mr. Prasert reported that pursuant to Article 17 of the Company' Articles of Association stated that at every Annual General Shareholders' Meeting, the directors shall retire by rotation at least one-third of the total number of directors. If the number of directors cannot be divided into three equal parts, then the closest number to one-third should be selected for retirement and such retired directors may be re-appointed to be the directors of the Company. In this 2025 Annual General Meeting of Shareholders, there are 3 directors who retired by rotation, namely Mr. Prommin Lertsuridej (Resigned effectively from 1 March 2023), remaining term until the 2025 AGM, Mr. Narong Rathamarit and Ms. Angkanee Rerksirisuk.

The Company has given the opportunity to shareholders to nominate any candidate to be considered as directors at the 2025 Annual General Meeting of Shareholders via the Company's website since 12 September 2024 - 30 December 2024. According to the opinions of the Nomination and Remuneration Committee and the Board of Directors, excluding the nominated directors, considered in accordance with the principle of selection, the nominated persons have passed the evaluation per the Company's determined process and have the qualifications in accordance with the relevant rules and are suitable for the Company's business. Therefore, to propose to the shareholders' meeting to consider and approve the reappointment of 2 directors, namely Mr. Narong Rathamarit for another term as Independent Director, Director as Chairman of the Board and the reappointment of Ms. Angkanee Rerksirisuk for another term as Director, Executive Director, Member of Nomination and Remuneration Committee and Company Secretary.

Both directors are fully qualified under the Public Limited Companies Act and relevant announcements of the Securities and Exchange Commission. The Nomination and Remuneration Committee and the Board of Directors have considered and found that the persons to be proposed as independent directors possess the qualifications in accordance with the laws related to the requirements for independent directors.

Details of both directors are shown in Attachment 3 which has been sent to the shareholders together with the invitation letter.

The Chairman proposed the Meeting to pass the resolution to approve the reappointment of director who retired by rotation for another period and to serve as independent director / director to sub-committee for another period

The moderator informed the shareholders or proxies would like to inquire about any agendas, you can fill out the information through the Application in the topic of shareholders wishing to inquire and fill out the question and the Company will answer the questions and publish the information on the Company's website within 14 days after the Meeting is finished.

The Meeting that this agenda must be approved with affirmative votes of majority votes of all shareholders and proxies attending the meeting and casting their votes. For shareholders wishing to vote "Disapproval" or "Abstention", press on the box "Disapproval" or "Abstention" and then press confirm or if you did not choose to vote, the system will assume that you approved.

**Resolution:** The Meeting resolved with affirmative votes of majority votes approved the reappointment of 2 director who retired by rotation for another period to serve as independent director / director to sub-committee for another period, with the following votes:

Name		Approved	Disapproved	Abstained	Voided
					Ballot
Mr. Narong	Rathamarit	1,314,860,499 Votes	0 Vote	0 Vote	<del>-</del>
		100.0000%	_	_	_
Ms. Angkanee	Rerksirisuk	1,311,000,014 Votes	3,860,485 Votes	0 Vote	_
		99.7064%	0.2936%		—

#### Agenda 11 Consideration and approval of the remuneration of directors for the year 2025

The Chairman assigned Mr. Prasert Patradhilok, Chairman of the Nomination and Remuneration Committee, to report this matter.

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Mr. Prasert reported that according to Article 22 of the Company's Articles of Association, which requires that directors are entitled to receive remuneration paid by the Company in the form of rewards, meeting allowances, pension, bonus or other forms of benefits, the Board of Directors concurred with the opinion of the Nomination and Remuneration Committee, which determined an appropriate remuneration comparable to the market and the similar type of business in the industry and attractive remuneration to simulate and keep qualified directors to work with the Company.

In 2024, the Company paid the remuneration and meeting allowances for the directors of each committee in the total amount of Baht 4,035,000 in total as presented in One Report 2024 on pages 132 – 133.

It is deemed appropriate to propose the Meeting to consider and approve the directors' remuneration for the year 2025 at the same rate paid since 2015 in the form of monthly remuneration and meeting allowances according to the number of meeting attendances with the following details:

	Remuneration	Meeting Allowance
	Monthly basis	Per meeting
Board of Directors		
- Chairman	35,000	35,000
- Vice Chairman	30,000	25,000
- Director	20,000	20,000
Audit Committee		
- Chairman	25,000	35,000
- Director	20,000	20,000
Nomination and Remuneration Committee		
- Chairman		30,000
- Director		15,000

The Chairman proposed the Meeting to pass the resolution to approve the remuneration of directors for the year 2025

The moderator informed the shareholders or proxies would like to inquire about any agendas, you can fill out the information through the Application in the topic of shareholders wishing to inquire and fill out the question and the Company will answer the questions and publish the information on the Company's website within 14 days after the Meeting is finished.

The Meeting that this agenda must be approved with affirmative votes of not less than two-thirds of all shareholders and proxies attending the Meeting. For shareholders wishing to vote "Disapproval" or "Abstention", click on the box "Disapproval" or "Abstention" and then press confirm or if you did not choose to vote, the system will assume that you approved.

**Resolution** The Meeting resolved with affirmative votes of not less than two-thirds of all shareholders and proxies attending the meeting approved the remuneration of directors for the year 2025 as proposed with the following votes:

Approved 918,116,899 votes accounted for 98.5288%

Disapproved 13,709,450 votes accounted for 1.4712

Abstained 0 vote accounted for —

Voided Ballot 0 vote accounted for —

Non-voting shareholders 383,034,150 votes

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#### Agenda 12 Other businesses

-None-

The chairman announced that the meeting has thoroughly considered all agenda items as specified in the invitation letter. The Chairman then thanked all the shareholders for attending the Meeting.

The Meeting was adjourned at 3:30 PM.

Signed		Chairman of the Meeting
	(Mr. Narong Rathamarit)	

#### Remark:

- 1. There was a total of 29 shareholders and proxies attending the 2025 Annual General Meeting of Shareholders, holding altogether 1,314,860,499 shares or equivalent to 62.1620% of the sold shares of the Company.
- 2. The Company recorded the Meeting in video format.