



Minutes of the 2025 Annual General Meeting of Shareholders

Civil Engineering Public Company Limited

Friday, April 25, 2025, at 13:00 hrs.

Using Meeting through electronic only means pursuant to the criteria specified in the law relating to electronic meetings with a venue to control the meeting system at Meeting Room of Civil Engineering Public Company Limited
No. 68/12 CEC Building, Kamphaeng Phet 6 Road, Ladyao Subdistrict, Chatuchak District, Bangkok

Before the Meeting

Civil Engineering Public Company Limited (“the Company”) informed the shareholders about the rules, voting method, vote counting, methods of asking questions or expressing opinions, and guidelines for conducting meetings via electronic media.

At the meeting today, the Company hired InventTech System (Thailand) Company Limited to organize the meetings via electronic media in accordance with the criteria specified in the law relating to electronic meetings (E-Meeting) by using the Zoom system to attend the meeting and the Inventech Connect system for voting. The systems passed the examination of the security standards of electronic meetings of the Ministry of Digital Economy and Society, the Company recorded the Meeting in the form of video according to the criteria, laws, and privacy policies of the Company for the purpose of arranging the shareholder’s meeting.

In addition, according to the Company’s Regulation, Article 31, the last paragraph states that a shareholders’ meeting can be held via electronic media. The meeting held with such method must comply with the methods provided in the applicable law or rules at that time, or apply such relevant laws or rules *mutatis mutandis*. It shall be deemed that the meeting via electronic media shall have the same effect as the meeting of shareholders attending the same meeting by means provided for in law and this regulation.

Before the meeting, the moderator informed the rules, voting, vote counting, and methods to ask questions or express opinions as follows:

1. Attendees who are entitled to attend the meeting must verify their identity to obtain a username and password according to the method specified by the Company, which was informed of the details along with the meeting invitation letter. The attendees agreed to comply with the requirements for attendance of the 2023 Annual General Meeting of Shareholders of the Company by means of the meeting via electronic media and registered by bringing the email and password obtained from the approval email to sign in or verify the identity by requesting an OTP. Then, press the button “Register for Meeting Attendance.” At this stage, it shall be deemed that the shareholders had already registered to attend the meeting and the number of shares of shareholders would be counted as a quorum.

2. The meeting would consider the matters in order of the agenda specified in the meeting invitation letter. Information in each agenda would be presented, and the shareholders would be allowed to ask questions before voting, and the voting results would be informed to the meeting when the vote counting for that agenda was completed.

3. For the shareholders making the proxy for others to attend the meeting and could vote according to the shareholders’ wish, the Company brought the votes of approval, disapproval, or abstention according to the shareholders’ wish specified in the proxy to include in the registration for voting on the agenda.



4. In case of a proxy from multiple shareholders, press select “User Icon” and press the “Switch Account” button to access the accounts of other shareholders. The shareholders must be on the agenda until it ended and must vote on each agenda before closing for voting on that agenda. If the shareholders left the meeting room or logged out from the system before closing the voting on any agenda, the votes of the shareholders would not be counted as a quorum in such an agenda, and the votes would not be counted for that agenda. However, leaving the meeting or logging out on any agenda would not disqualify the shareholders or proxies from returning to the meeting and voting for the next agenda in the system.

5. Every shareholder had a vote of 1 share per 1 vote in voting. In case any shareholders have an interest in any particular matter, they would have no voting rights. For shareholders wishing to vote, they must vote in the Inventech Connect system by selecting the agenda for which they would like to vote, the system would display all 4 buttons for voting: 1. Agree 2. Disagree 3. Abstain 4. Cancel the Last Vote. If shareholders make a selection “Cancel the Last Vote” or not vote, the Company shall deem that they agreed with that agenda. Voting can be changed until the voting was closed. The Company gave 1 minute to vote in the system for each agenda.

6. In counting the votes, the Company would deduct “Disagree” votes and abstention from the total number of votes of shareholders attending the meeting and had the right to vote, and the rest would be considered as “Agree” votes.

7. Regarding a way to ask questions or express opinions, before voting on each agenda the Chairman of the meeting would allow the attendees to ask questions or express opinions on issues related to that agenda as appropriate. Inquiries can be made in two ways:

- 1) In the event that attendees wish to inquire via text messages, please select the Asking Questions menu. Then, select the agenda that you want to ask questions and type your questions or comments, and press “Submit Questions.” The Company will answer questions in the meeting room on the agenda related to that question. However, if there is a large number of questions submitted, the Company reserves the right to consider selecting questions as appropriate to maintain the time of the meeting.
- 2) In case the attendees wish to ask questions by a voice message, please select the agenda you would like to ask a question, then press the “Voice Record” button and ask the question by voice. After asking questions, press the button “Stop for Record” and press the button “Send Question.” In case there are many questions related to that agenda sent into the system, the Company will consider the selection of questions as appropriate.

8. If shareholders encounter problems concerning access to the meeting system or voting system, please study and follow the instructions provided with the invitation letter or contact Inventech Call Center or Line official @inventechconnect

9. If the system crashes during the meeting, shareholders will receive an email to return to the meeting through the backup system.

The Meeting Started

Mr. Chaiwat Utaiwan, Independent Director and Chairman of the Board of Directors, presided over the meeting (the “Chairman”), and Mr. Chaovarat Pattamatat, Company Secretary, acted as Secretary of the meeting. There were executives and auditors attending the meeting as follows:

**Directors Attended the Meeting** (7 persons or 100 percent of the members of the Board)

- | | |
|-------------------------------------|---|
| 1. Mr. Chaiwat Utaiwan | Independent Director, Chairman of the Board |
| 2. Mr. Veerasak Kositpaisal | Independent Director, Chairman of the Audit and Risk Management Committee |
| 3. Mrs. Yupin Garnjanawigai | Independent Director, Member of the Audit and Risk Management Committee and Member of the Nomination and Remuneration Committee |
| 4. Mr. Chainrong Chochai | Independent Director and Member of the Audit and Risk Management Committee |
| 5. Assoc. Prof. Dr. Tanit Tongthong | Non- Executive Director and Chairman of the Nomination and Remuneration Committee |
| 6. Mr. Piyadit Atsavasirisuk | Director, Chairman of the Executive Committee and Chief Executive Officer |
| 7. Mr. Phanthanont Lertwattanasakul | Director, Executive Director and Chief Administrative Officer |

Executives Attended the Meeting

- | | |
|--------------------------------|--------------------------------------|
| 1. Mr. Anuwat Lertchaiworagul | Chief Operating Officer |
| 2. Mr. Kittisak Toa-talingchan | Chief Machinery and Plant Officer |
| 3. Mr. Vassu Rodjanasubsakul | Chief Finance and Accounting Officer |

Company Secretary Attended the Meeting

- | | |
|-----------------------------|-------------------|
| 1. Mr. Chaovarat Pattamatat | Company Secretary |
|-----------------------------|-------------------|

Auditors Attended the Meeting

- | | |
|---|---|
| 1. Ms. Yuchira Tuaton | Certified Public Accountant, EY Company Limited |
| 2. Mr. Naravich Rujirarotchanakornchanakorn | Certified Public Accountant, EY Company Limited |

The Moderator informed the Meeting that today's meeting was under the resolutions of the Board of Directors' Meeting No. 1/2028, which was convened on Monday February 24, 2025, to consider the matters as specified in the invitation letter. The Company announced the date of determination of the list of eligible participants or a record date on March 13, 2025. The 2023 Annual General Meeting of Shareholders was attended in-person by 24 individuals, totaling 13,442,066 shares; and 8 shareholders' proxies, totaling 519,032,400 shares, including 32 shareholders attending the meeting, totaling 532,474,466 shares, equal to 76.0677 % of the Company's total sold shares. A quorum was constituted following Section 103 of the Public Limited Companies Act and the Company's Regulations, Article 33

Mr. Chaiwat Utaiwan Chairman of the Board as Chairman of the Meeting ("The Chairman") opened the 2025 Annual General Meeting of Shareholders of the Company according to the agenda as notified in the invitation letter, which was published on the Company's website, and delivered to shareholders in advance. The Company allowed the shareholders to propose the agenda of the meeting in advance on October 1, 2024 – December 31, 2024, in which no shareholder proposed additional agenda. Therefore, the Company set out a total of eight agendas to be presented to the shareholders' meeting for approval. In addition, the Company allowed shareholders to submit questions in advance via its email. It appeared that no shareholder submitted questions in advance. The company places great importance on anti-corruption efforts, in line with its anti-corruption policy and in accordance with the principles of corporate governance, aiming to maximize the benefits for shareholders, stakeholders, and related parties. The company has conducted a study on joining the Collective Action Coalition Against Corruption and will consider participating at an appropriate time in the future.



Agenda 1: To Consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders.

The Chairman proposed the meeting to consider and certify the minutes of the 2024 Annual General Meeting of Shareholders, which was held on April 26, 2024, at 13:00 hrs., with details appearing in the minutes of the meeting publicized on the Company’s website and sent to the shareholders with the invitation letter to this meeting according to Enclosure 2.

The Chairman allowed shareholders to ask questions and give comments by text message through the menu of sending questions or inquiring via voice messages by selecting the agenda they would like to ask questions about and pressing “Submit” to send questions.

When no shareholders inquired or expressed further opinion, the Chairman asked the meeting to consider and certify the minutes of the 2024 Annual General Meeting of Shareholders. This agenda must pass the resolution of the shareholders’ meeting with a majority vote of the total number of shareholders attending the meeting and cast the right to vote.

Resolution of the Meeting: The Shareholders’ Meeting approved the minutes of the 2024 Annual General Meeting of Shareholders convened on April 26, 2024, with the following votes.

Agree	532,474,667	votes	Representing	100.00
Disagree	0	vote	Representing	0.00
Abstain	0	votes	Representing	0.00
Voided Ballot	-		-	

Thus, it is deemed that the meeting passed a resolution with a majority vote of the shareholders to certify the minutes of the 2024 Annual General Meeting of Shareholders.

Agenda 2: To acknowledge the Company’s Operating Results for the year 2024.

The Chairman assigned Mr. Piyadit Atsavasirisuk, Director and Chief Executive Officer to present details of the Company’s **operating results** for the year 2024 and the significant changes made in the year, which appeared in the 2024 Annual Report (Form 56-1 One Report) according to Enclosure 3 in the form of QR Code, which was delivered to the shareholders with the invitation letter to this meeting. The company has been assessed according to the 2024 corporate governance survey at a Excellent level or 5 stars from the Thai Institute of Directors (IOD) for the second consecutive year and The company has received a perfect score of 100 in the quality assessment of its Annual General Meeting of Shareholders (AGM Checklist), conducted by the Thai Investors Association (TIA). The overall business of the company consists of 3 core businesses and can be summarized as follows:

1. Construction Business and Construction Project Management: including road work, railway work, airport work, dam and reservoir work, and other related works.
2. Construction Materials Manufacture and Sale Business: It consists of prefabricated beams, concrete pipes, asphalt, anti-falling rails, and steel products, including limestone and concrete.
3. Rental Business: It consists of office space rental and service and machines, tools, and equipment for rent.



Outstanding Achievements of the Company 2024 as follows.

1. Financial Performance in 2024
 - Revenue amount 4,968 MB (Increase 1 %)
 - GP Margin rate 8.9 % (Increase 6 %)
 - Net Profit amount 115 MB (Increase 22)
2. New Projects Performance in 2024 amount 5,963 MB (Including VAT)
 - Road Work Projects amount 4,406 MB
 - Others amount 961 MB
 - Projects in process to sign contract amount 596 MB
3. The company is certified with ISO 9001, ISO 14001, and ISO 45001 standards.
4. The company implemented several sustainability 4 Projects.
5. The company has been assessed according to the 2024 corporate governance survey at a Excellent level or 5 stars from the Thai Institute of Directors (IOD) for the second consecutive year.
6. The company has received a perfect score of 100 in the quality assessment of its Annual General Meeting of Shareholders (AGM Checklist), conducted by the Thai Investors Association (TIA).

Summary of Performance in 2024

As of now, the group of companies has been awarded and signed contracts for projects totaling 14,300 MB.

- Flood Diversion Canal Project, Contract No. 6: Bang Ban to Bang Sai.
- Construction of the Bangkok-Nong Khai High-Speed Rail Project, Contract No. 4-7: Saraburi to Kaeng Khoi Section."
- Construction Project of the New Alignment Road, Section 4: Highway No. 9 Junction (Bang Toei)
- Construction Project of the New Alignment Road, Section 3: Highway No. 9 Junction (Bang Toei)
- Vibhavadi Rangsit Road Project, Phase 3: Highway No. 31.
- Express way Rama 3 Project - Dao Khanong - Western Outer Ring Road
- Express way Route 82 Bang Khun Thian - Ban Phaeo (Section 8)
- Others Projects

Projects in process to sign contract a total value of 9,700 MB.

Construction of the High-Speed Rail Project, Contract No. 4-5: Ban Pho to Phra Kaew Section.

Summary of Performance in 2024

- Vibhavadi Rangsit Roadside Drainage Canal Development Project Phase 2.
- Construction of the Headworks Dam and Appurtenant Structures under the Khlong Sang Reservoir Project, Nakhon Si Thammarat Province.
- Construction project to expand runway width and reinforce runway surface with airport electrical system Lampang Airport
- Phase 1 of the Flood Protection System Construction Project for Ban Lat Community, Ban Lat District, Phetchaburi Province.
- Highway No. 3263 Construction Project, Ban Koh Area, Bang Sai District, Phra Nakhon Si Ayutthaya Province.
- Other Projects

Therefore Mr. Piyadit Atsavasirisuk presented the Company affected by success factors and Target in 2025

- Timely project delivery and effective cost management
- New projects and other sources of income beyond construction contracts
- Organizational transformation for the future
- Building organizational culture and sustainability under "CIVIL FAST," consisting of:



- Family
- Attitude
- Safety/Sustainability
- Tenacity

The Chairman allowed shareholders to ask questions and provide comments by text messages through the questioning menu or by voice messages by selecting the agenda to ask questions and pressing the button to send questions.

When no shareholders inquired or expressed further opinion, the Chairman asked the meeting to consider and acknowledge the Company's 2024 performance report as presented (This agenda item was not required to vote).

Agenda 3: Consider and Approve the 2024 Financial Statements ended December 31, 2024

The Chairman assigned Mr. Vassu **Rodjanasubsakul** Chief Finance and Accounting Officer to present the details as follows:

Mr. Vassu **Rodjanasubsakul** explained to the meeting that to comply with the Public Limited Companies Act, B.E. 2535 (1992), Article 112, and Article 39 of the Company's Regulations, the Company must prepare a statement of financial position and comprehensive profit and loss account at the end of the Company's accounting period that were audited by the auditor, and the Audit Committee and the Board of Directors considered the financial statements for the year 2024 ended December 31, 2024, audited by the certified public accountant. The meetings of the Audit Committee and the Board of Directors were of the view that the financial statements are correct, complete, and reliable, including having sufficient information disclosure according to Enclosure No. 3. The financial statements were delivered to the shareholders together with the invitation letter for this meeting. Therefore, it is appropriate to present the statements to the general meeting of shareholders for approval. The details of the financial statements could be summarized as follows:

Statement of Comprehensive Income

- The total revenue of 4,968 million baht, increased from the previous year by 1 %.
- The gross profit margin was 8.90 % or 442 million baht, which was higher than year 2023, This reflects a gross margin rate of 8.40%, amounting to 416 million baht, which is more than 6 % higher, or approximately 26 million baht in absolute terms
- The net profit was 115 million baht increase 21 million baht or 22 % from the previous year.

Consolidated Statement of Financial Position

- The total assets were valued at 8,228 million baht, an increase of 565 million baht from the end of the previous year.
- The total liabilities were valued at 6,322 million baht, an increase of 459 million baht from the end of the previous year.
- The shareholders' equity was valued at 1,906 million baht, a increase of 106 million baht from the previous year.

Cash Flow Statement

As of December 31, 2024, the Group has cash in the amount of 213 million baht. The details of each activity are as follows:

- The cash received from operating activities amounted to 315 million baht.
- The cash used in investing in activities amounted to 138 million baht.
- The cash received from financing activities amounted to 36 million baht.



When Mr. Vassu **Rodjanasubsakul** finished her report, the Chairman gave the shareholders an opportunity to ask questions and express their opinions by text messages via the questioning menu or by voice messages by selecting the agenda that they would like to ask about and pressing the button to send questions.

No shareholder asked or expressed any additional opinion, then the Chairman asked the meeting to consider and approve the Company’s financial statements for the year 2024 ended December 31, 2024. This agenda must be passed with a majority vote of the total votes of the shareholders attending the meeting and having the right to vote.

Resolution of the Meeting: The shareholders’ meeting had the resolution to approve the Company’s financial statements for the year 2024 ended December 31, 2024, with the following votes:

Agree	532,524,667	votes	Representing	100.00
Disagree	0	vote	Representing	0.00
Abstain	0	votes	Representing	0.00
Voided Ballot	-		-	

Therefore, it was deemed that the meeting passed a resolution with a majority vote of the shareholders to approve the Company’s financial statements for the year 2024 ended December 31, 2024.

Agenda 4: To consider and approve the allocation of profit and dividend payments for year 2024.

The Chairman assigned Mr. Vassu **Rodjanasubsakul** Chief Finance and Accounting Officer to present the details as follows:

Mr. Vassu **Rodjanasubsakul** informed the meeting that the Company has a policy to pay dividend to the shareholders at the rate of not less than 40 percent of the net profits of the Separate Financial Statements after deduction of corporate income tax and all types of reserves funds required by laws and the Company each year. The Board of Directors will consider the dividend payment with awareness of various factors for the benefit of the shareholders, and the dividend payment has no impact on the normal business operations of the Company. Besides this, according to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Article 45 of the Company’s Articles of Association, the Company shall allocate no less than 5 percent of the annual profits as reserved funds, less the accumulated losses brought forward (if any), until the reserved fund is no less than 10 percent of the registered capital.

In 2024, the Company had a net profit from the operating results according to the separate financial statements of 45,009,687 baht. Therefore, it was proposed to allocate the net profit from the Company’s performance for the year 2024 of 2,290,000 baht as a legal reserve. After such allocation, the Company would have a legal reserve of 40,700,000 baht, representing 5% of the registered capital.

Moreover, the Board of Directors deemed it appropriate to propose to the shareholders’ meeting to consider and approve the dividend payment from the operating results for the year 2024 ended December 31, 2024, at the rate of 0.02 baht per share, 700,000,000 shares, totaling 14,000,000 baht, the Company set the list of shareholders who are entitled to receive the dividend (Record Date) on May 6, 2025, and the dividend will be paid on May 23, 2025.

Once Mr. **Vassu Rodjanasubsakul** completed the report, the Chairman gave the shareholders an opportunity to ask questions and express their opinions with text messages through the sending question menu or ask questions via voice messages by selecting the agenda they want to ask a question about and pressing the button to send questions.



When no shareholder inquired or gave additional opinions, then the Chairman asked the meeting to approve the dividend payment from the operating results of the year 2024 and acknowledge the interim dividend payment. In this agenda, the resolution of the shareholders’ meeting must be passed by a majority vote of the total votes of the shareholders attending the meeting and having the right to vote.

Resolution of the Meeting: The shareholders’ meeting resolved to approve the allocation of profit and dividend payment from the operating results of the year 2024 with the following votes.

Agree	532,524,667	votes	Representing	100.00
Disagree	0	vote	Representing	0.00
Abstain	0	votes	Representing	0.00
Voided Ballot	-		-	

Therefore, it was deemed that the meeting passed a resolution with a majority vote of the shareholders to approve the dividend payment from the operating results of the year 2024.

Agenda 5: Consider and approve the election of the Company’s directors to replace those to be retired by rotation.

The Chairman informed the Meeting of Shareholders that in this agenda, there are directors who have interests by rotation, namely Mr. Veerasak Kositpaisal Mr. Chainarong Chochai and Mr. Tanit Tongthong Therefore, 3 directors which retired in this year 2025, therefore, to leave the meeting temporarily and assigned Mr. Chaovarat Pattamatat, Company Secretary, is the meeting moderator on this agenda.

Mr. Chaovarat Pattamatat announced to the meeting that according to the Public Limited Companies Act, B.E. 2535 (1992) and the Company’s Articles of Association, Article 17, it is required that, at every annual general meeting of shareholders, one-third of the number of directors at that time shall retire from the office. If the number of directors could not be divided exactly into three parts, they shall retire by the number closest to one-third. Directors who retired from the position already may be re-elected. Directors who must retire from office in the first and second years after the Company’s registration must be voluntary. If the directors who voluntarily retire from the office are not yet completed the number under the first paragraph, drawing lots shall be used. In the following years, the director who has been in the position for the longest time shall retire.

In the 2025 Annual General Meeting of Shareholders, the Company had three directors who must retire by rotation, namely

1. Mr. Veerasak Kositpaisal Independent Director and Chairman of the Audit and Risk management Committee
2. Mr. Chainarong Chochai Independent Director and Member of the Audit and Risk Committee
3. Mr. Tanit Tongthong Director and Chairman of the Nomination and Remuneration Committee

The Company provided an opportunity for the shareholders to nominate a list of qualified persons to be considered for the election of directors on October 1, 2024 – December 31, 2024. by disseminating the criteria and methods of nomination on the Company’s website and informing the shareholders in advance via the Stock Exchange of Thailand’s news system. It appeared that no shareholder nominated a person to be considered for election as a director.



In this regard, the Board of Directors considered the appropriateness that will be the most beneficial to the Company’s operations as well as considering the qualifications, experience, and expertise of directors who are due to retire by rotation by considering various important criteria, such as not having prohibited qualifications for holding a director position under the law on public limited companies, knowledge, ability, expertise, and experience, appropriateness in the diversity of qualifications of the Board of Directors as a whole, dedication to the performance of each director as well as the continuity of work. Accordingly, the Board of Directors deemed it appropriate to propose to the shareholders’ meeting to consider and approve the elect of Mr. Veerasak Kositpaisal Mr. Chainarong Chochai and Mr. Tanit Tongthong who are due to retire by rotation to return to serve as the Company’s directors and position in subcommittee for another term.

When Mr. Chaovarat Pattamatat finished the report, the Chairman allowed the shareholders to ask questions and express their opinions via text messages via the sending question menu or ask questions via voice messages by selecting the agenda that they would like to ask questions about and pressing the button to send questions.

When no shareholder inquired or gave additional opinions, the Chairman then asked the meeting to consider and approve the appointment of directors to replace those who had to retire by rotation. In this agenda, the resolution of the shareholders’ meeting must be passed by a majority vote of the total votes of the shareholders attending the meeting and having the right to vote.

Resolution of the Meeting: The shareholders’ meeting resolved to approve the appointment of directors to replace those who had to retire by rotation with the following votes.

1. Mr. Veerasak Kositpaisal returned to serve as an independent director.

Agree	531,124,667	votes	Representing	100.00
Disagree	0	vote	Representing	0.00
Abstain	0	votes	Representing	0.00
Voided Ballot	-		-	

Therefore, it was deemed that the meeting was resolved with a majority vote of the shareholders to approve the return of Mr. Veerasak Kositpaisal as independent director and Chairman of the Audit and Risk Management Committee for another term.

2. Mr. Chainarong Chochai returned to serve as an independent director and Member of the Audit and Risk management Committee.

Agree	531,799,667	votes	Representing	100.00
Disagree	0	vote	Representing	0.00
Abstain	0	votes	Representing	0.00
Voided Ballot	-		-	

Therefore, it was deemed that the meeting was resolved with a majority vote of the shareholders to approve the return of Mr. Chainarong Chochai as an independent director and Member of the Audit and Risk management Committee for another term.



3. Mr. Tanit Tongthong returned to serve as a Director and Chairman of the Nomination and Remuneration Committee

Agree	531,799,667	votes	Representing	100.00
Disagree	0	vote	Representing	0.00
Abstain	0	votes	Representing	0.00
Voided Ballot	-		-	

Therefore, it was deemed that the meeting was resolved with a majority vote of the shareholders to approve the return of Mr. Tanit Tongthong as a director and Chairman of the Nomination and Remuneration Committee for another term.

Agenda 6: Consider and approve the determination of remuneration of directors for the year 2025

The Chairman assigned Mr. Chaovarat Pattamatat, Company Secretary, to present the details as follows:

Mr. Chaovarat Pattamatat informed to the meeting that Article 22 of the Company’s Registrations, stipulates that the Company’s directors are entitled to receive directors’ remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other types of benefits. The director’s remuneration may be fixed in a fixed amount or set as a specific rule and will be set from time to time or to be effective until the shareholders’ meeting resolves to change otherwise.

Therefore, the Board of Directors was considered appropriateness with the duties and responsibilities of the directors, the business plan, and the overall performance of the Company, including the comparison with other companies in the same industry and similar size. Based on the opinion of the Nomination and Remuneration Committee, the Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the remuneration for the Company’s Board of Directors and sub-committees for the year 2025. It is proposed that the remuneration in each category be increased by 10 percent compared to the monthly retainer and meeting allowances previously set in 2024. The proposed remuneration for the Board of Directors and sub-committees for the year 2025 (the proposed year) is detailed in the table below.

Type of Remuneration	Board of Directors				Committees											
					Audit and Risk Management Committee				Nomination and Remuneration Committee				Executive Committee			
	Chairman		Director		Chairman		Director		Chairman		Director		Chairman		Director	
	Year 2025	Year 2024	Year 2025	Year 2024	Year 2025	Year 2024	Year 2025	Year 2024	Year 2025	Year 2024	Year 2025	Year 2024	Year 2025	Year 2024	Year 2025	Year 2024
1. Monthly Retainer (Baht/Person/ Month)	33,000	30,000	22,000	20,000	-	-	-	-	-	-	-	-	-	-	-	-
2. Meeting Allowances (Baht/Person/ Time)	33,000	30,000	22,000	20,000	22,000	20,000	11,000	10,000	22,000	20,000	11,000	10,000	-	-	-	-
			(for Independent Directors and non - executive directors only)													
3. Other Benefits	Office Car															



In this regard, the remuneration of the Board of Directors and sub-committees was considered appropriate with the duties and responsibilities of the directors, the business plan, and the overall performance of the Company, including the comparison with other companies in the same industry and similar size.

When Mr. Chaovarat Pattamatat finished the report, the Chairman gave the shareholders an opportunity to ask questions and express comments with text messages via the sending question menu or ask questions via voice messages by selecting the agenda that they would like to ask questions about and pressing the button to send submit.

Once no shareholder inquired or provided additional opinions, the Chairman then asked the meeting to consider and approve the determination of remuneration of the directors and the sub-committees for the year 2025. In this agenda, the resolution of the shareholders' meeting must be passed by a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

Resolution of the Meeting: The shareholders' meeting had the resolution to approve the determination of remuneration of the directors and sub-committees for the year 2025 with the following votes:

Agree	521,149,667	votes	Representing	100.00
Disagree	0	vote	Representing	0.00
Abstain	0	votes	Representing	0.00
Voided Ballot	-		-	

Therefore, it was deemed that the meeting passed a resolution of no less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting. to approve the determination of remuneration for directors and sub-committees for the year 2025.

Agenda 7: To consider and approve the appointment of the Company's auditors and determination of the auditor fee for the year 2025.

The Chairman assigned Mr. Veerasak Kositpaisal, Independent Director and Chairman of the Audit Committee to present the details as follows:

Mr. Veerasak Kositpaisal announced to the meeting that the Public Limited Companies Act, B.E. 2535 (1992), Article 120, and Article 121 prescribes that the annual general meeting of shareholders must appoint an auditor and determine the audit fees of the company every year. In appointing an auditor, the same auditor may be reappointed. An auditor must not be a director, officer, employee, or person holding any position in the Company. According to the Notification of the Capital Market Supervisory Board, listed companies must arrange for rotation of auditors when the former auditor has performed the duty of reviewing or auditing and expressing opinions on the Company's financial statements for 7 fiscal years.

The Board of Directors considered and approved the proposal of the Audit Committee to appoint auditors of the Company by considering the performance, knowledge, and experience in auditing, auditor's independence, and appropriate audit fees. Therefore, the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of EY Company Limited as the auditing firm of the Company and its subsidiaries for the year 2025. The auditors' names proposed for appointment were as follows:



1. Ms. Wathu Khayankannavy Certified Public Accountant No. 5423 and/or
2. Ms. Naraya Srisukh Certified Public Accountant No. 9188 and/or
3. Ms. Yuchira Tuaton Certified Public Accountant No. 10725

The Board of Directors required any one of them to review or audit and express an opinion on the Company’s financial statements. If the above auditors were unable to perform their duties, the Company could appoint other certified public accountants from EY Company Limited to perform duties instead.

The proposed audit fee for 2025 was not more than 1,300,000 baht, which was the appropriate audit rate. It did not include any other expenses incurred while providing the service to the Company (Out of Pocket Expense), which would be charged as actual.

Unit: Baht

Type of Remuneration	Year 2025 (Current Proposal)	Year 2024	Increase	Increase (%)
Audit Fee	1,300,000	1,250,000	50,000	4.0

In 2024, the Company did not pay other service fees (Non-Audit Fee) to EY Office Company Limited.

Unit: Baht

Type of Remuneration	Year 2025 (Current Proposal)	Year 2024	Increase / Decrease (%)
Non-Audit Fee	-None-	-None-	-

In this regard, EY Company Limited and the nominated auditors had no relationship and interest in the Company, subsidiaries, executives, major shareholders, or people related to such persons and were the auditors who have been approved by the Office of the Securities and Exchange Commission (SEC) and no auditor had performed the auditor’s duty for the Company for 5 consecutive accounting years (including the case of performing the Company’s auditor duties this year).

When Mr. Veerasak Kositpaisal finished the report, the Chairman gave the shareholders an opportunity to ask questions and gave comments with text messages via the sending question menu or ask questions via voice messages by selecting the agenda that they would like to ask about and pressing the button to send questions.

No shareholder asked or expressed any additional opinions, the Chairman asked the meeting to consider and approve the appointment of the Company’s auditors and determination of the auditor’s remuneration for the year 2025. In this agenda, the resolution of the shareholders’ meeting must be passed by a majority vote of the total votes of the shareholders attending the meeting and having the right to vote.



Resolution of the Meeting: The shareholders' meeting had the resolution to approve the appointment of the Company's auditor and determination of the auditor's remuneration for the year 2025 with the following votes:

Agree	532,524,667	votes	Representing	100.00
Disagree	0	vote	Representing	0.00
Abstain	0	votes	Representing	0.00
Voided Ballot	-		-	

Therefore, it was deemed that the meeting passed a resolution with a majority vote of the shareholders to approve the appointment of the Company's auditors and determination of the auditor's remuneration for the year 2025.

Agenda 8: Other matters for consideration (if any)

The Chairman gave the shareholders an opportunity to ask questions and gave comments with text messages via the sending question menu or ask questions via voice messages by selecting the agenda that they would like to ask about and pressing the button to send questions.

When no shareholder raised any further questions or made any comments, the Chairman thanked all shareholders for attending the meeting and adjourned at 14:15 hrs.

- Signature -

(Mr. Chaiwat Utaiwan)

Chairman of the Meeting

- Signature -

(Mr. Chaovarat Pattamatat)

Recorder of the Minutes