

# Notice of Invitation to the Annual General Meeting of Shareholders

## No.51



**Monday, April 28, 2025**

**16.00 hours**

At KingBridge Hall, 4<sup>th</sup> Floor, KingBridge Tower,  
No. 989, Rama 3 Road, Bangpongpan Sub-district,  
Yannawa District, Bangkok 10120



*-Translation-*

**Thanulux Public Company Limited**

**No. Thor Hor. 010/2025**

**March 28, 2025**

**Notice of Invitation to the Annual General Meeting of Shareholders No. 51**

**Dear Shareholders,**

- Enclosures**
1. Copy of Minutes of the Annual General Meeting of Shareholders No. 50<sup>th</sup> held on Monday, April 22, 2024.
  2. The 2024 Annual Report (Form 56-1 One Report) consisting of the Annual Report of the Board of Directors, Financial Statements for the year ended December 31, 2024 and Sustainable Development Report (in QR code format)
  3. Document for Agenda Item 5 : Curriculum vitae of persons nominated for the election of Directors
  4. Definition of "Independent Director"
  5. Details of the Company's Independent Directors proposed by the Company to act as proxies from shareholders
  6. Articles of Association of the Company pertaining to the Meeting of Shareholders
  7. Documents and evidence that must be presented by attendees prior to attend the meeting and regulation for the meeting
  8. Procedures for attending the General Meeting of Shareholders
  9. Proxy Form B
  10. Privacy Notice for the Shareholders' Meeting
  11. Location Map of the Meeting
  12. Request Form for the 2024 Annual Report (Form 56-1 One Report) in Hardcopy Format

The Board of Directors of Thanulux Public Company Limited (the "**Company**") has resolved to hold the Annual General Meeting of Shareholders No. 51<sup>st</sup> on Monday, April 28, 2025 ; 16.00 hours at at KingBridge Hall, 4<sup>th</sup> Floor, KingBridge Tower, No. 989, Rama 3 Road, Bangpongpan Sub-district, Yannawa District, Bangkok 10120 according to the relevant laws, regulations, and criteria.

The Company provided shareholders with the opportunity to propose items for inclusion in the agenda and/or nominate persons for appointment as the Company's Directors during the period of December 1 – 31, 2024. However, it appears that there was no shareholder proposed any item for inclusion in the agenda and/or nominate persons for appointment as the Company's Directors. The Company therefore finds it appropriate to set the meeting agenda as follows:



**1. To consider and certify the Minutes of the 50<sup>th</sup> Annual General Meeting of Shareholders held on Monday, April 22, 2024.**

**Facts and Reasons :** The Minutes of the General Meeting of Shareholders No. 50 on Monday, April 22, 2024 were prepared and submitted to the Stock Exchange of Thailand (the “SET”), as well as published on the Company website (www.tnl.co.th) within 14 days from the date of the General Meeting of Shareholders, details are set out in the Enclosure 1.

**Opinion of the Board of Directors :** The Board of Directors has considered and approved that the Minutes have been duly prepared. The Board of Directors therefore deems it appropriate to propose to the shareholders’ meeting to the certify such the Minutes of the General Meeting of Shareholders No. 50 on Monday, April 22, 2024.

**Voting :** This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights.

**2. To acknowledge of the Board’s report in the preceding year.**

**Facts and Reasons :** The Board of Directors’ report and the operating result for the 2024 annual period are included in the 2024 Annual Report (Form 56-1 One Report) (QR Code as shown in the Notification of Meeting) which has been sent herewith. Such reports have been prepared in accordance with the Regulations of the Office of the Securities and Exchange Commission (the “SEC”) and the SET, details are set out in the Enclosure 2.

**Opinion of the Board of Directors :** The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting for acknowledgement.

**Voting :** This agenda is for acknowledgement; therefore, there is no voting for this agenda

**3. To consider and approve the financial statements for the year ended on December 31, 2024.**

**Facts and Reasons :** The financial statements for the year ended December 31, 2024 have been prepared in accordance with Thai Financial Reporting Standards and fair presentation in all material respects, audited and certified by a certified public accountant and approved by the Audit Committee and the Board of Directors. The details are summarized as follows:

(Unit : Million Baht)

	<b>Consolidated Financial Statements</b>	<b>Separate Financial Statements</b>
Total Assets	13,915.59	13,370.40
Total Liabilities	3,317.06	3,046.04
Total Shareholders’ Equity	10,598.53	10,324.36
Total Revenues	1,119.75	631.92
Net Profit (attributable to owners of the parent)	399.53	276.53
Earnings per Share (Baht)	1.31	0.91

Details are shown in the 2024 Annual Report (Form 56-1 One Report) as per Enclosure 2.



**Opinion of the Board of Directors :** The Board of Directors deems it appropriate to propose the financial Statements for the year ended December 31, 2024 should be submitted to the shareholders' meeting for approval.

**Voting:** This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights.

**4. To consider and approve the appropriation of profit and dividend payment**

**Facts and Reasons :** The Company has a policy to pay dividends regularly at the rate of THB 0.20 per share (20 percent of the par value) based on the Company's financial performance, financial status, business plan and economic forecasts. In 2024, the Company had a Unappropriated retained earnings of THB 3,368,391,085 according to the separate financial statements.

**Opinion of the Board of Directors :** The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve appropriation of profit and dividend payment as follows:

- (1) As of December 31, 2024, the company had a legal reserve of THB 31,154,767 representing 10% of the company's registered capital, in full compliance with legal requirements.
- (2) To pay dividend from retained earnings at the rate of THB 0.40 per share for 304,622,662 shares, totaling THB 121,849,064.80. The dividend will be paid from the corporate income tax rate of 30 percent. This dividend payment is in accordance with the Company's dividend payment policy.

In this regard, dividend will be paid to the shareholders who are entitled to receive the dividend (Record Date) on May 7<sup>th</sup>, 2025, and the payment date will be on May 23<sup>rd</sup>, 2025.

Details of Dividend Payment are as follows:

		2024 (Proposed )	2023 Actual	2022 Actual
Earnings per Share	(THB/Share)	0.91	0.84	0.78
Dividend per Share	(THB/Share)	0.40	0.30	0.20
Total Dividend Payment	(THB million)	121.85	91.39	60.92
Dividend Payout Ratio (Separate Financial Statement)	(percent)	43.96	35.71	26.64

**Voting:** This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights

**5. To consider and approve the election of directors to replace those who retire by rotation**

**Facts and Reasons:** As the result of the Company gave the opportunity for the shareholders to propose the nominated person to be elected as the Company's Directors for the 2025 Annual

General Meeting of Shareholders, there was appeared that no nominated person for election as the Company's Directors by any shareholders. Under article 21 of *"The Company articles, at every general meeting of shareholders, 1 in 3 of the total number of Directors must retire and the retiring Directors may be re-elected."*

In this General Meeting of Shareholders No.51, there are 4 Directors who will retire by rotation, namely;

- |     |                                |  |
|-----|--------------------------------|--|
| (1) | Mrs. Lapika Sasanavin          | Director   |
| (2) | Ms. Chawadee Rungruang         | Director   |
| (3) | Mr. Yotsakorn Srisuksawadi     | Director   |
| (4) | Prof. Dr. Suchatvee Suwansawat | Independent Director and Chairman of Audit Committee |

Prof. Dr. Suchatvee Suwansawat, not wish to continue his term as a director.

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 December 1 - December 31, 2024 according to the principle of good corporate governance for listed companies; however, there was no shareholder proposing the list of persons for consideration to be elected as directors of the Company.

**Opinion of The Nomination and Remuneration Committee :** The Nomination and Remuneration Committee (by the members of the Nomination and Remuneration Committee having no conflict of interest) has considered the nominated directors by each person according to the selection and nomination procedures by taking into account the qualifications, age, gender, knowledge, competence, experiences, expertise, and diversity comparing with the skill matrix. The nomination of the following individuals for appointment as directors:

- |     |                            |   |
|-----|----------------------------|---|
| (1) | Mrs. Lapika Sasanavin      | Director (reappoint)  |
| (2) | Ms. Chawadee Rungruang     | Director (reappoint)  |
| (3) | Mr. Yotsakorn Srisuksawadi | Director (reappoint)  |
| (4) | Dr. Nipon Poapongsakorn    | Independent Director and Chairman of Audit Committee<br>(To replace Prof. Dr. Suchatvee Suwansawat) |

**Opinion of the Board of Directors :** The Board of Directors (by the directors having no conflict of interest) has considered and concurred with the recommendation of the Nomination and Remuneration Committee. The nominated individual has undergone the selection process as determined by the company and meets the relevant regulatory requirements. Additionally, they are well suited for the company's business operations. They believe that the 4 candidates who have undergone the Company's selection and nomination procedures possess proper knowledge, competence, and expertise across various professions suitable for the Company's needs. These candidates are also deemed capable of expressing independent opinions in accordance with relevant regulations. Additionally, upon assessing the prior performance of the Company's directors, it was found that 4 candidates satisfactorily fulfilled their functions. Those who were members of supporting committees also discharged their duties satisfactorily. Furthermore, 3 candidates proposed for appointment as the Company's

directors possess the qualifications required under the Public Companies Act B.E. 2535 (1992) (as amended) and Regulations of the Capital Market Supervisory Board. It is noted that 4 are no special interests among the nominees that differ from other Directors. Prof. Dr. Suchatvee Suwansawat, an independent director and Chairman of Audit Committee whose term is expiring, has decided not to continue for another term. Therefore, it is proposed to appointment of one new director (i.e., Dr. Nipon Poapongsakorn) as Independent Director and Chairman of Audit Committee. Dr. Nipon Poapongsakorn meets the qualifications of an independent director, can provide opinions freely, and comply with the relevant criteria. His qualifications align with the company's requirements, and he has contributed valuable insights by leveraging his experience, knowledge, and expertise to support the company's strategic planning and operations.

The profiles for candidates nominated for appointment as Directors to replace Directors retiring at the expiration of term have been provided for your consideration in Enclosure 3, and the definition of "Independent Director" in Enclosure 5.

**Voting:** This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights

**6. To consider and approve the determination of remuneration for directors for the year 2025**

**Facts and Reasons:** Under article 32 of the Company's articles of associate states that *"The Company is prohibited from making any payment of money or other properties to a Director, except for the payment of remuneration pursuant to the rights and other benefits normally associated with being the Company's Directors, excluding remuneration or welfare benefits received as an employees or hired worker of the Company."*

The Annual General Meeting of Shareholders No. 50 determined the Directors' remuneration in an amount not exceeding THB 10,000,000 per year. In 2024, the Company paid out a total of THB 5,489,000, consisting of meeting allowances totaling THB 1,609,000 and annual rewards amounting to THB 3,880,000. In this regard, the remuneration of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Corporate Governance, Risk Management and Sustainability Committee and Executive Committee has been disclosed in the 2024 Annual Report (Form 56-1 One Report) under the heading "Management Structure," sub-heading "Directors and Executives Remuneration."

Remuneration for each committee		2025 (Proposal)	2024
		(THB/person/meeting)	
Board of Directors	Chairman	10,000	10,000
	Director	8,000	8,000
	Annual Reward	Pay to all Directors	Pay to all Directors
Audit Committee	Monthly	Chairman	10,000
		Director	8,000
	Quarterly	Chairman	60,000
		Director	30,000
Nomination and Remuneration Committee		Chairman	10,000



Remuneration for each committee		2025 (Proposal)	2024
		(THB/person/meeting)	
	Director	8,000	8,000
Corporate Government, Risk Management and Sustainability Committee	Chairman	10,000	10,000
	Director	8,000	8,000
<b>Amount of not exceeding</b>		<b>10,000,000</b>	<b>10,000,000</b>

For the year 2025, the Nomination and Remuneration Committee has proposed a remuneration limit for Directors not exceeding THB 10,000,000. This amount excludes remuneration or benefits that directors receive as employees or hired workers of the Company, considering business operations. The criteria for remuneration consideration include evaluating the performance of the Board of Directors, the remuneration amount approved by the Annual General Meeting of Shareholders, the amount paid in the past year, comparisons with other companies in similar industries, and duties and responsibilities. The proposed payment by the Nomination and Remuneration Committee is as follows:

(Unit : THB)

	2024	2023
Meeting allowance	1,609,000	1,557,000
The Annual Reward	3,880,000	3,990,000
Other Benefits	-None-	-None-
<b>Total Directors' remuneration</b>	<b>5,489,000</b>	<b>5,513,000</b>

There are the relevant conditions which has not been changed from the year 2024 as follows:

- (1) **Meeting allowance which paid to attending directors:** For the Meeting allowances of other committee members appointed by the Board of Directors, the Nomination and Remuneration Committee shall determine in appropriate circumstances and in accordance with the duties and responsibilities and then proposed to the Board of Directors for the approval.
- (2) **The Annual Reward** will be paid to all Directors, the amount of which will be determined by the Nomination and Remuneration Committee proposed to the Board of Directors for approval.
- (3) In addition to meeting allowances and annual reward. **The company does not pay any other benefits to company directors.** All this excludes compensation or benefits that directors receive as employees or hired workers of the Company with consideration on business operations. The consideration criteria of remuneration include the evaluation of the Board of Directors' performance, the amount of remuneration approved by the Annual General Meeting of Shareholders, the amount paid for the past year, comparison with other companies with a similar industry, and duties and responsibilities.

The proposed remuneration will come into effect from the date of approval by the Annual General Meeting of Shareholders until further notice. Total remuneration payments should not exceed the limit approved by the Annual General Meeting of Shareholders.

**Opinion of the Board of Directors :** The Board of Directors endorsed the Directors' remuneration as proposed by the Nomination and Remuneration Committee and deemed it appropriate to propose to the shareholders' meeting to approve the Directors' remuneration for the year 2025, with the same limit of THB 10 million as in the prior year. The remuneration will not include the salary or welfare that Directors receive as employees or hired workers of the Company.

**Voting:** This agenda must be approved with the votes of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting and having the voting rights.

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

**Facts and Reasons:** Under the Company's Article of Association, article 49 and 50, states that *"an Auditor must not be a Director, employee, hired worker or holder of any position in the Company; the Auditor shall be appointed by the annual general meeting of shareholders every year whereby the outgoing Auditor may be re-elected to another term in office."* The Auditor of the Company for the year 2024 was an auditor from EY Office Company Limited ("**EY**"), namely (1) Mr. Wichart Lokatekrawee, CPA Registration No. 4451, who served as the auditor certifying the Company's financial statements since 2023 - 2024 and/or (2) Mrs. Saifon Inkaew, CPA Registration No. 4434, who had never served as the Company's Auditor certifying its financial statements; and/or (3) Ms. Kamontip Lertwitworatep, CPA Registration No. 4377, who had also never served as the Company's Auditor certifying its financial statements; and/or (4) Ms. Ployjutha Sukantamarn, CPA Registration No. 10678 , who had also never served as the Company's Auditor certifying its financial statements.

**Opinion of The Audit Committee:** has considered the selection of auditors for the year 2025 by evaluating the independence of the auditors, their skills, knowledge, abilities, and experience in auditing beneficial to the business, and the appropriateness of the audit fee. The Audit Committee opines that EY is an internationally leading auditing firm with expertise that can respond to the Company's business needs, and also proposes a reasonable service fee. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to appoint an auditor from EY for the year 2025, with the following list of auditors:

<u>List of Auditors</u>	<u>CPA Registration No</u>	<u>The number of years the auditor has signed off on the company's financial statements in the past 7 years.</u>
(1) Mr. Wichart Lokatekrawee	4451	2 years (2023-2024)
(2) Mrs. Saifon Inkaew	4434	-
(3) Ms. Kamontip Lertwitworatep	4377	-
(4) Ms. Ployjutha Sukantamarn	10678	-

The Audit fee was proposed in amount of total THB 3,550,000 as the details as follows:



(Unit: THB)	2025 (proposed)	2024
Yearly audit and quarterly review of financial statements of the Company	1,570,000	1,560,000
Yearly audit and quarterly review of financial statements of the Company's subsidiaries include;	1,980,000	1,805,000
- Oxygen Asset Company Limited	720,000	575,000
- Oxygen Asset Management Company Limited	980,000	955,000
- TNL Alliance Company Limited	280,000	275,000
Non-Audit Fee	-	-
<b>Total</b>	<b>3,550,000</b>	<b>3,365,000</b>

Remark : Excluding out-of-pocket

**Opinion of the Board of Directors:** The Board of Directors endorsed the selection proposed by the Audit Committee and deems it appropriate to propose to the shareholders' meeting to approve the appointment of (1) Mr. Wichart Lokatekrawee, CPA Registration No. 4451 (2) Mrs. Saifon Inkaew, CPA Registration No. 4434 (3) Ms. Kamontip Lertwitworatep, CPA Registration No. 4377 and (4) Ms. Ployjutha Sukantamarn CPA Registration No. 10678 from EY to be the Company's Auditor for year 2025, with the audit fee in amount of THB 3,550,000 as the details aforementioned. The Board of Directors' opinion was based on the consideration of qualifications in accordance with the Company's Articles of Association and the SEC regulations. Moreover, there is no relationship and/or conflict of interest with the Company, subsidiaries, executives, major shareholders, or individuals related to such persons in any way. Additionally, EY's working results were compared with the quantity of work and audit fee rates of other listed companies at the same level, and the audit fee was deemed appropriate. The Company's auditor and the subsidiaries' auditors utilize the same auditing firm.

**Voting:** This agenda must be approved with the majority votes of the shareholders attending the meeting.

#### 8. To consider other matters (if any).

The shareholders are hereby invited to attend the meeting on the date and at the time and venue stated above. The shareholders may register their attendance at the venue of the meeting from 14.00 hours onward. The Company has a policy for shareholders to participate in the business actions, therefore allowing shareholders to submit questions related to the company business in advance, if the shareholders have any questions, please **E-mail** : comsec@tnl.co.th or send **registered letter** to Ms. Wichitra Pansaeng (Company Secretary) at the address stated below within April 21<sup>st</sup>, 2025. Please specify your name, address, telephone, and E-mail. The Company Secretary will be accepted and submitted question to the Chairman of the Board of Directors, and the answer will be provided on the meeting date.



For the convenience of the shareholders who are unable to attend the meeting in person and wish to appoint another person to attend the meeting and vote in this meeting on their behalf, please complete the details and sign the Proxy Form B attached herewith Enclosure 10. The form may also be downloaded from [www.tnl.co.th](http://www.tnl.co.th) where you will find a choice of 3 forms i.e., Form A or Form B or Form C. In the case of a foreign investor who has appointed a custodian in Thailand to act as a depository and trustee of the shares, any one of Proxy Forms A, B or C can be used. As for other shareholders, the grant of proxies may only be made by either Form A or Form B. If you wish to grant a proxy to an Independent Director as proposed by the Company, please refer the Enclosure 6 for further details.

The Company requests your cooperation in submitting the Proxy Form to the Company at least 3 working days prior to the meeting date in order to facilitate the verification of documents in advance. Such Proxy Forms should be addressed to:

Ms. Wichitra Pansaeng (Company Secretary)  
Thanulux Public Company Limited  
530 Soi Sathupradit 58 , Bang Phongphang, Yan Nawa, Bangkok 10120

The Company will process the registration by way of a Barcode system. **For your convenience of registration, the shareholders and proxies are requested to bring the *Notification of Meeting* with barcode on the meeting date and must sign in the form in order to exercise the right to attend the meeting.**

By order of the Board of Directors,

*- Wichitra Pansaeng -*

(Ms. Wichitra Pansaeng)  
Company Secretary

(Translation)

**Thanulux Public Company Limited**  
**Minutes of the Annual General Meeting of Shareholders No. 50**

- Meeting Date : Monday, April 22<sup>nd</sup>, 2024
- Meeting Venue : A Hybrid meeting consists of (1) attending the physical meeting at Chaophaya 1 Meeting Room, Montien Riverside Hotel – 372 Rama 3 Road, Bang Khlo, Bang Kho Laem, Bangkok, and (2) participating via electronic media (e-AGM) in accordance with relevant laws, regulations, and criteria.
- Number of Shareholders : As of the date for determining shareholders entitled to attend the shareholders meeting, pursuant to section 89/26 of the Securities and Exchange Act on March 26<sup>th</sup>, 2024, there were a total of 664 shareholders in the Company holding an aggregate amount of 304,622,662 shares.

Meeting commenced at 16.05 hours

Mr. Yotsakorn Srisuksawadi, the Company Secretary, informed the meeting that as of 16.05 hours, shareholders and proxies were present at the Annual General Meeting of Shareholders No. 50 of Thanulux Public Company Limited. There were 24 shareholders present in person, representing 5,614,505 shares, 3 shareholders present in person via electronic media representing 20,005 shares and 39 shareholders granting proxies representing 289,421,415 shares, a total of 66 shareholders representing 295,055,925 shares, or 96.8594 percent of the total paid-up share capital. A meeting quorum was thereby constituted under article 36 of the Company Articles, which required not less than 25 shareholders and proxies in attendance, or not less than one-half (1/2) of the total number of shareholders holding an aggregate amount of not less than one-third (1/3) from a total of distributed shares. As of the record date for determining shareholders entitled to attend the General Meeting of Shareholders No. 50 (Record Date) on March 26<sup>th</sup>, 2024, there were a total of 664 shareholders in the Company holding an aggregate amount of 304,622,662 shares.

The Company Secretary invited Mr. Thamarat Chokwatana, the Chairman, to act as the Chairman of the meeting (“**the Chairman**”) and deliver his opening remarks.

Mr. Thamarat Chokwatana, the Chairman of the meeting, welcomed the shareholders to the Annual General Meeting of Shareholders No. 50 and introduced the Directors, the Company Secretary, the Chief Financial Officer, the Auditor, the Independent Financial Advisor, and the Legal Advisor. Therefore, there were a total of 8 Company Directors in attendance from a total of 9, representing to 88.89 percent attendance, as follows:

**Board of Directors who attending at the physical meeting**

- |    |                               |   |
|----|-------------------------------|---|
| 1. | Mr. Thamarat Chokwatana       | Chairman  |
| 2. | Mr. Kittichai Treerachatapong | Director and Chief Executive Officer<br>Governance, Risk Management and<br>Sustainability Committee |

(Translation)

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|----|-------------------------|--|
| 3. | Ms. Suthida Jongjenkit  | Director<br>Governance, Risk Management and<br>Sustainability Committee<br>Numeration and Remuneration Committee |
| 4. | Mr. Surayut Thavikulwat | Director<br>Numeration and Remuneration Committee  |
| 5. | Ms. Lapika Sasanavin    | Director<br>Governance, Risk Management and<br>Sustainability Committee  |
| 6. | Ms. Chawadee Rungruang  | Director   |
| 7. | Mr. Maris Sangiampongsa | Independent Director<br>Audit Committee  |
| 8. | Mr. Vittawat Panpanich  | Independent Director<br>Audit Committee  |

Mr. Suchatwee Suwansawat, serving as an Independent Director and chairman of the Audit Committee, will not be attending this meeting as he is occupied with other responsibilities.

#### **Executives**

- |    |                            |   |
|----|----------------------------|---|
| 1. | Mr. Nuntawat Surawatsatien | Chief Financial Officer                       |
| 2. | Mr. Yotsakorn Srisuksawadi | Chief Investment Officer<br>Company Secretary |

Then, the Chairman assigned Mr. Yotsakorn Srisuksawadi, Company Secretary, to proceed the meeting in accordance with the agendas and introduced the Auditor, the Independent Financial Advisor, the Legal Advisor, and the Company Secretary Assistant.

**Auditor** from EY Office Company Limited who is the inspector for the accuracy of votes and the witness to the vote-counting procedure in the meeting

- |    |                           |                |
|----|---------------------------|----------------|
| 1. | Mr. Wichart Lokatekrawee  | Partner        |
| 2. | Ms. Kwanjira Tanomwongtai | Partner        |
| 3. | Mr. Vanus Sinpornchai     | Senior Manager |

(Translation)

**Independent Financial Advisor** from Advisory Plus Company Limited

1. Mr. Thawatchai Vorawandthanachai      Managing Director
2. Mr. Thanasak Boulowpetch                Senior Executive Director
3. Ms. Narason Janthongtiti                Senior Associate Director
4. Ms. Busaba Panyachuen                Associate director

**Legal Advisor** from Kudan and Partners Company Limited

1. Ms. Thitawan Thanasombatpaisarn      Lawyer Partner
2. Mr. Korapat Sukhummek                Lawyer

**Assistant Company Secretary**

1. Ms. Wichitra Adisakdacha

Then, the attended shareholders and proxies were informed that the today's meeting was conducted in a hybrid meeting format, offering attendees the option to participate either in person at Chao Phraya Room 1, Montien Riverside Hotel, or via electronic media (e-AGM). This arrangement complies with the conditions and the procedures prescribed in the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020). The Company arranged for service providers to organize meetings via electronic media with expertise and certification from relevant agencies as follows:

- Certified conference control system (Cisco Webex)
- Inventech Connect voting system that has passed the Self-Assessment from the Electronic Transactions Development Agency (ETDA).

The Company broadcasted the video and audio signals of the meeting via the VDO Conference teleconferencing system from Chao Phraya Meeting Room 1, Montien Riverside Hotel. Shareholders could confirm their identity and register to attend the meeting according to the details in Enclosure 13, which the Company sent to shareholders along with the meeting invitation letter.

In addition, the rules were clarified regarding methods for voting, counting votes, and methods for asking questions or expressing opinions before proceeding with the meeting according to the agenda:

The meeting will consider matters in the order of the agenda specified in the meeting invitation letter. Information will be presented in each agenda item and provide opportunities for shareholders to ask questions before voting. The results of the votes will be reported to the meeting when the votes are counted for each agenda item.

## (Translation)

Directors, as shareholders of the Company, requested to exercise the right to vote in agreement with the proposals of the Board of Directors in every agenda item. In the case that a shareholder appoints a proxy to the Company's director, it shall be as specified by the shareholder in the proxy form.

For shareholders attending the meeting at the meeting room:

- (1) Shareholders who attend in person and proxies authorized to vote at the meeting will receive ballots at the registration point before the meeting.
- (2) If a shareholder has already voted using the proxy form, the Company will count the votes as specified in the proxy form.
- (3) If shareholders want to ask questions or express opinions at the meeting, the shareholders should raise their hand. When the Chairman gives permission, state their name and surname, along with their status as a shareholder or proxy. Alternatively, questions can be written on paper and submitted to officials. Answers will only address matters related to the agenda. Other questions or suggestions will be recorded in the meeting minutes, which will be published on the Stock Exchange of Thailand ("**the SET**") and the company's website within 14 days after the meeting.
- (4) For voting on each agenda item, any shareholder or proxy who disagrees with or abstains from voting should mark the box for disagreement or abstention on the ballot. After signing the ballot and raising hand, officials will collect the ballots. Votes will be calculated using the barcode system. Shareholders who agree do not need to raise their hands, but should request a mark to confirm voting and return all agreed ballots at the same time after the meeting ends.
- (5) Shareholders must clearly mark their ballots. Invalid ballots include those where the shareholder or proxy has not clearly expressed their intentions, such as voting in more than one box on the ballot, division of votes (except for Custodians), or editing votes on the ballot without signing.
- (6) If a shareholder or proxy wishes to leave before the meeting ends, they should return all ballots to the officials to deduct their votes from the voting base at the meeting.

For shareholders attending the meeting via electronic media (E-AGM):

- (1) Shareholders who wish to inquire or express opinions can do so by selecting the agenda for which they want to ask questions or express opinions, then pressing the "*Question*" button. There are two ways to inquire:
  - Inquire via message: Shareholders can type their desired question and then press the "*Send Question*" button. The Company reserves the right to consider selecting questions as appropriate.



(Translation)

- Inquire via video and audio (video conference): Shareholders can press the *"Inquire via video and audio"* button, then press *"OK"* to confirm the reservation. The meeting facilitator will inform the names and surnames of the attendees who have the right to ask questions. Then, attendees should turn on their microphone and camera before asking questions.

The Company reserves the right to cut off images and audio of shareholders who ask questions or express impolite comments, defame others, violate any law, violate the rights of other people, disrupt the meeting, or cause distress to other meeting participants.

- (2) In the case where there are a large number of shareholders wanting to ask questions using images and sound in the system, in order to maintain the duration of the meeting, shareholders are asked to ask questions via message for officials to answer during the meeting or to bring their questions to answer at the end of the meeting, or the answers will be posted on the Company's website.
- (3) In terms of voting, shareholders can choose the agenda they want to vote on, then press the *"Vote"* button. The system will display a total of three voting options: *agree*, *disagree*, and *abstain from voting*. For shareholders or multiple proxies, the system will display all names of those who have been granted a proxy, and voting will be done separately for each person. To cancel voting, press the *"Cancel Voting"* button. If any shareholder has not voted within the specified time, the Company will consider that shareholders *"agree"* with that agenda. Voting can be amended until there is notification of the closing of voting on that agenda. The Company allows one minute for voting, and when the voting results for each agenda are closed, the results will be announced to the meeting later.
- (4) In the case of receiving proxies from many shareholders using the same email address and phone number to confirm identity in granting a proxy, the system will combine the names of those granting proxies in the same user account. If different email and phone numbers are used to verify identity, the system will not include the names of the proxies, but they will be used as separate user accounts. To access other accounts, press to select the menu, *"User Account"*, and press the *"Change Account"* button. By changing accounts, the system will not remove votes from the meeting base.
- (5) If shareholders register and leave before the quorum is met before closing voting on any agenda, the votes of shareholders will not be counted as a quorum for that agenda, and votes will not be counted immediately for the remaining agenda items. However, leaving the quorum in any agenda item will not disqualify the rights of shareholders or proxies to return to attend the meeting and vote on agenda items that have not yet been processed in the system.

(Translation)

- (6) In the case that shareholders encounter problems using the meeting system or voting system, they should study and follow the instructions provided along with the meeting invitation letter or select the "Help" menu in the system. They can contact Inventech Call Center staff from the phone number and Line Official as shown in the presentation document.
- (7) If there is a system failure during the shareholder meeting, shareholders will receive an email to return to the meeting via the backup system.

In addition, the meeting was informed that the number of shareholders or proxies and the number of votes in each agenda may not be the same. This is because some shareholders or proxies may leave the meeting room, or additional attendees may join.

If some agenda items require longer than usual to count votes, the Chairman may request the meeting to continue considering the next agenda first, in order for the meeting to proceed continuously. When the officials have finished counting the votes, they will immediately inform the meeting of the results of the resolutions on that agenda.

Then, the meeting will proceed to the agenda for the Annual General Shareholders' Meeting No.50 as shown in the invitation letter to the shareholders' meeting.

**Prior to the commencement of Agenda 1** there was 1 additional shareholders presenting in person or granting proxies representing 10,000 shares, comprising a total of 67 shareholders and proxies representing 295,065,925 shares, being 96.8628 percent of the total paid-up capital of 304,622,662 shares.

**Agenda 1** To consider and certify the Minutes of the Annual General Meeting of Shareholders No. 49 held on Tuesday, April 25, 2023.

The Chairman assigned Mr. Yotsakorn Srisuksawadi, Chief Investment Officer and the Company Secretary, to provide the information to the meeting.

The Company Secretary informed the meeting that the Company had sent a copy of the Minutes of the General Meeting of Shareholders No. 49 held on April 25th, 2023, to the SET and published the same on the Company's website within 14 days from the date of the General Meeting of Shareholders. The minutes were also sent to the Department of Business Development, Ministry of Commerce, within the period prescribed by law. A copy of the minutes had been sent to the shareholders along with the notice of the meeting, as per Enclosure 1. The Board of Directors was of the opinion that such minutes already represented an accurate record.

Since there were no questions posed by any shareholders, it was thereby submitted to the meeting for consideration.

**A resolution** in this agenda must be adopted by a majority of shareholders present and eligible to vote.

After consideration, the meeting endorsed the Minutes of the Annual General Meeting of Shareholders No. 49 held on Tuesday, April 25, 2023 by unanimous votes out of the total votes representing the attending shareholders with the voting rights, as follows:

(Translation)

Total Number	67	shareholders	Total Number	295,065,925	votes	
Approvals	67	shareholders	Total Number	295,065,925	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

**Prior to the commencement of Agenda 2** there was 2 additional shareholders presenting in person or granting proxies representing 50,200 shares, comprising a total of 69 shareholders and proxies representing 295,116,125 shares, being 96.8792 percent of the total paid-up capital of 304,622,662 shares.

**Agenda 2 To acknowledge of the Board's report in the preceding year.**

The Chairman assigned Mr. Kittichai Treerachataphong, the Chief Executive Officer, to provide the information to the meeting.

The Managing Director informed that the Board of Directors' report and the operating result for the 2023 annual period are included in the 2023 Annual Report (Form 56-1 One Report) (QR Code as shown in the Notification of Meeting) which has been sent to the shareholders along with the notice of the meeting. Such reports have been prepared in accordance with the Regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand ("**the SEC**"), details are set out in the Enclosure 2.

The year 2023 marked the first year that the Company began its business operation full year after the completion of business restructuring by investing in businesses with growth potential in order to generate consistent long-term value for the Company and its stakeholders. Currently, the Company has invested in 4 business categories as follows:

- (1) **Secured Lending Business** through Oxygen Asset Co., Ltd. ("**OXA**") – a secured lending business specialising in the real estate industry. Oxygen aims to capture high-net-worth and corporate clientele by offering loans of more than THB 10 million.
- (2) **Acquisition and Management of NPLs/NPAs Business** through Oxygen Asset Management Co., Ltd. ("**OAM**") – a professional asset management company, managing distressed assets, including secured Non-Performing Loans (NPLs) and Non-Performing Assets (NPAs) procured from financial institutions, through negotiation, debt restructuring and litigation process.
- (3) **Real Estate Development for Sales Business** through TNL Alliance Co., Ltd. ("**TNLA**") – a residential real estate development-for-sale business by investments through 6 joint ventures with Noble Development Public Company Limited.
- (4) **Textile and Apparel Business** through TNLX Co., Ltd ("**TNLX**") – a manufacturer and distributor of finished garments and leather goods

(Translation)

for men, women and children under licensed international trademarks as well as its own house brands for local distribution and export.

In addition, the Company has the important events in 2023 as follows:

#### The Important Events of the Company in 2023

- On May 26, 2023, the Meeting of the Board of Director of the Company resolved to allow TNL sell the investment of all ordinary shares held by TNLA in two joint venture companies to Proud Real Estate Public Company Limited (“**PROUD**”). The sold two joint venture companies consist of i) Phraram 9 Alliance Co., Ltd. – operating a real estate development business in Nue District R9 Condominium Project, and ii) Khu Khot Station Alliance Co., Ltd. – operating a real estate development business in Nue Cross Khu Khot Station Phase 1 Condominium Project. The transaction was completed on July 25, 2023.
- On July 1, 2023, the Company has completed of the partial business transfer transaction (specifically, the textile and apparel business) to TNLX, which was legally completed.
- On October 27, 2023, successfully issued its first debentures amounting to THB 500 million (THB 300 million with a Greenshoe option of THB 200 million) to the institutional investors and/or high net worth investors. The debentures have a maturity of 2 years with a coupon rate of 6.1 percent, quarterly interest payment. The proceeds are intended for business expansion, particularly in secured lending and management of NPLs/NPAs businesses.

#### Performance for 2023

The Company recorded total revenue of THB 2,870 million which consisted of the operating revenue of new businesses which consisted of secured lending businesses and management of NPLs/NPAs businesses in amount of THB 840 million. In addition, the Company recorded the one-off revenue from new businesses in amount of THB 201 million from the disposal of the investment in two real estate joint venture companies to PROUD.

In this regard, when compared to the prior year’s financial performance, the revenue from textile and apparel business in year 2023 decreased by 17 percent. However, when combined with the operating revenue of the new three businesses of THB 840 million and one-off revenue, resulted to the significant improvement of the total revenue to increase by 46 percent from the previous year.

Moreover, net profit and net profit margin has dramatically grown from the performance of new businesses. The Company recorded net profit of THB 513 million, increasing by 400 percent from the prior year, and the net profit margin increased from 6 percent to 18 percent.

In terms of total revenue and net profit by segmentation for the year 2023, although total revenue comes from the textile and clothing business, accounting for more than 56 percent of total revenue, more than 90 percent of the Company's net profit comes

(Translation)

from new businesses. (The proportion of the Company's net profit comes from OXA, OAM, and TNLA, accounting for 50 percent, 7 percent, and 34 percent of total net profit, respectively.) For this reason, the Company sees that these three new businesses are businesses with the potential to grow and can create value and consistent returns in the long term for the Company and its stakeholders.

#### Sustainable Development

In addition to focusing on operating results, the Company remains committed to creating sustainable growth over the past 49 years in order to generate good returns for shareholders while fulfilling social responsibility, creating careers, and contributing to society. Alongside maintaining environmental quality, under the Saha Group's core values of "**Good people, Good products, Good society,**" the Company has placed importance on developing the organization towards sustainability and good corporate governance. This is operationalized in three areas:

- (1) Economic aspect: The Company is committed to continuous improvement to develop its operations, focusing on product development, research innovation, and adopting new technology to enhance product quality. Financial solutions and excellent customer service are also prioritized to improve people's quality of life, increase sales, and maximize satisfaction for all stakeholders.
- (2) Environmental aspect: The Company is committed to reducing environmental impacts throughout its operations, adhering to international environmental standards from upstream to downstream. It aims to raise awareness among all organization members regarding the importance of resources, promoting resource reduction and optimal utilization in every activity.
- (3) Social aspect: The Company is dedicated to creating a positive impact on society by strengthening and developing the potential of its human resources to their fullest. It endeavors to create a learning society, enhance job satisfaction, provide opportunities for career growth, and ensure appropriate compensation and benefits to promote a balanced quality of life.

With these efforts, in 2023, the Company received a 5-star rating or an "Excellent" rating in the Corporate Governance Report of Thai Listed Companies (CGR) for the year 2023, organized by the Thai Institute of Directors Association (Thai IOD) with support from the SET.

#### The Anti-Corruption

For the Company's anti-corruption progress, the Company has been certified to renew its membership in the Thai Private Sector Collective Action Coalition Against Corruption (CAC) project for the second time, effective from December 30, 2022. In 2023, the Company and its subsidiaries remain committed to operating and continuing the fight against corruption. The Company and its subsidiaries organized a seminar titled "**TNL**

(Translation)

**expands the coalition (partners) against corruption for sustainable growth”** inviting all stakeholders in the supply chain to grow together in a stable and sustainable manner. The Company and its subsidiaries are aware of the significance of corruption issues in the business sector and aim for a good internal control system, transparency, reduced corruption, and compliance with regulations and laws. This will help reduce operating costs for the organization. Many business partners attended the seminar and joined in signing the declaration of intent for the coalition against corruption of the company and its subsidiaries.

The Chairman gave the opportunity to shareholders. or the proxy asked questions. The shareholders asked the following questions:

Mr. San Jesada-arakkul Shareholders presented in person via electronic media.	:	How many NPL debtors are there at present? What is their total debt?
Nuntawat Surawatsatien Chief Financial Officer	:	As of December 31, 2023, OXA, which operates a lending business, has no debtors considered to be bad debts or Non-Performing Loans (NPL). However, the company proceeds with caution, and an Expected Credit Loss (ELC) has also been set up in case the economic situation may not meet expectations.

When there were no shareholders or proxies to ask additional questions, the voting method was explained to the meeting.

**A resolution** This agenda is for acknowledge, does not need to cast vote from shareholders.

**Prior to the commencement of Agenda 3** there was no additional shareholders.

**Agenda 3 To consider and approve the financial statements for the year ended on December 31, 2023.**

The Chairman assigned Mr. Yotsakorn Srisuksawadi, Chief Investment Officer and the Company Secretary, to provide the information to the meeting.

The Company Secretary informed the meeting that the financial statements for the year ended December 31, 2023 have been prepared in accordance with Thai Financial Reporting Standards and fair presentation in all material respects, audited and certified by a licensed auditor and approved by the Audit Committee and the Board of Directors. The Company has disclosed the financial statements on the Company’s website and include in the 2023 Annual Report (Form 56-1 One Report) (QR Code as shown in the Notification of Meeting) as enclosed in [Enclosure 2](#) which has been sent to the shareholders along with the notice of the meeting. The details are summarized as follows:

Summary of the Financial Statements as of December 31<sup>st</sup>, 2023

(Unit : million THB)

	Consolidated			Separate		
	31 Dec 2023	31 Dec 2022	% Change	31 Dec 2023	31 Dec 2022	% Change
Total Assets	13,420	10,558	+27.12	12,013	7,644	+57.16



(Translation)

(Unit : million THB)

	Consolidated			Separate		
	31 Dec 2023	31 Dec 2022	% Change	31 Dec 2023	31 Dec 2022	% Change
Total Liabilities	2,927	3,495	-16.25	1,769	552	+220.47
Total Shareholders' Equity	10,493	7,063	+48.57	10,244	7,092	+44.44
Total Shareholders' Equity attributed to the Company	10,467	7,046	+48.55	10,244	7,092	+44.44
Total Revenue	2,870	1,960	+46.39	1,317	1,936	-31.97
Net Profit	513	102	+404.01	240	100	+140.00
Net Profit attributed to the Company	503	102	+391.87	240	100	+140.00
Profit per share (THB per share)	1.76	0.80	+120.09	0.84	0.78	+7.16

The Chairman gave the opportunity to shareholders. or the proxy asked questions, but no question was posed by any shareholder. It was thereby submitted to the meeting for consideration.

**A Resolution** This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights.

After consideration, the meeting approved the financial statements as of December 31, 2023, by unanimous votes out of the total votes representing the attending shareholders with the voting rights, as follows:

Total Number	69	shareholders	Total Number	295,116,125	votes	
Approvals	69	shareholders	Total Number	295,116,125	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

**Prior to the commencement of Agenda 4** there was no additional shareholders.

**Agenda 4** To consider and approve the appropriation of profit and dividend payment.

The Chairman assigned Mr. Yotsakorn Srisuksawadi, Chief Investment Officer and the Company Secretary, to provide the information to the meeting.

The Company Secretary informed the meeting that the Company has policy to pay dividend regularly at the rate of THB 0.20 per share (20 percent of the par value) based on the Company's financial performance, financial status and economic forecasts.

Details of retained earnings to be appropriated in this period according to the Company's separate financial statements were as follows:

(Translation)

Unappropriated Retained Earnings as of January 1, 2023	2,803,264,856 Baht
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In 2023, there are operating results that affect retained earnings, consisted of;

- |  |                  |
|--|------------------|
| – Other components of shareholders' equity mainly consisted of loss from actuarial provision.) | 14,049,019 Baht  |
| – Net Profit for the year 2023   | 240,260,583 Baht |

Total Unappropriated Retained Earnings as of December 31, 2023	3,029,476,420 Baht
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The Board of Directors had proposed the Annual General Meeting of Shareholders for approval of the profit distribution as follows:

**Legal Reserve** : Proposed to appropriate net profit for the year 2023 totaling THB 14,054,767 as legal reserve. After the aforementioned appropriation, the Company's legal reserve will be THB 31,154,767 representing 10.00 percent of the registered capital of the Company, complete as required by law.

**Dividend** : Proposed to pay dividend from retained earnings at the rate of THB 0.30 per share for 304,622,662 shares (number of issued and paid-up shares on March 26, 2024), totaling THB 91,386,799.

The dividend will be paid from the corporate income tax rate of 30.00 percent.

In this regard, dividend will be paid to the shareholders who are entitled to receive the dividend (Record Date) on May 3, 2024, and the payment date will be on May 20, 2024.

Details of unappropriated retained earnings after the appropriation are as follows:

Total Unappropriated Retained Earnings as of December 31, 2023	3,029,476,420 Baht
<u>Appropriated as</u> Legal Reserve	14,054,767 Baht
<u>Appropriated as</u> Dividend Payment (THB 0.30 per share)	91,386,799 Baht
Total Unappropriated Retained Earnings as of December 31, 2023 after the appropriation	2,924,034,854 Baht

(Translation)

Dividend Payout Comparison

	2021 actual	2022 actual	2023 proposed
Net Profits (Separate Financial Statements) <i>(THB million)</i>	60.99	100.33	240.26
Number of registered and paid-up shares <i>(million shares)</i>	120.00	304.62	304.62
Dividends <i>(THB per share)</i>	0.50	0.20	0.30
Total Dividends <i>(THB million)</i>	60.00	60.92	91.39
Dividend Payout Ratio per Net Profit (Separate Financial Statement) <i>(%)</i>	98.37	60.72	38.04

In 2023, the proposed dividend payment of THB 0.30 per share is to reserve cash for the Company's new business expansion to create long-term growth for the Company. The dividend payment will not affect the Company's liquidity.

The Chairman gave an opportunity for shareholder questions, but no question was posed by any shareholder. It was thereby submitted to the meeting for consideration.

**A resolution** This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights

After consideration, the meeting approved to general reserve allocation of Baht 14.05 million and approved the dividend at THB 0.30 per share, 304,622,662 shares, totaling THB 91.39 million. The dividend will be paid from the corporate income tax rate of 30.00 percent, by unanimous votes out of the total votes representing the attending shareholders with the voting rights, as follows:

Total Number	69	shareholders	Total Number	295,116,125	votes	
Approvals	69	shareholders	Total Number	295,116,125	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

**Prior to the commencement of Agenda 5** there was no additional shareholders.

**Agenda 5** To consider and approve the election of Directors to replace those who retire by rotation.

The Chairman assigned Mr. Yotsakorn Srisuksawadi, Chief Investment Officer and the Company Secretary, to provide the information to the meeting.

The Company Secretary informed the meeting that the Company has 9 positions of the Board of Directors in 2023. Under article 21 of "The Company articles, at every general

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meeting of shareholders, 1 in 3 of the total number of Directors must retire and the retiring Directors may be re-elected.”

In this Annual General Meeting of Shareholders No.50, there are 9 Directors in total and there are 3 Directors who are retire by rotation, namely;

- (1) Mr. Thamarat Chokwatana Director
- (2) Mr. Surayut Thavikulwat Director
- (3) Mr. Vittawat Panpanich Independent Director and Audit Committee member

The Company gave an opportunity for the shareholders to propose nominate person to be elected as Company’s Directors for the Annual General Meeting of Shareholders No.50, there was appeared that no nominated person for election as Company’s Directors by any shareholders.

The Nomination and Remuneration Committee, excluding directors with conflicts of interest, after giving due consideration to the qualifications of each incumbent Directors including age, gender, knowledge, capabilities, experience, expertise and diversity compared with the skill matrix, agree to propose the 3 retired directors as the Company’s Directors for another term as follows:

- (1) Mr. Thamarat Chokwatana Director
- (2) Mr. Surayut Thavikulwat Director
- (3) Mr. Vittawat Panpanich Independent Director and Audit Committee member

The Board of Directors, excluding the nominees for re-appointment, after widely discussions, thorough scrutinized to regarding their qualification. In this regard, it was found that such persons possessed the requisite knowledge and competence, as well as expertise from a variety of professions suitable to the needs of the company and capable of expressing their opinions independently according to the relevant regulations. Also, upon an assessment of prior performance as the Company’s Directors, it was found that the 3 nominees had performed their functions satisfactorily. Those who were members of supporting committees have also performed duties in such supporting committees satisfactorily. The 3 nominees had also applied their experiences in giving policy advice to the Company, resulting in the continued successes of the company’s performance. The nominees possessed the qualifications required under the Public Companies Act B.E. 2535 (1992) and Regulations of the Capital Market Supervisory Board. And the 3 nominees, there is no special interests that is different from other Directors

The person who would be nominated as an Independent Director had qualifications in accordance with the laws related to the regulations of Independent Directors and was able to comment freely. In which Mr. Vittawat Panpanich, an independent director completed his full term and has been appointed as an independent director for a period of 1 years (1 term). Having included the current term, he will hold a position for not more than 9 consecutive years. The qualification meets the needs of the Company. He has brought his experience, knowledge and expertise to give useful suggestions in setting strategies and operations of the Company.

The curriculum vitae of persons nominated for appointment as Directors to replace Directors retiring at the expiration of term have been provided for your consideration in Enclosure 3 which has been sent to the shareholders along with the notice of the meeting.

The Chairman gave an opportunity for shareholder questions, but no question was posed by any shareholder. It was thereby submitted to the meeting for consideration.

(Translation)

**A Resolution** This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights. All shareholders, whether approving, disapproving or abstaining, were requested to specify their opinions for the election of each Director in the ballot paper. Upon completing the ballot paper, the shareholders were requested to endorse the ballot paper by signature. Company staff would collect the ballot paper from all shareholders upon the completion of voting for election.

The Board of Directors proposed that the shareholders' meeting consider electing individual directors with the following names:

1. Mr. Thamarat Chokwatana Director

After consideration, the meeting approved by unanimous votes out of the total votes representing the attending shareholders with the voting rights as follows:

Total Number	68	shareholders	Total Number	294,753,488	votes	
Approvals	68	shareholders	Total Number	294,753,488	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

2. Mr. Surayut Thavikulwat Director

After consideration, the meeting approved by unanimous votes out of the total votes representing the attending shareholders with the voting rights as follows:

Total Number	69	shareholders	Total Number	295,116,125	votes	
Approvals	69	shareholders	Total Number	295,116,125	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

3. Mr. Vittawat Panpanich Independent Director and Audit Committee

After consideration, the meeting approved by unanimous votes out of the total votes representing the attending shareholders with the voting rights as follows:

Total Number	68	shareholders	Total Number	295,099,769	votes	
Approvals	68	shareholders	Total Number	295,099,769	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

Thus, the number of Board of Directors for 2024 shall consist of 9 directors as follows

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- |    |                                |                      |
|----|--------------------------------|----------------------|
| 1. | Mr. Thamarat Chokwatana        | Director             |
| 2. | Ms. Suthida Jongjenkit         | Director             |
| 3. | Mr. Surayut Thavikulwat        | Director             |
| 4. | Mr. Kittichai Treerachataphong | Director             |
| 5. | Ms. Lapika Sasanavin           | Director             |
| 6. | Ms. Chawadee Rungruang         | Director             |
| 7. | Mr. Suchatvee Suwansawat       | Independent Director |
| 8. | Mr. Maris Sangiampongsa        | Independent Director |
| 9. | Mr. Vittawat Panpanich         | Independent Director |

The Independent Directors comprising one-third of the entire Board of Directors. The 3 of the Audit Committee as follows:

- |    |                          |  |
|----|--------------------------|--|
| 1. | Mr. Suchatvee Suwansawat | Independent Director and Chairman of Audit Committee |
| 2. | Mr. Maris Sangiampongsa  | Independent Director and Audit Committee Member      |
| 3. | Mr. Vittawat Panpanich   | Independent Director and Audit Committee Member      |

**Prior to the commencement of Agenda 6** there was no additional shareholders.

**Agenda 6**     **To consider and approve of Directors' remuneration**

The Chairman assigned Mr. Yotsakorn Srisuksawadi, Chief Investment Officer and the Company Secretary, to provide the information to the meeting.

The Company Secretary informed the meeting that according to article 32 of the Company's articles of associate states that "The Company is prohibited from making any payment of money or other properties to a Director, except for the payment of remuneration pursuant to the rights and other benefits normally associated with being the Company's Directors, excluding remuneration or welfare benefits received as an employees or hired worker of the Company."

The Annual General Meeting of Shareholders No. 49 determined the Directors remuneration in an amount not exceeding to THB 10,000,000 per year. In 2023, the Company had paid out a total of THB 5,513,000, consisting of the meeting allowance of THB 1,523,000 and the annual rewards of THB 3,990,000.

For the year 2024, the Nomination and Remuneration Committee proposed a remuneration limit for Directors in the amount of not exceeding to THB 10,000,000, exclusive of remuneration or welfare which Directors received as the Company's employees or staff with consideration on business operation. The consideration criteria of remuneration includes the



(Translation)

evaluation of the Board of Directors' performance, the amount of remuneration approved by the Annual General Meeting of Shareholders, the amount paid for the past year, comparison with other companies with a similar industry, and duties and responsibilities.

The Board of Directors appropriate to propose to the Meeting to approve the details to pay the remuneration of Directors for 2024 in an aggregate amount not exceeding Baht 10 million per annum same as last year by proposing to pay remuneration for performing various committee duties. Details as shown as follows:

Remuneration of Each Committee		2024	2023	
		<i>(THB/person/meeting)</i>		
Board of Directors	Chairman	10,000	10,000	
	Director	8,000	8,000	
	Annual Reward	Pay to all Directors		
Audit Committee	Monthly	Chairman	10,000	10,000
		Director	8,000	8,000
	Yearly	Chairman	60,000	60,000
		Director	30,000	30,000
Nomination and Remuneration Committee	Chairman	10,000	10,000	
	Director	8,000	8,000	
Risk Management and Corporate Government Committee	Chairman	10,000	10,000	
	Director	8,000	8,000	

There are the relevant conditions as follows:

- (1) **Meeting allowance which paid to attending Directors** For the Meeting allowances of other committee members appointed by the Board of Directors, the Nomination and Remuneration Committee shall determine in appropriate circumstances and in accordance with the duties and responsibilities and then proposed to the Board of Directors for the approval.
- (2) **The Annual Reward** will be paid to all Directors, the amount of which will be determined by the Nomination and Remuneration Committee and proposed to the Board of Directors for approval.
- (3) **Other Benefits** -None-

(Translation)

Apart from the meeting allowance and annual remuneration for directors, the Company does not pay any other benefits to the Directors. The proposed compensation is effective from the day of approval by the annual general meeting of shareholders until further change. The total amount of remuneration, in aggregate, should not exceed the limit approved of Baht 10 million as approved by the annual general meeting of shareholders.

The Chairman gave an opportunity for shareholder questions, but no question was posed by any shareholder. It was thereby submitted to the meeting for consideration.

**A resolution** This agenda must be approved by the votes of not less than two-third of the total number of votes of shareholders attending the meeting and having the voting rights according to the Public Limited Companies Act, B.E. 2535, Section 90.

After consideration, the meeting approved remunerations for Company Directors in the amount not exceeding Baht 10,000,000 per year as proposed by unanimous votes out of the total votes representing the attending shareholders with the voting rights as follows:

Total Number	69	shareholders	Total Number	295,116,125	votes	
Approvals	69	shareholders	Total Number	295,116,125	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

**Prior to the commencement of Agenda 7** there was no additional shareholders.

**Agenda 7** To consider and approve the appointment of the auditor and the determination of the audit fee for the year 2024.

The Chairman assigned Mr. Nuntawat Surawatsatien, Chief Financial Officer, to provide the information to the meeting.

The Chief Financial Officer informed the meeting that according to the Company's Article of Association, article 49 and 50, states that "an Auditor must not be a Director, employee, hired worker or holder of any position in the Company; the Auditor shall be appointed by the annual general meeting of shareholders every year whereby the outgoing Auditor may be re-elected to another term in office." The Auditor of the Company for the year 2023 was an auditor from EY Office Company Limited ("EY"), namely (1) Mr. Wichart Lokatekrawee, CPA Registration No. 4451, who served as the auditor certifying the Company's financial statements since 2023; and/or (2) Mrs. Saifon Inkaew, CPA Registration No. 4434, who had never served as the Company's Auditor certifying its financial statements; and/or (3) Ms. Kamontip Lertwitworatep, CPA Registration No. 4377, who had also never served as the Company's Auditor certifying its financial statements.

For the year 2024, the Audit Committee has considered selecting the Auditors by evaluating the independence of the auditors as follows;

## (Translation)

- Independence of auditors This includes no relationship and/or conflict of interest with the Company, subsidiaries, executives, major shareholders.
- Skills, knowledge, abilities of the team experience in auditing that is beneficial to the business of the Company.
- Appropriateness of the audit fee compared to the volume and complexity of the work.

The Board of Directors opined that EY is a leading auditing firm, and has a reasonable service fee. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders. to appoint an auditor from EY as the auditor for the year 2024 with the list of auditors as follows:

- (1) Mr. Wichart Lokatekrawee CPA Registration No. 4451  
(Has served as the auditor certifying the Company's financial statements from 2023)
- (2) Mrs. Saifon Inkaew CPA Registration No. 4434  
(Had never served as the Company's Auditor certifying the Company's financial statements)
- (3) Ms. Kamontip Lertwitworatep CPA Registration No. 4377  
(Had never served as the Company's Auditor certifying the Company's financial statements)
- (4) Ms. Ployjutha Sukantamarn CPA Registration No. 10678  
(Had never served as the Company's Auditor certifying the Company's financial statements)

The Audit fee for the year 2024 was proposed in amount of total THB 4,285,000 as the details as follows:

<b>(Unit: THB)</b>	<b>2023</b>	<b>2024</b> (proposed)
Yearly audit and quarterly review of financial statements of the Company	1,585,000	1,560,000
Yearly audit and quarterly review of financial statements of the Company's subsidiaries consisted of; <ul style="list-style-type: none"> <li>– TNLX Co., Ltd</li> <li>– Oxygen Asset Co., Ltd</li> <li>– Oxygen Asset Management Co., Ltd</li> <li>– TNL Alliance Co., Ltd</li> </ul>	2,145,000	2,625,000

(Translation)

<b>(Unit: THB)</b>	<b>2023</b>	<b>2024</b> (proposed)
Review of compliance with investment promotion certificate conditions (BOI)	220,000	100,000
<b>Total</b>	<b>3,950,000</b>	<b>4,285,000</b>

Remark The above proposed audit fee does not include Out-of-Pocket (OPE)

The reason for the higher audit fee for the year 2024 compared to the previous year is due to the Company's growing businesses, resulting in an increase in transactions to be audited. Additionally, the new businesses have more complex transactions, such as asset management business, etc.

In addition, the Company has a subsidiary which is S. Apparel Company Limited which has ceased its business. There is auditor who is not affiliated with the same audit firm as EY Office Limited. The Board of Directors will ensure that the financial statements can be prepared in time.

The Chairman gave an opportunity for shareholder questions, but no question was posed by any shareholder. It was thereby submitted to the meeting for consideration.

**A resolution** This agenda must be approved by the majority votes of the shareholders attending the meeting and having the voting rights.

After consideration, the meeting approved to appoint (1) Mr. Wichart Lokatekrawee, CPA Registration No. 4451 and/or (2) Mrs. Saifon Inkaew, CPA Registration No. 4434 and/or (3) Ms. Kamontip Lertwitworatep, CPA Registration No. 4377 from EY Company Limited and/or (4) Ms. Ployjutha Sukantamarn, CPA Registration No. 10678 to be the Company's Auditor for year 2024, with the audit fee in amount of THB 4,285,000 as the details aforementioned by unanimous votes out of the total votes representing the attending shareholders with the voting rights as follows:

Total Number	69	shareholders	Total Number	295,116,125	votes	
Approvals	69	shareholders	Total Number	295,116,125	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

**Prior to the commencement of Agenda 8** there was no additional shareholders.

**Agenda 8** **To consider and approve the increasing of the Company's Directors from 9 persons to 12 persons and the appointment of new Directors.**

The Chairman assigned Ms. Wichitra Adisakdacha, the Assistant Company Secretary, to provide the information to the meeting.

(Translation)

The Assistant Company Secretary informed that the meeting that as the company has changed its business structure in the past year to ensure consistency with the new business model, accommodate business growth, and enhance efficiency in financial, investment, and corporate governance, it is deemed necessary to ensure that the composition and structure of the Company's directors possess specific expertise, particularly in the financial sector. Therefore, it is considered appropriate to propose a restructuring of the Board of Directors by increasing the number of directors from 9 persons to 12 persons.

In this regard, the selection of individuals to be appointed as directors of the Company has been conducted according to the process specified by the Company. The Board of Directors endorsed the nominees individually as proposed by the Nomination and Remuneration Committee for the position of new director. In this regard, it was found that these individuals possessed knowledge and expertise in accounting, finance, and investment, particularly in the financial industry, including the lending business and asset management business. Additionally, they have expertise from various professions suitable for the needs of the Company. Furthermore, three nominees are proposed for appointment as company directors. These nominees possess the qualifications required under the Public Companies Act B.E. 2535 (1992) (as amended) and the Regulations of the Capital Market Supervisory Board. There are no special interests among the nominees that differ from other Directors. Those designated as independent directors have the qualifications necessary to serve as independent directors, enabling them to express opinions independently and in accordance with relevant regulations.

Therefore, the Board of Directors proposed to appoint new directors as follows:

- |     |                            |                      |
|-----|----------------------------|----------------------|
| (1) | Mr. Nuntawat Surawatsatien | Director             |
| (2) | Mr. Yotsakorn Srisuksawadi | Director             |
| (3) | Mr. Pravet Ongartsittikul  | Independent Director |

Profiles for candidates nominated for elections as Directors are disclosure in Enclosure 3.

In this regard, to ensure consistency with the restructuring of the Board of Directors as detailed above, the shareholders' meeting shall consider and approve the change to the Company's affidavit relating to the increase in the number of the Company's Directors. The details are as follows:

The list of the Company's director according to the company affidavit

<u>Original</u>	<u>Revised to</u>
1. Mr. Thamarat Chokwatana	1. Mr. Thamarat Chokwatana
2. Mr. Maris Sangiampongsa	2. Mr. Maris Sangiampongsa
3. Mr. Suchatvee Suwansawat	3. Mr. Suchatvee Suwansawat
4. Mr. Surayut Thavikulwat	4. Mr. Surayut Thavikulwat
5. Mrs. Lapika Sasanavin	5. Mrs. Lapika Sasanavin
6. Ms. Chawadee Rungruang	6. Ms. Chawadee Rungruang
7. Ms. Suthida Jongjenkit	7. Ms. Suthida Jongjenkit
8. Mr. Kittichai Treerachataphong	8. Mr. Kittichai Treerachataphong
9. Mr. Vittawat Panpanich	9. Mr. Vittawat Panpanich
	10. Mr. Nuntawat Surawatsatien
	11. Mr. Yotsakorn Srisuksawadi

(Translation)

<u>Original</u>	<u>Revised to</u>
	12. Mr. Pravet Ongartsittikul

Authority of the names of company directors according to the Company's affidavit

<u>Original</u>	<u>Revised to</u>
Mr. Thamarat Chokwatana or Ms. Suthida Jongjenkit or Mr. Kittichai Treerachataphong <u>jointly affix their signature with</u>	Mr. Thamarat Chokwatana or Ms. Suthida Jongjenkit or Mr. Kittichai Treerachataphong or Mr. Yotsakorn Srisuksawadi <u>jointly affix their signature with</u>
Mr. Surayut Thavikulwat or Mrs. Lapika Sasanavin or Ms. Chawadee Rungruang	Mr. Surayut Thavikulwat or Mrs. Lapika Sasanavin or Ms. Chawadee Rungruang or Mr. Nuntawat Surawatsatien
<u>two directors are empowered to jointly affix their signature with the Company's Seal</u>	<u>two directors are empowered to jointly affix their signature with the Company's Seal</u>

In addition, the Board of Directors' meeting approved and proposed to the shareholders' meeting for authorization to the Board of Directors, Chief Executive Officer, or the person assigned by the Board of Directors to perform actions to amend the wording in the request form for registration of the number of directors and for revision of the Company's affidavit. This authorization is in case the Public Company Registrar and/or any government agency orders amendments to certain words in the document. It includes necessary actions related to the increase in the number of directors, encompassing but not limited to preparing, signing, delivering, and submitting applications, preparing related documents, and contacting the Department of Business Development, Ministry of Commerce, Government agencies, or any persons for such purposes, etc.

The Chairman gave an opportunity for shareholder questions, but no question was posed by any shareholder. It was thereby submitted to the meeting for consideration.

**A Resolution** This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights. All shareholders, whether approving, disapproving or abstaining, were requested to specify their opinions for the election of each Director in the ballot paper. Upon completing the ballot paper, the shareholders were requested to endorse the ballot paper by signature. Company staff would collect the ballot paper from all shareholders upon the completion of voting for election.

The Board of Directors proposed that the shareholders' meeting consider electing individual directors with the following names:

1. Mr. Nuntawat Surawatsatien Director

## (Translation)

After consideration, the meeting approved by unanimous votes out of the total votes representing the attending shareholders with the voting rights as follows:

Total Number	69	shareholders	Total Number	295,116,125	votes	
Approvals	69	shareholders	Total Number	295,116,125	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

## 2. Mr. Yotsakorn Srisuksawadi Director

After consideration, the meeting approved by unanimous votes out of the total votes representing the attending shareholders with the voting rights as follows:

Total Number	68	shareholders	Total Number	295,111,025	votes	
Approvals	68	shareholders	Total Number	295,111,025	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

## 3. Mr. Pravet Ongartsittikul Independent Director

After consideration, the meeting approved by unanimous votes out of the total votes representing the attending shareholders with the voting rights as follows:

Total Number	69	shareholders	Total Number	295,116,125	votes	
Approvals	69	shareholders	Total Number	295,116,125	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

Thus, the number of Board of Directors for 2024 after increasing number of directors shall consist of 12 directors as follows

1. Mr. Thamarat Chokwatana Director
2. Ms. Suthida Jongjenkit Director
3. Mr. Surayut Thavikulwat Director
4. Mr. Kittichai Treerachataphong Director
5. Ms. Lapika Sasanavin Director

(Translation)

- |     |                            |                      |
|-----|----------------------------|----------------------|
| 6.  | Ms. Chawadee Rungruang     | Director             |
| 7.  | Mr. Nuntawat Surawatsatien | Director             |
| 8.  | Mr. Yotsakorn Srisuksawadi | Director             |
| 9.  | Mr. Suchatvee Suwansawat   | Independent Director |
| 10. | Mr. Maris Sangiampongsa    | Independent Director |
| 11. | Mr. Vittawat Panpanich     | Independent Director |
| 12. | Mr. Pravet Ongartsittikul  | Independent Director |

The Independent Directors comprising one-third of the entire Board of Directors. The 3 of the Audit Committee as follows:

- |    |                           |  |
|----|---------------------------|--|
| 1. | Mr. Suchatvee Suwansawat  | Independent Director and Chairman of Audit Committee |
| 2. | Mr. Maris Sangiampongsa   | Independent Director and Audit Committee Member      |
| 3. | Mr. Vittawat Panpanich    | Independent Director and Audit Committee Member      |
| 4. | Mr. Pravet Ongartsittikul | Independent Director                                 |

**Prior to the commencement of Agenda 9** there was 1 additional shareholders presenting in person or granting proxies representing 1,000 shares, comprising a total of 70 shareholders and proxies representing 295,117,125 shares, being 96.8796 percent of the total paid-up capital of 304,622,662 shares.

**Agenda 9** **To consider and approve the disposal of ordinary shares in TNLX Company Limited (“TNLX”), a subsidiary of the Company, to connected persons.**

The Chairman assigned Mr. Yotsakorn Srisuksawadi, Chief Investment Officer and the Company Secretary, to provide the information to the meeting.

The Company Secretary informed the meeting that as the Company reorganized its business structure last year, and through the analysis of the operating results of each business, the Company has developed a strategy to focus on creating growth through financial businesses and related businesses that can mutually benefit each other. The Company recognizes that although TNLX Company Limited (“**TNLX**”), a subsidiary of the Company operating in the textile and apparel business, has demonstrated stable performance in the past, it lacks direct synergy with the financial businesses that the Company is prioritizing. Therefore, the sale of common shares in TNLX will help clarify the company's new business structure, both in terms of resource allocation and management. Therefore, the Board of Directors Meeting No.2/2024 held on February 26, 2024 resolved to approve entering into a transaction to sell all common shares held



(Translation)

by the Company in TNLX to a total of 4 buyers (“**the Transaction**”). In this regard, the transactions with 3 out of the 4 buyers are considered as connected transactions according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003 (as amended) (the “**Notifications on Connected Transactions**”). Details are as follows.

	<b>Buyers</b>	<b>Number of TNLX Shares (Shares)</b>	<b>Ratio of the Issued and sold shares of TNLX (Percent)</b>	<b>Value of the Consideration (THB million)</b>	<b>Relation with the Company</b>
1	I.C.C. International Public Company Limited (“ <b>ICC</b> ”)	4,200,000	70.00	468.93	ICC is a connected person of the Company because the Company and ICC have SPI as a common major shareholder. SPI holds 42.19 percent of the total issued and sold shares of the Company and holds 24.81 percent of the total issued and sold shares of ICC. (Information as of February 26, 2024)
2	BSC So In Company Limited (“ <b>BSC</b> ”)	600,000	10.00	66.99	BSC is a connected person of the Company because Mr. Thamarat Chokwatana, the director of the Company, and the persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) of Mr. Thamarat Chokwatana are the major shareholders of BSC.
3	Saha Pathana Inter-holding Public Company Limited (“ <b>SPI</b> ”)	540,000	9.00	60.29	SPI is a connected person of the Company because SPI is a major shareholder of the Company. SPI holds 42.19 percent of the total issued and sold shares of the Company.

(Translation)

	<b>Buyers</b>	<b>Number of TNLX Shares (Shares)</b>	<b>Ratio of the Issued and sold shares of TNLX (Percent)</b>	<b>Value of the Consideration (THB million)</b>	<b>Relation with the Company</b>
4	I.D.F. Company Limited (“IDF”)	660,000	11.00	73.69	IDF is not a connected person of the Company.
	<b>Total</b>	<b>6,000,000</b>	<b>100.00</b>	<b>669.90</b>	

Remarks: The ordinary shares of TNLX have a par value of THB 100 per share and a book value of THB 103.71 per share according to the audited financial statements ending December 31, 2023.

The Company determined the value of consideration based on careful consideration and negotiation principles. The share purchase price was negotiated and agreed upon by the parties, within the range of fair appraised value. The Company will receive payment for shares from each buyer totaling THB 669.90 million in cash.

In this transaction, the Company entered into a share purchase agreement with each buyer within February 2024, subsequent to the approval by the Company's Board of Directors. The Company expects that the entire sale and purchase will be completed by July 2024 after all conditions precedent specified in the share sale and purchase agreement have been fulfilled or waived by the relevant party and taken necessary action as outlined in the share sale and purchase agreement.

In this regards, after the disposition of ordinary shares in TNLX, the revenue structure in the Company's financial statements will change. Previously, it consisted mainly of sales revenue (derived from TNLX). It will now transition to a primary revenue structure in the consolidated financial statements, comprising (1) interest income (from the credit and asset management business) and (2) income from consulting and project supervision fees (from the real estate development business). Nevertheless, even though the revenue in the consolidated financial statements is expected to decrease due to the disposition of ordinary shares in TNLX and the changing revenue structure, the Company believes that the net profit of the Company will not be significantly impacted. This is because, upon analyzing the profit by segment, it was found that TNLX contributes a net profit equivalent to 8 percent of the Company's overall net profit. After the sale of ordinary shares in TNLX, the Company will receive THB 669.90 million from this transaction. The Company plans to utilize this cash to expand its core business according to the Company's strategic plan and/or for use in paying off the Company's loans to reduce financial costs. It is expected that the results from this spending plan will be such that it prevents the Company from being significantly negatively affected by the sale of TNLX ordinary shares this time.

Furthermore, since the transaction is expected to be completed by July 2024, the Company will continue to recognize revenue and operating results of TNLX in its consolidated financial statements for the period spanning January to July 2024, until the transfer of TNLX ordinary shares to the buyers becomes effective.

The Transactions under above are considered as disposal of assets under 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 August 31, 2008

(Translation)

(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 October 29, 2004 (as amended) (the “**Notifications on Acquisition or Disposition of Assets**”). The highest transaction value calculated based on the total value of consideration is 6.27 percent, calculated based on value of the net tangible assets method which is the highest method. When combining the Transactions with the asset disposition transaction of the Company that occurred in the past six months prior to the entry into these Transactions, the highest transaction value is equal to 9.14 percent based on value of the net tangible assets method. Therefore, the Transactions of the Company do not exceed 15.00 percent and are not considered as material transactions that are deemed as the acquisition or disposition of assets of listed companies according to the criteria of the Notifications on Acquisition or Disposition of Assets.

Moreover, the disposition of TNLX ordinary shares to ICC, BSC and SPI are considered a transaction in the type of assets and services under the Notifications on Connected Transactions. The total value of consideration and transaction size entering with each buyers are consisted of;

- (1) The Transaction with ICC with the value of consideration of THB 468.93 million, having a value of 4.80 percent of the Company’s net tangible assets (the “**NTA**”) according to the Company’s consolidated financial statements as of December 31, 2023, which has been audited by the certified public accountant (NTA of the company as of December 31, 2023 is equal to THB 9,763.30 million). The Company will receive consideration for the Transactions by payment in cash.

Entering into the Transaction with ICC is considered a connected transaction of the Company in accordance with the Notifications on Connected Transactions because ICC has SPI as its major shareholder, who is also the major shareholder of the Company as SPI holds 24.81 percent of the total shares of ICC (information as of February 26, 2024). Such transaction is considered in the type of assets and services, having a value of 4.80 percent of the Company’s net tangible assets (the “**NTA**”) according to the Company’s consolidated financial statements as of December 31, 2023, which has been audited by the certified public accountant (NTA of the company as of December 31, 2023 is equal to THB 9,763.30 million). In this regard, the Company has not entered into any other connected transactions with connected persons or related persons or close relatives of such persons in the past six months before entering into this Transaction. Since the transaction size is more than or equal to THB 20 million or more than 3 percent of the Company’s NTA, whichever number is higher, the Company must obtain approval from the Board of Directors. The Company must also prepare and report the information memorandum on such transactions to the SET according to the Notifications on Connected Transactions and must obtain approval from the shareholders’ meeting by receiving three-fourths (3/4) of all votes of shareholders attending the meeting and entitled to vote, excluding

(Translation)

shareholders who have a conflict of interest in the Transaction. Additionally, the Company must appoint an independent financial advisor (IFA) certified by the SEC to provide opinions concerning the connected transactions of the Company.

- (2) The Transaction with BSC with the value of consideration of THB 66.99 million, having a value of 0.69 percent of the Company's NTA. The Company will receive consideration for the Transactions by payment in cash.

Entering into the Transaction with BSC is considered as a connected transaction of the Company in accordance with the Notifications on Connected Transactions because Mr. Thamarat Chokwatana, as the director of the Company and persons according to Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) of Mr. Thamarat Chokwatana, are major shareholders of BSC (information as of February 26, 2024). Such transaction is considered in the type of assets and services, having the value of 0.69 percent of the Company's net tangible assets according to the Company's consolidated financial statements as of December 31, 2023, which has been audited by the certified public accountant. In this regard, the Company has not entered into any other connected transactions with the connected persons or related persons or close relatives of such persons in the past six months before entering into this Transaction. Therefore, the transaction size is more than THB 1 million but less than THB 20 million, or more than 0.03 percent but less than 3 percent of the NTA of the Company, whichever number is higher, requiring approval from the Board of Directors and disclosure to the SET without obtaining approval from the shareholders' meeting.

However, the Board of Directors' Meeting deemed this Transaction as a connected transaction and is similar in nature to the Transaction in (1) Therefore, it is necessary to request approval from the shareholders' meeting for this Transaction, which must receive three-fourths (3/4) of all votes of shareholders attending the meeting and entitled to vote, excluding shareholders who have a conflict of interest in the Transaction. In addition, at the Annual General Meeting of Shareholders No.50 held concurrently, the Company must also appoint an independent financial advisor (IFA) certified by the SEC to provide opinions concerning the connected transactions.

- (3) The Transaction with SPI with the value of consideration of THB 60.29 million, having a value of 0.62 percent of the Company's NTA. The Company will receive consideration for the Transactions by payment in cash. Additionally, when combining with other connected transactions

(Translation)

with SPI for the acquisition of ordinary shares in Oxygen Asset Company Limited from SPI which is proposed to be considered and approved by the Annual General Meeting of Shareholders No.50 held concurrently which has the transaction size of 6.83 percent of the Company's NTA, the total transaction size will be 7.58 percent of the Company's NTA. However, the Company has not engaged in any transactions with other connected person or related parties of ICC and BSC in the past six months.

Entering into this transaction with SPI is considered a connected transaction of the Company in accordance with the Notifications on Connected Transactions because SPI is the major shareholder of the Company, holding 42.19 percent of the total issued and sold shares of the Company (information as of February 26, 2024). Such transaction is categorized under assets and services, with a value of 0.62 percent of the Company's NTA according to the Company's consolidated financial statements as of December 31, 2023, which has been audited by a certified public accountant. When considering other assets and services type of transactions with SPI or related persons of SPI over the past six months before entering into this transaction, the total transaction size will be equal to 0.75 percent of the Company's NTA. Additionally, when combining with other connected transactions with SPI for the acquisition of ordinary shares in Oxygen Asset Company Limited from SPI (details set out in Enclosure 5), which is proposed to be considered and approved by the Annual General Meeting of Shareholders No.50 held concurrently, the total transaction size will be 7.58 percent of the Company's NTA. Therefore, the transaction size is more than or equal to THB 20 million or more than 3 percent of the Company's NTA, whichever number is higher, the Company must obtain approval from the Board of Directors. The Company must also prepare and report the information memorandum on such transactions to the SET according to the Notifications on Connected Transactions and must obtain approval from the shareholders' meeting by receiving three-fourths (3/4) of all votes of shareholders attending the meeting and entitled to vote, excluding shareholders who have a conflict of interest in the Transaction. Additionally, the Company must appoint an independent financial advisor (IFA) certified by the SEC to provide opinions concerning the connected transactions of the Company.

In this regard, the detail regarding the transactions appears according to Information Memorandum regarding the disposal of ordinary shares in TNLX Company Limited, the Company's subsidiary, to connected persons of the Company (Enclosure 4) and Information Memorandum re: connected transactions of Thanulux Public Company Limited (Enclosure 6).

In addition, the Board of Directors has appointed Advisory Plus Company Limited as the independent financial advisor to provide opinions to the shareholders of the Company regarding (a) the rationale and benefits of the Transactions, (b) the fairness of the price and conditions of the price, and (c) whether the shareholders should vote in favour or against the

(Translation)

connected transactions that considered as a connected transaction of the Company in accordance with the Notifications on Connected Transactions. The details of the opinions of the independent financial advisor. appears according to the report of the opinions of the independent financial advisor concerning the disposal of ordinary shares in TNLX Company Limited, a subsidiary of the Company, to connected persons. (Enclosure 7)

Furthermore, the Board of Directors' Meeting of the Company resolved to propose to the Annual General Meeting of Shareholders No. 50 to consider and approve to authorize the Executive Committee or the Chief Executive Officer or the person authorized by the Executive Committee or the Chief Executive Officer to perform actions in the following matters.

- (a) To consider and take any actions necessary to define and/or amend other relevant details related to the Transactions as appropriate and in accordance with application notifications, regulations, or laws.
- (b) To contact, negotiate, enter into, sign, and amend agreements, application documents, waiver requests, notices, and evidence as necessary and relating to the Transactions including the share sale and purchase agreement relevant to the Transactions. The amendment must be made within the framework approved by the meeting and is an amendment that does not significantly affect decision-making.
- (c) To undertake any necessary and relevant actions to ensure that the Transactions are completed, including appointing and delegating authority to other suitable persons to carry out the actions.

The Chairman gave an opportunity for shareholder questions, but no question was posed by any shareholder. It was thereby submitted to the meeting for consideration.

**A resolution** This agenda must be approved by the votes of not less than three-quarter (3/4) of total votes of the shareholders attending the meeting and having the voting rights, excluding the votes of interested shareholders. According to the Company's list of shareholders as of March 26, 2024, which is the Record date, the list of interested shareholders who have no right to vote for this agenda are disclosed in the Enclosure of this minute of the shareholders' meeting.

The Board of Directors proposed the meeting of shareholders to consider and approve the disposal of ordinary shares in TNLX Company Limited for each buyer as follows;

1. The disposition of TNLX to ICC

After consideration, the meeting approved the disposition of TNLX to ICC which is a connected party and approved the delegation to the Executive Committee or the Chief Executive Officer or the person authorized by the Executive Committee or the Chief Executive Officer to have the power as aforementioned by unanimous vote out of total votes of the shareholders attending the meeting and having the voting rights, excluding the votes of interested shareholders which shown in the Enclosure as follows;

Total Number	63	shareholders	Total Number	145,124,779	votes
Approvals	63	shareholders	Total Number	145,124,779	votes 100.00 percent

## (Translation)

Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

## 2. The disposition of TNLX to BSC

After consideration, the meeting approved the disposition of TNLX to BSC which is a connected party and approved the delegation to the Executive Committee or the Chief Executive Officer or the person authorized by the Executive Committee or the Chief Executive Officer to have the power as aforementioned by unanimous vote out of total votes of the shareholders attending the meeting and having the voting rights, excluding the votes of interested shareholders which shown in the Enclosure as follows;

Total Number	68	shareholders	Total Number	293,820,045	votes	
Approvals	68	shareholders	Total Number	293,820,045	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

## 3. The disposition of TNLX to SPI

After consideration, the meeting approved the disposition of TNLX to SPI which is a connected party and approved the delegation to the Executive Committee or the Chief Executive Officer or the person authorized by the Executive Committee or the Chief Executive Officer to have the power as aforementioned by unanimous vote out of total votes of the shareholders attending the meeting and having the voting rights, excluding the votes of interested shareholders which shown in the Enclosure as follows;

Total Number	60	shareholders	Total Number	162,097,977	votes	
Approvals	60	shareholders	Total Number	162,097,977	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

**Prior to the commencement of Agenda 10** there was 1 additional shareholders presenting in person or granting proxies representing 1 shares, comprising a total of 71 shareholders and proxies representing 295,116,126 shares, being 96.8796 percent of the total paid-up capital of 304,622,662 shares.

(Translation)

**Agenda 10 To consider and approve the acquisition of ordinary shares in Oxygen Asset Company Limited from Saha Pathana Inter-Holding which is a connected person of the Company.**

The Chairman assigned Mr. Yotsakorn Srisuksawadi, Chief Investment Officer and the Company Secretary, to provide the information to the meeting.

The Company Secretary informed the meeting that according to the Company's business structure plan for a clear and suitable business structure for sustainable growth in the future, it includes reducing the shareholding structure of subsidiaries held by individuals who may have conflicts of interest. This ensures that the shareholding structure of the subsidiaries benefits the Company the most. The Board of Directors therefore resolved to propose to the Annual General Meeting of Shareholders to consider and approve the transaction to purchase ordinary shares in Oxygen Asset Co., Ltd. ("**OXA**") which operates the business of providing secured loans to entrepreneurs (currently, the Company holds 90.00 percent of OXA's issued and sold shares) from Saha Pathana Inter-Holding Public Company Limited ("**SPI**"), a connected person as it is a major shareholder of the Company. The Company will purchase 99,997 shares of OXA, representing 10.00 percent of OXA's issued and sold shares, at a purchase price of THB 1,000 per share, totaling THB 99,997,000. (the "**Transaction**"). The share purchase price of THB 1,000 per share was negotiated and agreed between the buyer and seller. The Company has assessed that the price is reasonable and higher than the fair price range estimated by the Company using the Discounted Cashflow Model.

The Company will pay a total consideration value of THB 667,097,000 to SPI for the acquisition of OXA's ordinary shares in cash and for repayment of the outstanding loans (to use in the investment fund for providing loans to the lenders) that OXA has with SPI for the actual amount accrued as of the date of receiving the transfer of shares in OXA (As of March 12, 2024, OXA has an outstanding loan with SPI in a total amount of THB 567,100,000). Additionally, the Board of Directors Meeting No. 3/2024 approved entering into the share purchase agreement and other documents related to the Transaction.

In this regard, the Company entered into a share purchase agreement with SPI within March 15, 2024 following the Company's Board of Directors Meeting and SPI's Board of Directors Meeting. The entire sale and purchase will be completed after all conditions precedent specified in the Share Purchase Agreement have been fulfilled or waived by the relevant parties and taken necessary action as outlined in the share purchase agreement. The Company expected that the Transaction will be completed by May 2024.

The abovementioned transaction is regarded as a Notifications on Acquisition or Disposition of Assets. Upon review of the transaction size, the transaction size is equal to 4.97 percent according to the total value of consideration paid or received criteria which is the criteria to calculate the highest transaction size based on the audited consolidated financial statements of the Company for the year ended as of December 31, 2023. Total consideration value in amount of THB 667,097,000 which is a combination of the value of share purchase in amount of THB 99,997,000 and the existing outstanding loan which OXA currently has with SPI as of March 12, 2024 in amount of THB 567,100,000. When combining the Transaction with the asset acquisition transaction of the Company that occurred in six months prior to the entering into this Transaction, the highest transaction value is equal to 5.20 percent based on total value of consideration paid or received criteria. Therefore, entering into the Transaction of the Company do not exceed 15.00 percent and is not considered as material transactions that are deemed as



(Translation)

the acquisition or disposition of assets of listed companies according to the criteria of the Notifications on Acquisition or Disposition of Assets.

In addition, entering into the Transaction with SPI is considered as a connected transaction of the Company in accordance with the Notifications on Connected Transactions because SPI is the major shareholder of the Company as SPI holds 42.19 percent of the total issued and sold shares of the Company (information as of March 12, 2024). Such transaction is considered in the type of assets and services, having the value of 6.83 percent of the Company's NTA according to the Company's audited consolidated financial statements for the year ended as of December 31, 2023 (NTA of the company as of December 31, 2023 is equal to THB 9,763.30 million), and when including other assets and services type of transactions with SPI or related persons of SPI in six months prior entering into this transaction, the total transaction size, which also includes the disposition transaction of TNLX's shares to SPI (details set out in Enclosure 4), proposed to be considered and approved by the Annual General Meeting of Shareholders No. 50 held concurrently, will be 7.58 percent of the Company's NTA. Therefore, the Transaction size is more than or equal to THB 20 million or more than 3 percent of the Company's NTA, whichever number is higher, the Company must obtain approval from the Board of Directors of the Company. The Company must also prepare and report the information memorandum on such Transaction to the SET according to the Notifications on Connected Transactions and must obtain approval from the shareholders' meeting by receiving three-fourths of all votes of shareholders attending the meeting and entitled to vote, excluding shareholders who have a conflict of interest in the Transaction. In addition, the Company must also appoint an independent financial advisor (IFA) certified by the SEC to provide opinions concerning the connected transactions of the Company.

Furthermore, the Board of Directors' Meeting of the Company resolved to propose to the Annual General Meeting of Shareholders to consider and authorize the Executive Committee or the Chief Executive Officer or the person authorized by the Executive Committee or the Chief Executive Officer to perform actions in the following matters.

- (a) To consider and take any actions necessary to define and/or amend other relevant details related to the Transactions as appropriate and in accordance with application notifications, regulations, or laws;
- (b) To contact, negotiate, enter into, sign, and amend agreements, application documents, waiver requests, notices, and evidence as necessary and relating to the Transactions including the share sale and purchase agreement relevant to the Transactions. The amendment must be made within the framework approved by the meeting and is an amendment that does not significantly affect decision-making;
- (c) To undertake any necessary and relevant actions to ensure that the Transaction are completed, including appointing and delegating authority to other suitable persons to carry out the aforementioned actions.

The details about the Transaction are set out in Information Memorandum regarding the acquisition of ordinary shares in Oxygen Asset Company Limited from Saha Pathana Inter-Holding Public Company Limited which is a connected person of the Company

(Translation)

(Enclosure 5) in the invitation letter which was sent to the shareholders 14 days before the meeting date.

The Chairman gave an opportunity for shareholder questions, but no question was posed by any shareholder. It was thereby submitted to the meeting for consideration.

**A resolution** This agenda must be approved by the votes of not less than three-quarter (3/4) of total votes of the shareholders attending the meeting and having the voting rights, excluding the votes of interested shareholders. According to the Company's list of shareholders as of March 26, 2024, which is the Record date, the list of interested shareholders who have no right to vote for this agenda are disclosed in the Enclosure of this minute of the shareholders' meeting.

After consideration, the meeting approved the acquisition of OXA from SPI which is a connected party and approved the delegation to the Executive Committee or the Chief Executive Officer or the person authorized by the Executive Committee or the Chief Executive Officer to have the power as aforementioned by unanimous vote out of total votes of the shareholders attending the meeting and having the voting rights, excluding the votes of interested shareholders which shown in the Enclosure as follows;

Total Number	61	shareholders	Total Number	162,097,978	votes	
Approvals	61	shareholders	Total Number	162,097,978	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

**Prior to the commencement of Agenda 11** there was no additional shareholders.

**Agenda 11** **To consider and approve amendments to the Articles of Association of the Company in Clauses 28, 34, 39, and 56 regarding methods for electronic media advertising.**

The Chairman assigned Ms. Wichitra Adisakdacha, the Assistant Company Secretary, to provide the information to the meeting.

The Assistant Company Secretary informed the meeting that To be in accordance with the amendments to the Public Limited Companies Act, (No. 4) B.E. 2022. Therefore, it is deemed appropriate to amend the Articles of Association of the Company in Clauses 28, 34, 39, and 56 as follows.

<b>Previous Articles of Association</b>	<b>New Articles of Association (Propose an amendment)</b>
Article 28. In calling a meeting of the directors, the Chairman of the Board or a person assigned by the Chairman of the Board shall send a meeting notice to the directors at least seven (7) days before the meeting date, except	Article 28. In calling a meeting of the Board of Directors, the Chairman of the Board or a person assigned by the Chairman of the Board shall send a meeting notice to the directors at least seven (7) days before the

(Translation)

Previous Articles of Association	New Articles of Association (Propose an amendment)
<p>in cases of urgent necessity to preserve the rights or benefits of the company, in which case the meeting can be notified by other means and the meeting date can be set earlier than normally prescribed.</p> <p>The venue to be used for the meeting under paragraph one is to be in the area where the company's head office or branch office is located or any other place as the Board may designate.</p>	<p>meeting date, except in cases of urgent necessity to preserve the rights or benefits of the company whereby notice of <b><i>the meeting appointment may be sent by electronic means or any other means</i></b> and the meeting date set sooner than normally prescribed.</p> <p>The venue to be used for the meeting under paragraph one is to be in the area where the company's head office or branch office is located or <del>any other place as the Board may designate.</del> <b><i>any other place in the Kingdom. In the case of a meeting via electronic media, the location of the Company's head office of the meeting.</i></b></p>
<p>Article 34. In calling a shareholders' meeting, the Board of Directors shall prepare a meeting invitation letter specifying the venue, date, time, agenda and matters to be presented to the meeting, together with reasonable details, clearly indicating that it is a matter to be presented for information, for approval or consideration, as the case may be, including the opinions of the Board on such matters and sent to shareholders and the registrar not less than seven (7) days before the meeting date. Notice of the meeting shall be advertised in the newspaper for three (3) consecutive days and not less than three (3) days before the meeting date.</p> <p>The venue used for the meeting according to paragraph one is to be in the area where the Company's head office is located or any other place as determined by the Board.</p>	<p>Article 34. In calling a shareholders' meeting, the Board of Directors shall prepare a meeting invitation letter specifying the venue, date, time, agenda and matters to be presented to the meeting, together with reasonable details, clearly indicating that it is a matter to be presented for information, for approval or consideration, as the case may be, including the opinions of the Board on such matters and deliver it to shareholders and the Registrar not less than seven (7) days before the meeting date. The notice of the meeting must be advertised in newspapers or <b><i>through electronic media in accordance with the criteria specified by the Registrar</i></b> for three (3) consecutive days not than three (3) days before the meeting date.</p> <p>The location of the meeting under paragraph one shall be in the area where the Company's head office is located or any other place <b><i>in the Kingdom</i></b> as determined by the Board.</p> <p><b><i>In case of a meeting via electronic media, the location of the Company's head office shall be considered the location of the meeting.</i></b></p>
<p>Article 39. The Chairman of the shareholder's meeting has the duty to control the meeting in accordance with the Company's Articles of</p>	<p>Article 39. The Chairman of the shareholder's meeting has the duty to control the meeting in accordance with the Company's Articles of</p>

(Translation)

Previous Articles of Association	New Articles of Association (Propose an amendment)
<p>Association related to meetings. In this regard, the meeting must be conducted in accordance with the order, rules, and agenda specified in the meeting notice, unless the meeting resolves to change the order of the agenda with a vote of not less two-thirds (2/3) of the number of shareholders present at the meeting.</p> <p>When the meeting has completed its consideration of matters as per the first paragraph, shareholders whose shares total not less than one-third (1 / 3 ) of the total number of shares sold may ask the meeting to consider matters other than those specified in the meeting notice.</p> <p>In the event that the meeting does not complete its consideration of matters in order of the agenda according to paragraph one, or does not complete consideration of matters raised by shareholders in accordance with paragraph two, as the case may be, and it is necessary to postpone consideration, the meeting shall determine the venue, date and time of the next meeting and the Board of Directors shall send a meeting invitation letter specifying such venue, date, time, and agenda to shareholders not less than seven (7) days before the meeting date, provided that the meeting invitation notice shall be advertised in the newspaper for three (3) consecutive days and not less than three (3) days before the meeting date.</p>	<p>Association related to meetings. In this regard, the meeting must be conducted in accordance with the order, rules, and agenda specified in the meeting notice, unless the meeting resolves to change the order of the agenda with a vote of not less two-thirds (2/3) of the number of shareholders present at the meeting.</p> <p>When the meeting has completed its consideration of matters as per the first paragraph, shareholders whose shares total not less than one-third (1 / 3 ) of the total number of shares sold may ask the meeting to consider matters other than those specified in the meeting notice.</p> <p>In the event that the meeting does not complete its consideration of matters in order of the agenda according to paragraph one, or does not complete consideration of matters raised by shareholders in accordance with paragraph two, as the case may be, and it is necessary to postpone consideration, the meeting shall determine the venue, date and time of the next meeting and the Board of Directors shall send a meeting invitation letter specifying such venue, date, time, and agenda to shareholders not less than seven (7) days before the meeting date, provided that the meeting invitation notice <b><i>shall be advertised in the newspaper or via electronic media according to the criteria specified by the Registrar</i></b> for three (3) consecutive days and not less than three (3 ) days before the meeting date.</p>
<p>Article 56. Dividend payment is divided according to the number of shares, each share equally.</p> <p>Payment of dividends must be made within one (1 ) month from the date of the shareholders' meeting or the Board of Directors passed the resolution, as the case may be. The notice of dividend payment must be notified in writing to shareholders and also advertised in the newspaper for three (3) consecutive days.</p>	<p>Article 56. Dividend payment is divided according to the number of shares, each share equally.</p> <p>Payment of dividends must be made within one (1 ) month from the date of the shareholders' meeting or the Board of Directors passed the resolution, as the case may be. The notice of dividend payment must be notified in writing to shareholders and also <b><i>advertised in the newspaper or via electronic media</i></b></p>

(Translation)

Previous Articles of Association	New Articles of Association (Propose an amendment)
	<i>according to the criteria specified by the registrar</i> for three (3) consecutive days.

Furthermore, the Board of Directors' Meeting approved to propose to the shareholders' meeting to authorize the Executive Committee, the Chief Executive Officer, or the person authorized by the Executive Committee or the Chief Executive Officer to perform actions in amending the wording in the request form to the Articles of Association of the Company. In case the Public Company Registrar and/or any government agency orders amendments to certain words in the document. This includes necessary actions related to the amendments to the Articles of Association of the Company mentioned in all respects, but not limited to preparing, signing, delivering, and/or submitting applications, including preparing related documents, and contacting the Department of Business Development, Ministry of Commerce, Government agencies, or any persons for such purposes, etc.

The Chairman gave an opportunity for shareholder questions, but no question was posed by any shareholder. It was thereby submitted to the meeting for consideration.

**A resolution** This agenda must obtain approval from shareholders' meeting by receiving three-fourths (3/4) of all votes of shareholders attending the meeting and entitled to vote.

After consideration, the meeting approved the amendments to the Articles of Association of the Company in Clauses 28, 34, 39, and 56 regarding methods for electronic media advertising by unanimous votes out of the total votes representing the attending shareholders with the voting rights as follows:

Total Number	71	shareholders	Total Number	295,117,126	votes	
Approvals	71	shareholders	Total Number	295,117,126	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	-
Abstentions	0	shareholders	Total Number	0	votes	-
Spoilt ballot	0	shareholders	Total Number	0	votes	-

**Prior to the commencement of Agenda 12** there was no additional shareholders.

**Agenda 12** Others (if any)

The Chairman assigned the Company Secretary to provide opportunities for shareholders or proxies to ask questions at the meeting. Shareholders and proxies asked questions and expressed opinions as follow:

Mrs. Kasina Srisa-an, representing proxies from the Thai Investors	:	Since the Company has operated successfully in the fashion, clothing, and leather business, and has now restructured to include operations in lending, asset management, and
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(Translation)

Association, attended the meeting at the meeting room.	NPA/NPL management, I would like to know how the company plans its strategy and how prepared the Company's personnel are.
Mr. Yotsakorn Srisuksawadi Chief Investment Officer	<p>: New businesses are still in their early stages, but they are not entirely new to the company. OXA's collateralized lending business has an outstanding loan portfolio of approximately 6,000 million baht, with potential debtors totaling approximately 11,000 million baht in collateral value. OXA's gross profit (Net Interest Margin: NIM) is 6 percent, and the net profit margin (Net Margin) from this business exceeds 20 percent. The company has implemented processes and a lending system similar to that of a financial institution, ensuring its potential, stability, and future growth.</p> <p>The same holds true for the asset management business, which although just beginning, manages approximately 3,800 million baht in total debt and operates in a growing industry. By addressing the bad debt issues of financial institutions, this business contributes to overall economic advancement. Moreover, in terms of operating results, this business also has the opportunity to achieve a net profit margin no less than that of the lending business.</p> <p>Furthermore, the company boasts experienced executives and teams, along with new business capabilities, to effectively manage these ventures. Therefore, we are confident that these new businesses will experience growth and stability in the future.</p>

The Chairman provided an opportunity for shareholders to pose questions or submit suggestions to the meeting. As no person made any further proposal and there was no questions from any shareholder, the Chairman was invited to deliver closing remarks.

The Chairman informed the meeting that, on behalf of the Board of Directors, would like to thank all shareholders for the time sacrifices they had made to attend this meeting and declared the meeting closed.

Meeting Closed 17.48 hours

*Thamarat Chokwatana*  
(Mr. Thamarat Chokwatana)  
Chairman of the Meeting

Recorder

*Yotsakorn Srisuksawadi*  
(Mr. Yotsakorn Srisuksawadi)  
Company Secretary

(Translation)

Minutes of the Annual General Meeting of Shareholders No. 50

**Enclosure 1**

**The list of the interested shareholders who have no right to vote for Agenda 9**

The following shareholders are the interested shareholders considering the related agenda of the disposal of ordinary shares in TNLX Company Limited, a subsidiary of the Company, to connected persons.

Agenda 9.1 The disposition of TNLX to ICC

The interested shareholders	Number of shares holding in the Company (shares)	Percent of issued and sold shares of the Company (percent)	Relationship
Saha Pathana Inter-Holding Public Company Limited	125,535,000	42.19	A major shareholder of ICC.
I.C.C. International Public Company Limited	19,135,709	6.28	Interested person for this transaction.
I.D.F. Company Limited	1,217,391	0.40	A major shareholder of ICC.
Mr. Thamarat Chokwatatna	362,637	0.12	Director and managing director of ICC.
Mr. Boonkiet Chokwatatna	717,391	0.24	Director of ICC.
Mr. Thipaporn Chokwatana	22,669	0.01	Person under Section 258 of Mr. Boonkiet Chokwatatna
Trika Company Limited	1,549	0.00	Person under Section 258 of Mr. Boonkiet Chokwatatna

Agenda 9.2 The disposition of TNLX to BSC

The interested shareholders	Number of shares holding in the Company (shares)	Percent of issued and sold shares of the Company (percent)	Relationship
BSC So-In Company Limited	934,443	0.31	Interested person for this transaction.
Mr. Thamarat Chokwatatna	362,637	0.12	A major shareholder of BSC.

(Translation)

*Minutes of the Annual General Meeting of Shareholders No. 50*

Agenda 9.3 The disposition of TNLX to SPI

The interested shareholders	Number of shares holding in the Company (shares)	Percent of issued and sold shares of the Company (percent)	Relationship
Saha Pathana Inter-Holding Public Company Limited	125,535,000	42.19	Interested person for this transaction.
Yi Yong Tian Tai BSC Company Limited	2,943,500	0.97	Person under Section 258 of Mr. Boonsithi Chokwatatna (Director of SPI)
Mr. Boonkiet Chokwatatna	717,391	0.24	Director of SPI.
Mr. Thipaporn Chokwatana	22,669	0.01	Person under Section 258 of Mr. Boonkiet Chokwatatna
Trika Company Limited	1,549	0.00	Person under Section 258 of Mr. Boonkiet Chokwatatna
Mr. Boonchai Chokwatatna	6,000	0.00	Director of SPI.
Ms. Ladda Chokwatatna	8,000	0.00	Person under Section 258 of Mr. Boonchai Chokwatatna
Ms. Kesara Sumkanjanaruk	71,739	0.02	Executive of SPI.
Mr. Vorayos Thongtan	405,000	0.13	Executive of SPI.
Ms. Suthida Jongjenkit	308,300	0.10	Executive of SPI.



(Translation)

Minutes of the Annual General Meeting of Shareholders No. 50

**Enclosure 2**

**The list of the interested shareholders who have no right to vote for Agenda 10**

The following shareholders are the interested shareholders considering the related agenda of the acquisition of ordinary shares in Oxygen Asset Company Limited from Saha Pathana Inter-Holding which is a connected person of the Company.

The interested shareholders	Number of shares holding in the Company (shares)	Percent of issued and sold shares of the Company (percent)	Relationship
Saha Pathana Inter-Holding Public Company Limited	125,535,000	42.19	Interested person for this transaction.
Yi Yong Tian Tai BSC Company Limited	2,943,500	0.97	Person under Section 258 of Mr. Boonsithi Chokwatatna (Director of SPI)
Mr. Boonkiet Chokwatatna	717,391	0.24	Director of SPI.
Mr. Thipaporn Chokwatana	22,669	0.01	Person under Section 258 of Mr. Boonkiet Chokwatatna
Trika Company Limited	1,549	0.00	Person under Section 258 of Mr. Boonkiet Chokwatatna
Mr. Boonchai Chokwatatna	6,000	0.00	Director of SPI.
Ms. Ladda Chokwatatna	8,000	0.00	Person under Section 258 of Mr. Boonchai Chokwatatna
Ms. Kesara Sumkanjanaruk	71,739	0.02	Executive of SPI.
Mr. Vorayos Thongtan	405,000	0.13	Executive of SPI.
Ms. Suthida Jongjenkit	308,300	0.10	Executive of SPI.

## Document for Agenda Item 5


## Curriculum vitae of persons nominated for the election of Directors to replace those who retire

1. **Name-Surname** : Mrs. Lapika Sasanavin
- Age** : 45 years old
- Nationality** : Thai
- Education** : - Master of Business Administration (MBA),  
Sasin School of Management,  
Chulalongkorn University
- MS in Facilities Management, Pratt  
Institute, USA
- Advance Graduate Certificate in Real Estate,  
New York University, USA
- B. Arch in Architecture (International  
Program), King Mongkut's University of  
Technology Thonburi
- Director's training program** : - Director Certification Program (DCP) 344/2022  
Thai Institute of Directors Association (IOD)
- Other Training program** : - PPP Executive Leadership Program, PPP Leadership Academy Year 2022
- RE100: Compilation of Real Estate Laws Year 2021
- The International Investment Forum Year 2019
- E3: Engage Empower and Execute Year 2019
- Leadership Development Program Year 2016
- Position in the Company** : - Directors
- Executive Director
- Corporate Governance, Risk Management and Sustainability  
Committee Member
- Years of being the Company's  
Director** : 2 years (being the Company's Director since December 7<sup>th</sup>, 2022)
- Years in total until end of this  
tenure** : 2 years
- Shareholding (including  
shares held by spouse and  
children who have not  
attained legal age)** : -None-
- Experiences (excluding the Company's subsidiaries)**



Listed Companies		Other Companies (Non-listed companies)	Position in Competitive Business / Related to the Company's Business
Qty	Type of Directors / Executives		
1	2020 - Present Senior Vice President – Business Development BTS Group Holdings Public Company Limited	13	-None-

- Meeting Attendance in 2024** : - Board of Directors 11/11 Time  
- Executive Director Committee 14/14 Time  
- Corporate Governance, Risk Management and Sustainability Committee 2/2 Time  
- Annual General Meeting of Shareholders 1/1 Time
- Specialization** : Accounting and Finance, Business Administration, Organization Management, Real Estate Business
- Director Nomination Type** : The Company's Director, Executive Director, Corporate Governance, Risk Management and Sustainability Committee Member and Authorized Director who was considered by Nomination and Remuneration Committee and the Board of Directors
- Prohibited Characteristic** : No record of criminal charges in relation to offence relating to property committed dishonestly.
- Holding position in other businesses or organizations In the past year that had a significant impact on time dedication.** : -None-

- |  |  |   |
|--|--|---|
| <b>2. Name-Surname</b>                           | : Ms. Chawadee Rungruang   |  |
| <b>Age</b>                                       | : 47 years old   |   |
| <b>Nationality</b>                               | : Thai   |   |
| <b>Education</b>                                 | : - Master of Business Administration,<br>Chulalongkorn University<br>- Bachelor's Degree of Accounting,<br>Chulalongkorn University   |   |
| <b>Director's training program</b>               | : - Director Certification Program (DCP) 342/2023<br>- Thai Institute of Directors Association (IOD)   |   |
| <b>Other Training program</b>                    | : - Professional Accountant Certificate (PAC) 1/2024, Thailand federation of<br>accounting professions (TFAC)<br>- ESG Integration for Sustainable Business Success Year 2023,<br>Thai Institute of Directors Association (IOD)<br>- Best Practices for Reporting and Disclosure for Directors and Executives<br>Year 2023, Thai Institute of Directors Association (IOD)<br>- Corporate Value Enhancement via Risk Management Year 2023,<br>The Stock Exchange of Thailand<br>- Guidelines for Enhancing the Quality of Financial Reporting for Listed<br>Companies Year 2023, Thai Listed Companies Association<br>- Economic Update for CFO Year 2023, Thai Listed Companies Association<br>- Accounting Standards Related to ESG Securities Issuance Year 2023, Thai<br>Listed Companies Association<br>- ESG Bond Course: Issuance of Sustainable Debt Instruments in 2024, Thai<br>Listed Companies Association<br>- Revising Regulations for Material Transactions (MT) and Related Party<br>Transactions (RPT) of Listed Companies in 2024, The Stock Exchange of<br>Thailand<br>- MD&A Course: How to Write an Engaging Management Discussion &<br>Analysis in 2024, Thai Listed Companies Association<br>- Financial Reporting Standards 2024 and Key Accounting Issues for Listed<br>Companies in 2024, The Stock Exchange of Thailand<br>- CAD Digital Conference 2024: NEXT-GEN ACCOUNTING Digital and AI<br>Integration Year 2024, SCG<br>- TLCA CFO Professional Development Program (TLCA CFO CPD) No. 8/2023,<br>Thai Listed Companies Association<br>- E-Learning CFOs Orientation Course for New IPOs, Year 2023, The Stock<br>Exchange of Thailand<br>- Strategic and Appreciative Business Development Program (The Master),<br>Year 2022 Institute of Strategic and Appreciative Business Thailand (iSAB)<br>- TLCA Executive Development Program, Year 2013 (EDP12), Thai Listed<br>Companies Association<br>- Strategic CFO in Capital Markets Program, Year 2018, Securities Institute<br>(TSI), The Stock Exchange of Thailand |   |
| <b>Position in the Company</b>                   | : - Director   |   |
| <b>Years of being the<br/>Company's Director</b> | : 2 years (being the Company's Director since December 7 <sup>th</sup> , 2022)   |   |

**Years in total until end of this tenure** : 2 years

**Shareholding (including shares held by spouse and children who have not attained legal age)** : -None-

**Experiences (excluding the Company's subsidiaries)**

Listed Companies		Other Companies (Non-listed companies)	Position in Competitive Business / Related to the Company's Business
Qty	Type of Directors / Executives		
1	2023 - Present Chief Financial Officer BTS Group Holdings Public Company Limited	2	-None-

**Meeting Attendance in 2024** : - Board of Directors 11/11 Time  
- Annual General Meeting of Shareholders 1/1 Time

**Specialization** : Finance and Investment, Accounting, Organization Management

**Director Nomination Type** : The Company's Director and Authorized Director who was considered by Nomination and Remuneration Committee and the Board of Directors

**Prohibited Characteristic** : No record of criminal charges in relation to offence relating to property committed dishonestly.

**Holding position in other businesses or organizations In the past year that had a significant impact on time dedication.** : -None-

3. **Name-Surname** : Mr. Yotsakorn Srisuksawadi
- Age** : 40 years old
- Nationality** : Thai
- Education** : - Master's degree of Business Administration (MBA - Finance) - Kellogg School of Management, Northwestern University, United States
- Bachelor's degree of Arts in Economics (International Program), - Thammasat University
- Director's training program** : - Company Secretary Program (CSP) 146/2024, Thai Institute of Directors Association (IOD)
- Director Certificate Program (DCP) 359/2024, Thai Institute of Directors Association (IOD)
- Risk Management Program for Corporate Leaders (RCL) 33/2023, Thai Institute of Directors Association (IOD)
- Other Training program** : - TLCA Executive Development Program (EDP20) Year 2020, Thai Listed Companies Association
- Position in the Company** : - Director
- Corporate Governance, Risk Management and Sustainability Committee Member
- Chief Investment Officer
- Years of being the Company's Director** : 1 years (being the Company's Director since April 22<sup>nd</sup>, 2024)
- Years in total until end of this tenure** : 1 years
- Shareholding (including shares held by spouse and children who have not attained legal age)** : 17,100 shares or 0.01%
- Experiences (excluding the Company's subsidiaries)**



Listed Companies		Other Companies (Non-listed companies)	Position in Competitive Business / Related to the Company's Business
Qty	Type of Directors / Executives		
-None-	-None-	2	-None-

- Meeting Attendance in 2024** : - Board of Directors 8/8 Time
- Corporate Governance, Risk Management and Sustainability Committee Member 2/2 Time

- Specialization** : Business Strategic Management, Investment, Accounting and Finance, Organization Management

- Director Nomination Type** : The Company's Director, Corporate Governance, Risk Management and Sustainability Committee Member and Authorized Director who was considered by Nomination and Remuneration Committee and the Board of Directors
- Prohibited Characteristic** : No record of criminal charges in relation to offence relating to property committed dishonestly.
- Holding position in other businesses or organizations In the past year that had a significant impact on time dedication.** : -None-

- 4. Name-Surname** : Mr. Nipon Poapongsakorn
- Age** : 76 years old
- Nationality** : Thai
- Education** : - Doctor of Economics, University of Hawaii, USA  
 - Master's degree (Economics cum laude), Middle Tennessee State University, USA  
 - Bachelor Degree of Economics (Hons), Faculty of Economics, Thammasat University
- Director's training program** : - Director Certification Program (DCP14/2002), Thai Institute of Directors Association (IOD)
- Other Training program** : - Certificate, Capital Market Academy, Class 10, The Stock Exchange of Thailand
- Position in the Company** : - Independent Director  
 - Chairman of Audit Committee  
 - Chairman of Corporate Governance, Risk Management and Sustainability Committee
- Years of being the Company's Director** : -None-
- Years in total until end of this tenure** : -None-
- Shareholding (including shares held by spouse and children who have not attained legal age)** : -None-
- Experiences (excluding the Company's subsidiaries)**



Listed Companies			Other Companies (Non-listed companies)	Position in Competitive Business / Related to the Company's Business
Qty	Type of Directors / Executives			
1	2017 - Present	Independent Director / Audit Committee Saha Pathana Inter-Holding Public Company Limited	7	-None-

- Meeting Attendance in 2024** : -None-
- Specialization** : Organization Management, Finance and Investment and Accounting
- Director Nomination Type** : The Company's Independent Director, Chairman of Audit Committee and Chairman of Corporate Governance, Risk Management and Sustainability Committee who was considered by Nomination and Remuneration Committee and the Board of Directors
- Prohibited Characteristic** : No record of criminal charges in relation to offence relating to property committed dishonestly.



**Holding position in other businesses or organizations In the past year that had a significant impact on time dedication.** : -None-

**Additional Qualifications for the Nominated Independent Director :**

<b>being/not being vested interests with any following items with company / parent company / affiliated / associated company / major shareholders or control person of the company at present or during the past two years</b>	
- Being / not being a director who take part in the management, an officer, employees or advisor who receives regular salary	-None-
- Being / not being professional service providers (e.g., auditors, legal advisors)	-None-
- Having / not having material business relationships with Company that may affect their independence (e.g., buying / selling of raw materials / goods / services /lending and borrowing)	-None-
- Being / not being a person who is closed relationship to executive or major shareholders of Company /subsidiary	-None-
- Being / not being a director who was appointed for the representative of Company's Director, major shareholders or shareholders who's connected person of major shareholders	-None-

### **Definition of Independent Director**

**“Independent Director” of the Company** means a person having all the qualifications and independence prescribed under the Rules of the Capital Market Supervisory Board.

1. Holding not more than 1 percent of total voting shares of company or its parent company, its subsidiary company, its associate companies, its major shareholder or controlling person of the company. Including stocks held by connected persons of the independent directors.

2. Not being or never been board member who participated in management, employee, staff, advisor who receives regular salary or a controlling person of the company, its parent company, its subsidiaries, its associated companies, same-level subsidiaries, major shareholders or controlling person of the company, except where such factor had lapsed for a period of not less than two years prior to the date of appointment as an independent director, excluding independent director who ever be government official or advisor for government service which is major shareholder or controlling person of the company.

3. Not being a person related by blood or legal registration, such as father, mother, spouse, sibling and child, including spouse of the children, management, major shareholders, controlling person, or persons to be nominated as management or controlling person of company or its subsidiaries.

4. Not having or never had a business relationship with company, its parent company, its subsidiaries, its associated companies, its major shareholder or controlling person, in the manner that may interfere with his independent judgment, or is not or has not ever been substantial shareholder, a controlling person of any person having business relationship with company, its parent company, its subsidiaries, its associated companies, major shareholder or a controlling person of the company except the foregoing relationship has ended for more than 2 years prior to the appointment as an independent director.

The term “business relationship” aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the company or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of capital market supervisory board Re. Disclosure of Information and Act of Listed Companies concerning the Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of a year prior to the date on which the business relationship with the person commences.

5. Not being or never been an auditor of the Company, its parent company, its subsidiaries, its associated companies, major shareholder or a controlling person of company and not being a substantial shareholder, a controlling person or managing partner of an audit office which employs auditors of the company, its parent company, its subsidiaries, its associated companies, major shareholder or a controlling person of the company, except where such factor had lapsed for a period not less than two years prior to the appointment as an independent director.

6. Not being or never been any professional advisor including legal or financial advisor who receives an annual service fee exceeding Baht 2 million from company, its parent company, its subsidiaries, its associated companies, major shareholder or a controlling person of the company and not being a substantial

shareholder, a controlling person or partner of the professional advisor unless the foregoing relationship has ended for more than 2 years, prior to the appointment as an independent director.

7. Not being a representative of company director or its major shareholder or a shareholder who is related to company's major shareholder.

8. Not operate business had identical character and compete with the company or its subsidiaries, or not being a significant partnership or an executive director, employee, staff, advisor who receives regular salary, and not holding share more than 1 percent of total voting shares of the company which operate business had identical character and compete with the company or its subsidiaries.

9. Not having characteristics which lead to incapable of expressing independent opinions regarding company's business.

After appointed to be independent director who qualifies as stated above, such independent director may be assigned by the Board of Directors for taking part in the business decisions of the Company, its parent company, its subsidiaries, its associated companies, same level subsidiaries, major shareholder or controlling person of the company on the condition that such decision must be a collective one.

**Details of the Company's Independent Directors proposed by the Company to act as proxies from shareholders.**

**1. Name** : **Mr. Pravej Ongartsittikul**  
**Position in the company** : Independent Director and  
Chairman of the Board of Directors  
**Age** : 68 years old  
**Nationality** : Thai  
**Address** : No. 530 Bang Phongphang,  
Yan Nawa, Bangkok 10120.  
**Vested special interest in every agenda** : -None-



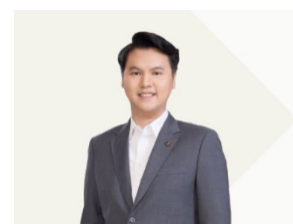
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**2. Name** : **Ms. Chosri Kietkajornkul**  
**Position in the company** : Independent Director and  
Audit Committee Member  
**Age** : 61 years old  
**Nationality** : Thai  
**Address** : No. 530 Bang Phongphang,  
Yan Nawa, Bangkok 10120.  
**Vested special interest in every agenda** : -None-



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**3. Name** : **Mr. Vittawat Panpanich**  
**Position in the company** : Independent Director and  
Audit Committee Member  
**Age** : 42 years old  
**Nationality** : Thai  
**Address** : No. 530 Bang Phongphang,  
Yan Nawa, Bangkok 10120.  
**Vested special interest in every agenda** : -None-



## **Articles of the Company pertaining to the Annual General Meeting of Shareholders**

### **Shareholder-Meetings**

**Article 33** The Board of Directors shall be arranged the shareholders' meeting within a period of four (4) months since the ending date of fiscal year of the company.

The other meeting other than the said shall be called extraordinary shareholders' meeting.

The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriately.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold, may by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by no.36 and no.37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

**Article 34** In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders and registrar of public limited company for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

**Article 35** The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an annual general meeting.

**Article 36** At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

**Article 37** At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in the Article and if such shareholders meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

**Article 38** The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

**Article 39** The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

**Article 40** Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

**Article 44** The affairs to be carried out by the annual general meeting are as follows:

1. Review on the operations of the Company in the previous year;
2. Approval of Balance Sheet and Statement of Income
3. Appropriation of profits;
4. Election of new directors to replace retiring directors;
5. Appointment of auditor and fixing of auditing fee;
6. Other matters.

### **Proxy and Voting**

**Article 41** The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointing the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

**Article 42** Any shareholder having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors.

If there is a tie vote, the Chairman of the meeting shall have a casting vote.

**Article 43** In casting a vote, one share is equal to one vote.

A resolution of the shareholder meeting shall consist of the following votes.

1. In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
2. In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
  - a. the sale or transfer of the whole or material parts of the business of the Company to other persons;
  - b. the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - c. the conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
  - d. the amendment of the Memorandum or Articles of Association of the Company;
  - e. the increase and reduction of a capital or issuance of debentures of the Company
  - f. the amalgamation or dissolution of the Company.

### **Dividends and Reserve Fund**

**Article 55** No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.

**Article 56** Dividends shall be distributed according to the number of shares at an equal amount each. Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

**Article 57** The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.

**Article 58** The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

### **Directors' Qualifications, Election and Retired of Directors.**

**Article 18** The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom.

The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman.

Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

**Article 19** The directors shall be natural persons and shall

1. be sui juris;
2. not be bankrupt, incompetent or quasi-incompetent
3. have never been imprisoned on the final judgement of a court for an offense related to property committed with dishonest intent;
4. have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

**Article 20** The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures:

1. A shareholder shall have one vote for one share
2. Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number.
3. The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the



shareholder meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote.

**Article 21** At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who has held office the longest shall retire. A director who retires from office may be re-elected:

**Article 30** No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business is undertaken for his or her or other persons' benefits unless he or she had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

#### **Directors' Remuneration**

**Article 32** No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

#### **Auditors' Qualification, appointment, Audit fee and Auditor Attendance in The Shareholder Meetings**

**Article 49** An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

**Article 50** An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.

**Article 51** A remuneration of an auditor shall be determined by a shareholder meeting.

**Article 54** An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

**Documents and evidence that must be presented by attendees prior to attend the meeting and regulation for the meeting.**

The registration of the Annual General Meeting of Shareholder No. 51 of Thanulux Public Company Limited will be conducted using a Barcode system. Therefore, for convenience in the registration process, shareholders and proxies attending the meeting are requested to **bring the Meeting Notification Form with the Barcode** on the meeting day.

So as to promote transparency, fairness and benefits for shareholders. The Company considers appropriate to impose procedures on review of documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting as follows:

**1. Documents of the attended person must present for attending the meeting.**

**For individuals**

(1) The shareholder who will attend the meeting by himself/herself

Is required to present an Identification Card (ID card) or Government officer Card or a Passport to the officer for registration of attendance.

(2) The shareholder who has appointed an authorized person to attend the meeting.

- The Proxy Form attached together with the Notice of the meeting or the form specified by the Ministry of Commerce: Form A, or Form B only one of these two Proxy Forms, which you may download from the company's website ([www.tnl.co.th](http://www.tnl.co.th)) and shall completely fill in and sign by Grantor and Grantee.
- Copy of Identification Card (ID card) or Government officer Card or a Passport of the Grantor with the certification of true copy
- Copy of Identification Card (ID card) or Government officer Card or a Passport of the Grantee with the certification of true copy

**For juristic person**

(1) The shareholder who has appointed an authorized person to attend the meeting.

- The Proxy Form attached together with the Notice of the meeting or the form specified by the Ministry of Commerce: Form A, or Form B only one of these two Proxy Forms, which you may download from the company's website ([www.tnl.co.th](http://www.tnl.co.th)) and shall completely fill in and sign by Grantor and Grantee.
- Copy of Company Affidavit (issued not over 6 months before the meeting date) which certifies true copy by the authorized persons of the Grantor and affix the company's seal (if any)
- Copy of Identification Card (ID card) or Government officer Card or a Passport of the Grantor with the certification of true copy
- Copy of Identification Card (ID card) or Government officer Card or a Passport of the Grantee with the certification of true copy

- (2) In case of the shareholders is the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares.
- The Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce: Form A, Form B or Form C and duly execute only one of three Proxy Forms, alternatively you may download from the company's website ([www.tnl.co.th](http://www.tnl.co.th)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are follows:
    - The power of attorney from shareholder assigned to custodian to sign in the Proxy Form.
    - The Confirm Letter to confirm that the person who signs in the Proxy Form is permitted to operate the custodian business.
  - Copy of Company Affidavit (issued not over 6 months before the meeting date) which certifies true copy by the authorized persons of the Grantor and affix the company's seal (if any)
  - Copy of Identification Card (ID card) or Government officer Card or a Passport of the Grantor with the certification of true copy
  - Copy of Identification Card (ID card) or Government officer Card or a Passport of the Grantee with the certification of true copy

**2. The regulations for the meeting**

- (1) In the General Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda.
- (2) Voting in every agenda is opened.
- (3) Vote casting is 1 share for 1 vote.

**Guidelines for attending.**

**Step for requesting via register**

**1. In case in person**

- 1 Document for register
- 2 Wait for inspector and register
- 3 Received a ballot

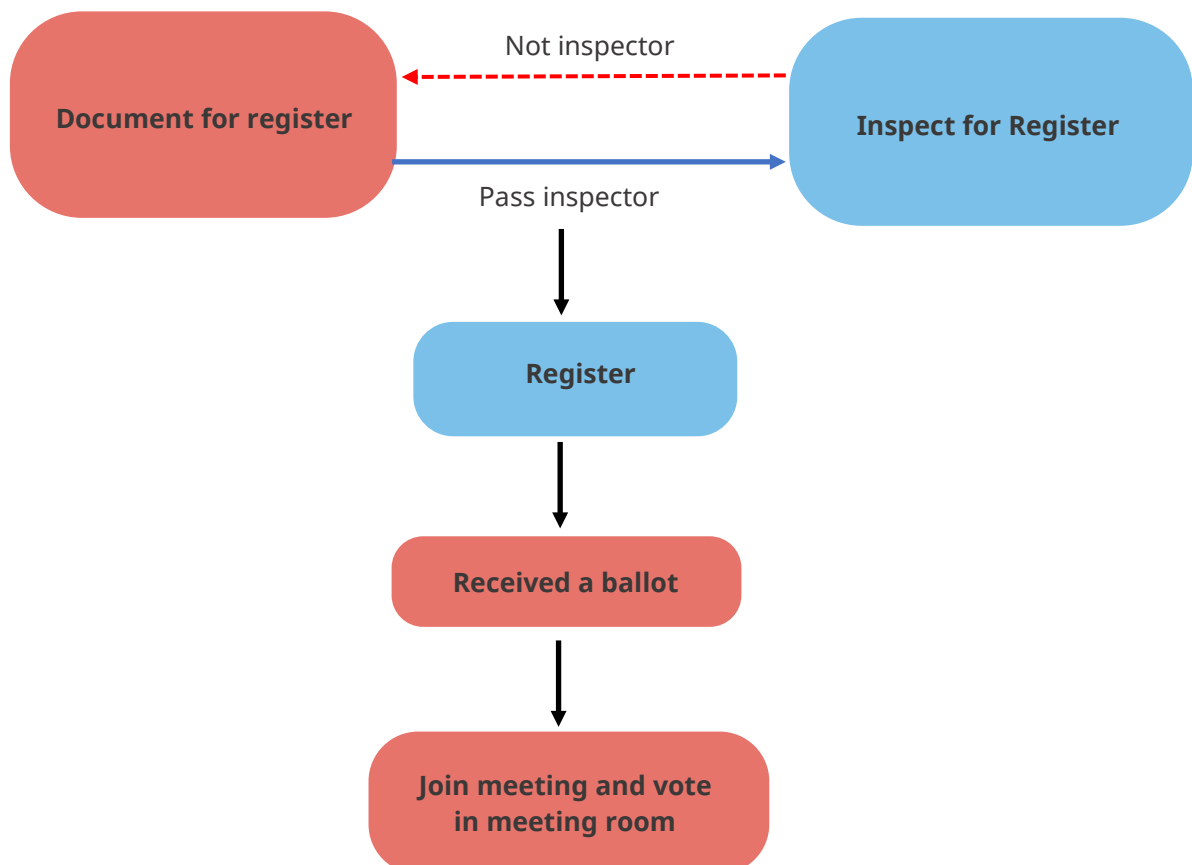
**2. In case in proxy**

- 1 Document for inspector
- 2 Wait for inspector
- 3 Document for register
- 4 Wait for register
- 5 Received a ballot

3. Join meeting in meeting room

4. vote as they wish in ballot

**Diagram Showing the Steps for Attending the Meeting**



หนังสือมอบฉันทะ (แบบ ข.)

PROXY (Form B)

เขียนที่ .....  
Written at  
วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ .....  
I/We Nationality  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
With address at Road Sub-District  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ธนูลักษณ์ จำกัด (มหาชน)  
being a shareholder of Thanulux Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
holding the total amount of shares with the voting rights of votes as follows;  
หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Ordinary share shares with the voting rights of votes  
หุ้นบุริมสิทธิ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
preferred share shares with the voting rights of votes

(3) ขอมอบฉันทะให้  
Hereby appoint.

(1)  ..... อายุ ..... ปี  
Age Years  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
with address at Road Sub-District หรือ  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... or  
District Province Postal Code

(2)  นาย. ประเวศ. งามอาจสิทธิ์กุล อายุ 68 ปี  
Mr. Pravej Ongartsittigul Age 68 Years  
อยู่บ้านเลขที่ 530 ถนน ..... ตำบล/แขวง บางโพธิ์พวง .....  
with address at 530 Road Sub-District Bangpongpang หรือ  
อำเภอ/เขต ยานนาวา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120 ..... or  
District Yannawa Province Bangkok Postal Code 10120

(3)  น.ส. ชุศรี. เกียรติขจรกุล อายุ 61 ปี  
Miss Choosri Kietkajornkul Age 61 Years  
อยู่บ้านเลขที่ 530 ถนน ..... ตำบล/แขวง บางโพธิ์พวง .....  
with address at 530 Road Sub-District Bangpongpang หรือ  
อำเภอ/เขต ยานนาวา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120 ..... or  
District Yannawa Province Bangkok Postal Code 10120

(4)  นาย วิทวัส พันธุ์พานิช อายุ 42 ปี  
 Mr. Vittawat Panpanich Age 42 Years  
 อยู่บ้านเลขที่ 530 ถนน ตำบล/แขวง บางโพธิ์พอพง  
 with address at 530 Road Sub-District Bangpong pang หรือ  
 อำเภอ/เขต ยานนาวา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120 or  
 District Yannawa Province Bangkok Postal Code 10120

คนใดคนหนึ่งเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 51 ในวันจันทร์ที่ 28 เมษายน 2568 เวลา 16.00 น. ณ ห้องประชุม คิงบริดจ์ ฮอลล์ ชั้น 4 อาคารคิงบริดจ์ ทาวเวอร์ เลขที่ 989 ถนนพระราม 3 แขวงบางโพธิ์พอพง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders No. 51<sup>st</sup> to be held on Monday, April 28, 2025 at 16:00 hrs., at KingBridge Hall, 4<sup>th</sup> Floor, KingBridge Tower, No. 989, Rama 3 Road, Bangpong pang Sub-district, Yannawa District, Bangkok 10120 or such other date, time and place if the meeting is rescheduled.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 50 เมื่อวันที่ 22 เมษายน 2567  
 Agenda 1 To consider and certify the Minutes of the 50<sup>th</sup> Annual General Meeting of Shareholders held on Monday, April 22, 2024.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 2 รับทราบรายงานของคณะกรรมการบริษัทในรอบปีที่ผ่านมา  
 Agenda 2 To acknowledge of the Board's report in the preceding year  
 วาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการลงคะแนนเสียงในวาระนี้  
 This agenda is for acknowledgement; therefore, there is no voting for this agenda
- วาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2567  
 Agenda 3 To consider and approve the financial statements for the year ended on December 31, 2024
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain

- วาระที่ 4 พิจารณานุมัติการจัดสรรกำไร และการจ่ายเงินปันผล
- Agenda 4 To consider and approve the appropriation of profit and dividend payment
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy shall vote as per my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- 
- วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
- Agenda 5 To consider and approve the election of directors to replace those who retire by rotation
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy shall vote as per my/our intention as follows:
- การแต่งตั้งกรรมการทั้งชุด
- To elect directors as a whole
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- การแต่งตั้งกรรมการเป็นรายบุคคล
- To elect each director individually
- 5.1 นาง ลากิภา ศชนะาวิน
- Mrs. Lapika Sasanavin
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- 5.2 นางสาว ชวดี รุ่งเรือง
- Miss Chawadee Rungruang
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- 5.3 นาย ยศกร ศรีสุขสวัสดิ์
- Mr. Yotsakorn Srisuksawadi
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- 5.4 นาย นิพนธ์ พัวพงศกร
- Mr. Nipon Poapongsakorn
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- วาระที่ 6      พิจารณากำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2568
- Agenda 6**      To consider and approve the determination of remuneration for directors for the year 2025
- (ก)      ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A)      The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem
- (ข)      ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B)      The proxy shall vote as per my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                                      Disapprove                                      Abstain
- 
- วาระที่ 7      พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดจำนวนเงินค่าสอบบัญชี ประจำปี 2568
- Agenda 7**      To consider and approve the appointment of the auditor and fixing of the audit fee for the year 2025
- (ก)      ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A)      The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem
- (ข)      ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B)      The proxy shall vote as per my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                                      Disapprove                                      Abstain
- 
- วาระที่ 8      พิจารณาเรื่องอื่นๆ (ถ้ามี)
- Agenda 8**      To consider other matters (if any)
- (ก)      ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A)      The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem
- (ข)      ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B)      The proxy shall vote as per my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                                      Disapprove                                      Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

อากรแสตมป์  
Duty Stamp  
20 บาท  
20 Baht

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Shareholder  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ / Remark**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้  
The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclose

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.  
REGULAR CONTINUED PROXY FORM B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ธนูลักษณ์ จำกัด (มหาชน)

Authorization on behalf of the Shareholder of THANULUX PUBLIC COMPANY LIMITED.

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 51 ในวันจันทร์ที่ 28 เมษายน 2568 เวลา 16.00 น. ณ ห้องประชุม คิงบริดจ์ ฮอลล์ ชั้น 4 อาคารคิงบริดจ์ ทาวเวอร์ เลขที่ 989 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders No. 51<sup>st</sup> to be held on Monday, April 28, 2025 at 16:00 hrs at KingBridge Hall, 4<sup>th</sup> Floor, KingBridge Tower, No. 989, Rama 3 Road, Bangsongpang Sub-district, Yannawa District, Bangkok 10120 or such other date, time and place if the meeting is rescheduled.

วาระที่..... เรื่อง.....  
Agenda No. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                                      Disapprove                                      Abstain

วาระที่..... เรื่อง.....  
Agenda No. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                                      Disapprove                                      Abstain

วาระที่..... เรื่อง.....  
Agenda No. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                                      Disapprove                                      Abstain

- วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)  
 Agenda No. Re : To approve the appointment of directors (if any)

ชื่อกรรมการ.....

Name of Director

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ชื่อกรรมการ.....

Name of Director

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ชื่อกรรมการ.....

Name of Director

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ชื่อกรรมการ.....

Name of Director

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

## **Privacy Notice**

Thanulux Public Company Limited (the “**Company**”) realizes the importance of personal data protection and respects your privacy rights as a personal data subject. In order to comply with the Personal Data Protection Act, B.E.2562 (2019) (the “**PDPA**”), the Company would like to clarify the guidelines for personal data protection and the company will take measures to protect your personal data as well as prevent unauthorized use or for a purpose other than the primary purpose of collection.

### **1. Personal Data Collection and the Purpose of Collection**

The Company will collect, use, store, disclose and transfer the personal data you have provided to the Company, such as your first name-surname, address, phone number, identification number, video recording at the meeting throughout the meeting in order to perform the legal obligations required by law for the purposes of:

- Calling a meeting of shareholders as required by law.
- Sending the Annual Report (form 56-1 One Report) and/or other meeting documents to the shareholders.
- Disclosing the shareholder’s personal data to relevant agencies as required by law, for example as evidence supporting the preparation of meeting minutes.

Including any personal data appears on the identification card that you have given to the Company during the registration of the AGM, which the company needs to collect for the purposes of legal obligations, legal claims, and identifying the eligible shareholder before attending the meeting.

### **2. Personal Data Storage and Retention Period**

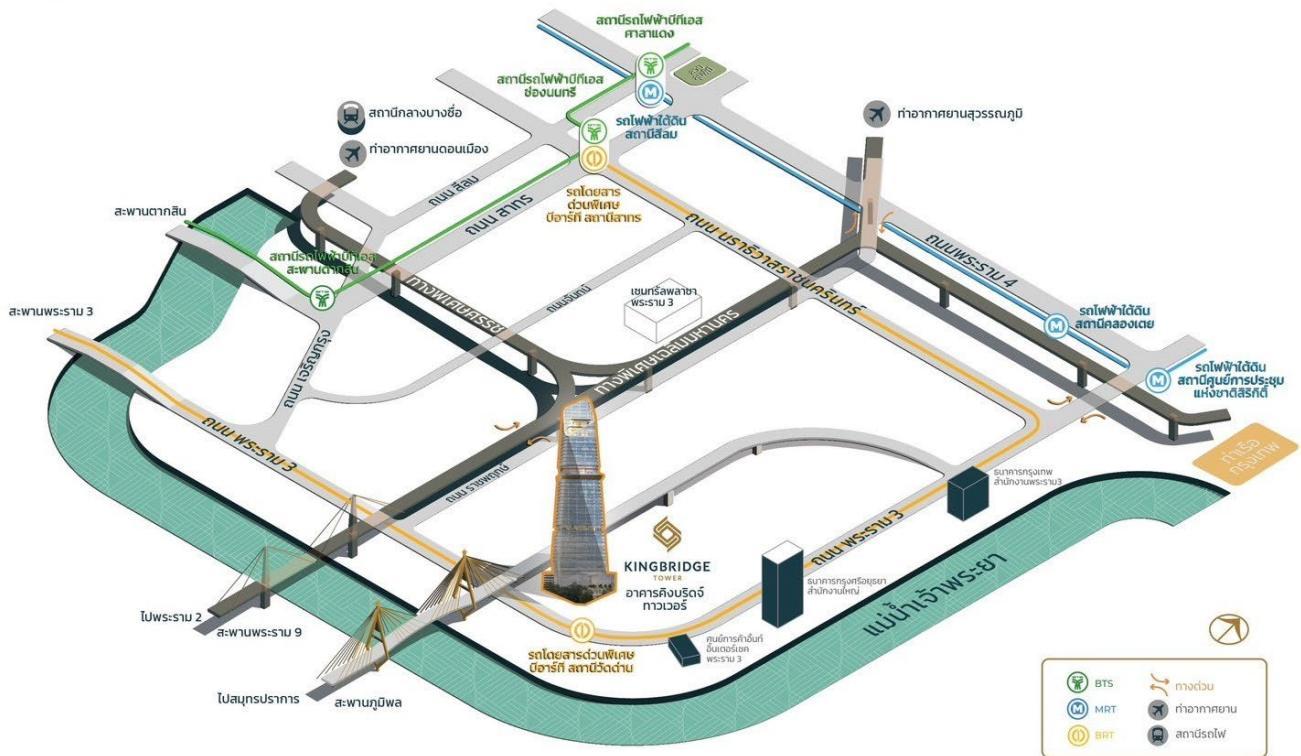
The Company will retain your personal data throughout the period of time in which your data is necessary for the processing of the above-mentioned purposes and for other legal compliance and claims.

### **3. Rights of the Personal Data Owner**

According to the PDPA B.E. 2562, as a personal data owner, you have the rights to request access to your personal data, obtain copies of your personal data, disclosure of the source of personal data obtained by the Company which you did not consent to, as well as the rights to rectify, transfer, suspend, erase, object to the processing of your personal data for any purpose other than the primary purpose of collection, or withdraw your consent given to the Company at any time.

Nonetheless, your request to exercise the rights to your personal data must be in accordance with the law and the Company may refuse your requested subject to exception by applicable laws.

**Map of the venue for the Annual General Meeting of Shareholders.**



**KingBridge Hall, 4<sup>th</sup> Floor, KingBridge Tower**

No. 989, Rama 3 Road, Bangpongpan Sub-district, Yannawa District, Bangkok 10120

Venue for the meeting : Bus number 14, 89, 205  
BRT Wat Dan Station

**Request Form for the 2024 Annual Report (form 56-1 One Report) in Document Format.**

To : Shareholders

The Company has prepared the Annual Report for the year 2024 (Form 56-1 One Report) in electronic version. Please scan QR Code, which appear below, to access the report



56-1 One Report

For the shareholders who require the printed version of Annual Report 2024 (Form 56-1 One Report) may request the document via email to [comsec@tnl.com](mailto:comsec@tnl.com) and filling in the following details

Deliver to :

Name-Surname	
Address	
Tel. No	
E-mail	

More information, Please contact :  
Ms. Wichitra Pansaeng (Company Secretary)  
Telephone : 02-080-0649  
E-mail : [comsec@tnl.co.th](mailto:comsec@tnl.co.th)