

Notice of Invitation to the Annual General Meeting of Shareholders

No. 52

Monday, April 28, 2025 16.00 hours

At KingBridge Hall, 4th Floor, KingBridge Tower
No. 989, Rama 3 Road, Bangpongpang Sub-district,
Yannawa District, Bangkok 10120



GROWTH FOR GOOD

บริษัท ธนุลักษณะ จำกัด (มหาชน)



-Translation-

Thanulux Public Company Limited

No. Thor Hor. 005/2026

March 27, 2026

Notice of Invitation to the Annual General Meeting of Shareholders No. 52

Dear Shareholders,

- Enclosures**
1. Copy of Minutes of the Annual General Meeting of Shareholders No. 51st held on Monday, April 28, 2025.
 2. The 2025 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, 2025 and Sustainable Development Report (in QR code format)
 3. Document for Agenda Item 4 : 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 2025 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. 52nd on Monday, April 27, 2026 ; 16.00 hours at KingBridge Hall, 4th Floor, KingBridge Tower, No. 989, Rama 3 Road, Bangpongpang 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, 2025. 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 acknowledge of the Board’s report in the preceding year.**

Facts and Reasons : The Board of Directors’ report and the operating result for the 2025 annual period are included in the 2025 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

2. **To consider and approve the financial statements for the year ended on December 31, 2025.**

Facts and Reasons : The financial statements for the year ended December 31, 2025 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)

	Consolidated Financial Statements	Separate Financial Statements
Total Assets	15,157.58	14,540.28
Total Liabilities	4,303.53	4,122.66
Total Shareholders’ Equity	10,845.04	10,417.62
Total Revenues	1,211.98	650.64
Net Profit (attributable to owners of the parent)	414.61	252.57
Earnings per Share (Baht)	1.36	0.83

Details are shown in the 2025 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, 2025 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.



3. 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 2025, the Company had a Unappropriated retained earnings of THB 3,499,110,586 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, 2025, 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 0.60 per share for 304,622,662 shares, totaling THB 182,773,597.20 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 March 11st, 2026, and the payment date will be on May 8th, 2026.

Details of Dividend Payment are as follows:

		2025 (Proposed)	2024 Actual	2023 Actual
Earnings per Share	(THB/Share)	0.83	0.91	0.84
Dividend per Share	(THB/Share)	0.60	0.40	0.30
Total Dividend Payment	(THB million)	182.78	121.85	91.39
Dividend Payout Ratio (Separate Financial Statement)	(percent)	72.37	44.06	38.04

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 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 2026 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.52, there are 4 Directors who will retire by rotation, namely;

- (1) Mr. Kittichai Treerachataphong Director
- (2) Miss Suthida Jongjenkit Director
- (3) Mr. Nuntawat Surawatsatien Director
- (4) Mr. Maris Sangiampongsa Independent Director and Audit Committee

The Company has given the opportunity to shareholders to nominate any candidate to be considered as directors at the 2026 Annual General Meeting of Shareholders No. 52 via the Company's website since 1 - 31 December 2025 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) Mr. Kittichai Treerachataphong Director (reappoint)
- (2) Miss Suthida Jongjenkit Director (reappoint)
- (3) Mr. Nuntawat Surawatsatien Director (reappoint)
- (4) Mr. Maris Sangiampongsa Independent Director (reappoint)

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, 4 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. Mr. Maris Sangiampongsa 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. Mr. Maris Sangiamongsa, an Independent Director and Audit Committee Member whose term is set to expire, has served as an Independent Director for a period of 7 months (since his appointment on September 25, 2025). Upon completion of the upcoming term following this re-election, his total consecutive tenure will not exceed 9 years. He possesses the specific qualifications required by the Company and has consistently applied his experience, knowledge, and expertise to provide beneficial recommendations for 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 4](#).

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 determination of remuneration for directors for the year 2026

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. 51 determined the Directors' remuneration in an amount not exceeding THB 10,000,000 per year. In 2025, the Company paid out a total of THB 7,079,000 consisting of meeting allowances totaling THB 1,979,000 and annual rewards amounting to THB 5,100,000. 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 2025 Annual Report (Form 56-1 One Report) under the heading "Management Structure," sub-heading "Directors and Executives Remuneration."

Remuneration for each committee		2026 (Proposal)	2025
		(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

Remuneration for each committee		2026 (Proposal)	2025
		(THB/person/meeting)	
Nomination and Remuneration Committee	Chairman	10,000	10,000
	Director	8,000	8,000
Corporate Government, Risk Management and Sustainability Committee	Chairman	10,000	10,000
	Director	8,000	8,000
Amount of not exceeding		10,000,000	10,000,000

For the year 2026, 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)

	2025	2024
Meeting allowance	1,979,000	1,609,000
The Annual Reward	5,100,000	3,880,000
Other Benefits	-None-	-None-
Total Directors' remuneration	7,079,000	5,489,000

There are the relevant conditions which has not been changed from the year 2025 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 2026, 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.

6. To consider and approve the appointment of the auditor and the determination of the audit fee for the year 2026.

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 2025 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 served as the auditor certifying the Company's financial statements for the year 2025

Opinion of The Audit Committee: has considered the selection of auditors for the year 2026 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 2026, 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) Ms. Ployjutha Sukantamarn	10678	1 year (2025)
(2) Miss Wanwilai Phetsang	5315	-
(3) Miss Saranya Pludsri	6768	-

The Audit fee was proposed in amount of total THB 3,640,000 as the details as follows:

(Unit: THB)	2026 (proposed)	2025
Yearly audit and quarterly review of financial statements of the Company	1,570,000	1,570,000
Yearly audit and quarterly review of financial statements of the Company's subsidiaries include;	2,070,000	1,980,000
- Oxygen Asset Company Limited	630,000	630,000
- Oxygen Asset Management Company Limited	990,000	1,030,000
- TNL Alliance Company Limited	280,000	280,000
- Oxygen Advisory Company Limited	170,000	
Non-Audit Fee	-	-
Total	3,640,000	3,550,000

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) Ms. Ployjutha Sukantamarn, CPA Registration No. 10678 (2) Miss Wanwilai Phetsang, CPA Registration No. 5315 and (3) Miss Saranya Pludsri, CPA Registration No. 6768 from EY to be the Company's Auditor for year 2026, with the audit fee in amount of THB 3,640,000 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.

7. 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 20th, 2026. 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 9. The form may also be download from www.tnl.co.th where you will find a choice of 3 forms i.e., Proxy Form A (general appointment) or Proxy Form B (specific voting appointment) or Proxy Form C (only foreign shareholders as registered in the registration book who have a custodian in Thailand) and choosing to use only one of the proxy forms. If you wish to grant a proxy to an Independent Director as proposed by the Company, please refer the Enclosure 5 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

989 Kingbridge Tower, 33rd Floor, Rama 3 Road, Bangpongpan, Yannawa 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

Thanulux Public Company Limited
Minutes of the Annual General Meeting of Shareholders No. 51

- Meeting Date : Monday, April 28th, 2025
- Meeting Venue : KingBridge Hall, 4th Floor, KingBridge Tower, No. 989, Rama 3 Road, Bangpongpang Sub-district, Yannawa District, Bangkok 10120
- 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 12nd, 2025, there were a total of 619 shareholders in the Company holding an aggregate amount of 304,622,662 shares.

Meeting commenced at 16.00 hours

Ms. Wichitra Pansaeng, the Company Secretary, informed the meeting that as of 16.00 hours, shareholders and proxies were present at the Annual General Meeting of Shareholders No. 51 of Thanulux Public Company Limited. There were 23 shareholders present in person, representing 3,355,956 shares and 48 shareholders granting proxies representing 290,864,646 shares, a total of 71 shareholders representing 294,220,602 shares, or 96.5852 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. 51st (Record Date) on March 12nd, 2025, there were a total of 619 shareholders in the Company holding an aggregate amount of 304,622,662 shares.

The Company Secretary invited Mr. Pravej Ongartsittikul, the Chairman, to act as the Chairman of the meeting ("**the Chairman**") and deliver his opening remarks.

Mr. Pravej Ongartsittikul, the Chairman of the meeting, welcomed the shareholders to the Annual General Meeting of Shareholders No. 51 and introduced the Directors, the Company Secretary, the Chief Financial Officer and the Auditor. Therefore, there were a total of 12 Company Directors in attendance, from a total of 12, representing 100 percent attendance, as follows:

Board of Directors who are attending

- | | | |
|----|--------------------------------|---|
| 1. | Mr. Pravej Ongartsittikul, | Chairman |
| 2. | Mr. Thamarat Chokwatana | Vice Chairman |
| 3. | Mr. Kittichai Treerachataphong | Director and Chief Executive Officer
Governance, Risk Management and
Sustainability Committee |
| 4. | Mr. Surayut Thavikulwat | Director
Numeration and Remuneration Committee |

- | | | |
|-----|--------------------------------|--|
| 5. | Ms. Lapika Sasanavin | Director
Governance, Risk Management and
Sustainability Committee |
| 6. | Ms. Chawadee Rungruang | Director |
| 7. | Ms. Suthida Jongjenkit | Director
Governance, Risk Management and
Sustainability Committee
Numeration and Remuneration Committee |
| 8. | Mr. Nuntawat Surawatsatien | Director
Governance, Risk Management and
Sustainability Committee |
| 9. | Mr. Yotsakorn Srisuksawadi | Director
Governance, Risk Management and
Sustainability Committee |
| 10. | Prof. Dr. Suchatvee Suwansawat | Independent Director, Chairman of Audit
Committee and Chairman of Corporate
Governance, Risk Management and
Sustainability Committee
Audit Committee |
| 11. | Ms. Choosri Kietkajornkul | Independent Director
Audit Committee |
| 12. | Mr. Vittawat Panpanich | Independent Director
Audit Committee |

Company Secretary

Ms. Wichitra Pansaeng

Then, the Chairman assigned Ms. Wichitra Pansaeng, Company Secretary, to proceed the meeting in accordance with the agendas and introduced the Auditor.

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
2. Mr. Vanus Sinpornchai
3. Ms. Pitchayapa Kantam
4. Ms. Ployjuta Sucanthamal
5. Ms. Anusara Arjdee

Then, the company secretary informed the meeting of key matters before proceeding with the agenda as follows.

For this Annual General Meeting of Shareholders, the Company will record the meeting in the form of video media. The Company will collect, use, and disclose personal data, including

still images, audio, and video footage of all attendees, for the purposes of recording and preparing the minutes of the meeting, meeting management, and other related purposes.

The Company adheres to the principles of good corporate governance regarding the equitable and fair treatment of shareholders, as follows:

1. The Company provided an opportunity for shareholders to propose agenda items for the 2025 Annual General Meeting of Shareholders and/or nominate qualified candidates for election as directors during the period from 1 to 31 December 2024. No shareholder submitted any proposals or nominations during that period.
2. The Company also allowed shareholders to submit questions in advance via postal mail and/or through the Company's website, as indicated in the invitation letter to the Annual General Meeting. No advance questions were received from shareholders.
3. The Company facilitated proxy voting by allowing shareholders to authorize an independent director to cast votes on their behalf.

Voting Procedures and Criteria

- In voting at the meeting, shareholders shall have votes equal to the number of shares they hold and/or are authorized to represent by proxy, on the basis that one share equals one vote.
- Each shareholder is entitled to cast a vote of approval, disapprove, or abstain on any given agenda item, but may exercise such right in only one manner per agenda item, except in the case of a custodian, who may split their votes.
- For Agenda Item 5, concerning the election of directors to replace those retiring by rotation, the election will be conducted on an individual basis to comply with the principles of good corporate governance.

The meeting shall proceed in accordance with the sequence of agenda items as specified in the Notice of Meeting. For each agenda item, relevant information will be presented, and shareholders will be given the opportunity to ask questions before voting. The voting results will be announced at the meeting once the vote counting for that agenda item has been completed.

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.

Voting Method, Vote Counting, and Announcement of Voting Results at the Meeting are as follows:

- (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.

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.51 as shown in the invitation letter to the shareholders' meeting.

Prior to the commencement of Agenda 1 there were 3 additional shareholders presenting in person 15,908 shares, comprising a total of 74 shareholders and proxies representing 294,236,510 shares, being 96.5904 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. 50 held on Monday, April 22, 2024.**

The Chairman assigned Ms. Wichitra Pansaeng, 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. 50 held on April 22nd, 2024, 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.

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

Mr. Piyapong Prasatthong Shareholders attending the meeting in person	:	Last year, the shareholders' meeting was held at the Montien Riverside Hotel. Why is it being held at King Bridge Tower this year instead?
Ms. Suthida Jongjenkit Director	:	This is the first year that the shareholders' meeting is being held here, as the Company is a shareholder in this building. Now that the building is officially open, the Company has taken the opportunity to become not only a shareholder, but also a user of its services.

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. 50 held on Monday, April 22, 2024 by unanimous votes out of the total votes representing the attending shareholders with the voting rights, as follows:

Total Number	74	shareholders	Total Number	294,236,510	votes	
Approvals	74	shareholders	Total Number	294,236,510	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	0.000
Abstentions	0	shareholders	Total Number	0	votes	0.000
Spoilt ballot	0	shareholders	Total Number	0	votes	0.000

Prior to the commencement of Agenda 2 there was no additional shareholders.

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 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 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 Stock Exchange of Thailand and the Securities and Exchange Commission (“**the SEC**”), details are set out in the Enclosure 2.

The year 2024 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) **Financial Advisory Services** through Oxygen Advisory Co., Ltd (“**OA**”) – which was officially registered on January 28, 2025.

In addition, the Company has the important events in 2024 as follows:

The Important Events of the Company in 2024

- On April 22, 2024, The 50th Annual General Meeting of Shareholders for the year 2024 considered and approved the following important agenda items:
 - Acquired 99,997 shares, representing 10% of the total issued and outstanding shares of Oxygen Asset Co., Ltd., with a total purchase value of 99.99 million THB on May 31, 2024.
 - Sold all the common shares held by the company in TNLX Co., Ltd., a subsidiary of the company, to related parties, including I.C.C. International Co., Ltd., BSC So-In Co., Ltd., Sahapattana Inter-holding Public Co., Ltd., and IDF Co., Ltd., with a total transaction value of 669.90 million THB. The transaction was completed on July 31, 2024.
- On September 4, 2024, The Stock Exchange of Thailand has considered and moved the company's industry group and business category from the Consumer Goods Industry, Fashion Business Category, to the Financial Industry, Capital Markets and Securities Category

- On October 1, 2024, TNL, TNL Alliance Co., Ltd. (TNLA) which is a subsidiary of TNL engaged in property development for sale, disposed of all its ordinary shares in Ratchada Alliance Company Limited (RA) to Noble Development Public Company Limited (NOBLE), in accordance with the conditions outlined in the Joint Venture Agreement. As a result, TNLA now operates 5 joint venture companies across 7 projects with NOBLE.
- On November 11, 2024, The Board of Directors has approved the establishment of Oxygen Advisory Co., Ltd., a subsidiary with a registered capital of 10 million baht. Oxygen Advisory Co., Ltd. provides financial advisory services, including capital structure optimization, debt restructuring, business rehabilitation, and liquidation. This includes the development and execution of recovery plans for distressed companies. Additionally, the company will seek investment opportunities in public and private companies planning to raise funds, conducting due diligence, valuation assessments, and structuring investment agreements.

Performance for 2024

The company recorded total revenue of approximately THB 1,120 million in 2024, driven by new growth engines that we have strategically focused on to propel the company's expansion. These include the secured lending business, non-performing asset (NPA) management, and real estate investment for sale. Collectively, these three core businesses generated over THB 1,062 million in operating revenue.

Excluding the one-time income of approximately THB 200 million from the sale of two joint ventures (JVs) to Proud Real Estate, our total revenue for 2024 still grew by more than 21% compared to 2023. This growth clearly reflects the strong potential of our new core business portfolio.

In 2024, the secured lending business operated through OXA remained the primary revenue driver for the company, followed by real estate investment through TNLA and NPA management through OAM, respectively.

In terms of net profit, if we exclude the one-time income from the sale of the two JVs to Proud Real Estate in 2023, the net profit for 2024 grew by over 29%. Nearly 90% of total net profit came from our ongoing core businesses, while approximately 13% was contributed by the textile and apparel business, which we divested in July 2024. This highlights the stability and sustainability of our current core business operations.

Over the past five years, TNL has demonstrated consistent growth in both net profit and net profit margin. In 2024, the company achieved a net profit of THB 401 million, representing a 29% increase from the previous year. The net profit margin stood at a strong 36%, reflecting continued efficiency in operations and cost management.

Sustainable Development

In addition to focusing on operating results, the Company remains committed to creating sustainable growth over the past 50 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 and research innovation. 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 2024, the Company received a 5-star rating or an "Excellent" rating in the Corporate Governance Report of Thai Listed Companies (CGR) for the year 2024, organized by the Thai Institute of Directors Association (Thai IOD) with support from the SET for the second consecutive year.

The Anti-Corruption

The company has continuously communicated and promoted its anti-corruption policy, including related guidelines and disciplinary actions, to directors, executives, and employees at all levels. This ongoing effort aims to instill a strong sense of integrity within the organization, with annual assessments conducted through mandatory testing.

The company applied for certification as a member of the Thai Private Sector Collective Action Against Corruption (CAC) and was first certified in 2016. The certification was subsequently renewed for the first and second terms in 2019 and 2022, respectively. The company is scheduled to proceed with its third CAC certification renewal in the third quarter of 2025.

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

<p>Mr. Thongtos Paenglad Proxy holder on behalf of the Thai Investors Association</p>	<p>: Based on the aforementioned operating results, I would like to inquire about the company's asset quality management practices. Given the current economic volatility, rising household debt levels, potential policy-related challenges, and the recent earthquake incidents, there may be impacts on the company's assets held for sale. Therefore, I would like to understand the company's strategies and operational approaches for managing asset quality, particularly with regard to secured loans—both newly originated and those acquired—as well as non-performing loans that have been transferred to the company.</p>
<p>Mr. Kittichai Treerachathapong Director and Chief Executive Officer</p>	<p>: – Secured Lending Business: The company provides secured loans to large-scale clients, with an average loan size of approximately THB 2 0 0 million. Therefore, household debt does not significantly impact the company, as it does not engage in retail lending. The company focuses on corporate clients and ensures that all loans are backed by collateral valued at approximately twice the loan amount, with a loan-to-value (LTV) ratio not exceeding 50%. As a result, the company is confident in its ability to manage credit risk effectively.</p> <p>– Non-Performing Loan (NPL) Management Business: In 2024, over THB 300 billion worth of NPLs were auctioned off by financial institutions, half of which were unsecured. The company selectively acquires only secured NPLs, primarily from large borrowers. These loans are backed by collateral typically covering twice the outstanding debt. This selective approach enables the company to manage NPLs effectively while maintaining a relatively low risk profile.</p>
<p>Mr. Thongtos Paenglad Proxy holder on behalf of the Thai Investors Association</p> <p>Nuntawat Surawatsatien Director and Chief Financial Officer</p>	<p>: What is the company's operational strategy for expanding its portfolio in the real estate development for sale business?</p> <p>: The current status of the real estate development for sale portfolio includes a total of 5 joint ventures (JVs) covering 7 projects, all of which are progressing according to the planned schedule and targets. As for portfolio expansion, there are currently no plans to expand further. The company is focusing on managing the existing portfolio to ensure it stays on track with the established plans.</p>

Mr. Thongtos Paenglad Proxy holder on behalf of the Thai Investors Association	:	In 2025, the company has set a revenue target of THB 1.27 billion, representing a 13.3% increase from the previous year. What are the company's operational approaches and strategies to achieve this target?
Mr. Kittichai Treerachataphong Director and Chief Executive Officer	:	In 2025, the company has set strategies and operational plans based on its core businesses. For OXA, the target is to issue loans amounting to THB 7.1 billion, which represents a 10% increase from 2024. For OAM, the budget for acquiring non-performing loans is set at THB 1.2 billion, while TNLA is expected to continue operating according to the planned targets. With these strategies and plans in place, the company is confident it will achieve its set objectives.

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, 2024.

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

Chief Financial Officer informed the meeting that 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 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 2024 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 31st, 2024

(Unit : million THB)

	Consolidated			Separate		
	31 Dec 2024	31 Dec 2023	% Change	31 Dec 2024	31 Dec 2023	% Change
Total Assets	13,916	13,420	+3.70	13,370	12,013	+11.30
Total Liabilities	3,317	2,927	+13.32	3,046	1,769	+72.19
Total Shareholders' Equity	10,599	10,493	+1.01	10,324	10,244	+0.78
Total Shareholders' Equity attributed to the Company	10,599	10,467	+1.26	10,324	10,244	+0.78

(Unit : million THB)

	Consolidated			Separate		
	31 Dec 2024	31 Dec 2023	% Change	31 Dec 2024	31 Dec 2023	% Change
Total Revenue	1,120	1,126	-0.53	632	345	+83.19
Net Profit	401	513	-21.83	277	240	+15.42
Net Profit attributed to the Company	400	503	-20.48	277	240	+15.42
Profit per share (THB per share)	1.31	1.76	-25.57	0.91	0.84	+8.33

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

Mr. Thongtos Paenglad Proxy holder on behalf of the Thai Investors Association	:	The company has bonds worth THB 500 million that will mature in October 2025. How is the company preparing to redeem these bonds?
Mr. Nuntawat Surawatsatien Director and Chief Financial Officer	:	The company has issued bonds in two rounds since the business restructuring. The first round was in 2023, with an amount of THB 500 million, which will mature in October 2025. The company has already set aside reserve funds in advance for the redemption of this bond.

Since there were no questions posed by any shareholders, 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, 2024, by unanimous votes out of the total votes representing the attending shareholders with the voting rights, as follows:

Total Number	74	shareholders	Total Number	294,236,510	votes	
Approvals	74	shareholders	Total Number	294,236,510	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	0.000
Abstentions	0	shareholders	Total Number	0	votes	0.000
Spoilt ballot	0	shareholders	Total Number	0	votes	0.000

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.Nuntawat Surawatsatien, Chief Financial Officer, to provide the information to the meeting.

Chief Financial Officer 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 appropriate in this period according to the Company's separate financial statements were as follows:

(Unit: Baht)	Legal Reserve	General Reserve	Unappropriated	Total Retained Earnings
Unappropriated Retained Earnings as of January 1, 2024	17,100,000	234,400,000	3,022,251,273	3,273,751,273
Approved from AGM No. 50 (22 Apr 2024)				
– General Reserve	14,054,767	-	(14,054,767)	-
– Dividend Payment (THB 0.30 per share)	-	-	(91,386,799)	(91,386,799)
Performance of Y2024				
Net Profit	-	-	276,525,082	276,525,082
Changes in fair value reserve of equity instruments	-	-	175,056,296	175,056,296
As of 31 Dec 2024 (before appropriation)	31,154,767	234,400,000	3,368,391,085	3,633,945,852
Proposed for appropriation at AGM No. 51				
– Legal Reserve	-	-	-	-
– Dividend Payment (THB 0.40 per share)			(121,849,065)	(121,849,065)
Balance after the appropriation	31,154,767	234,400,000	3,246,542,020	3,512,096,787

The Board of Directors had proposed the Annual General Meeting of Shareholders for approval of the profit distribution as follows:

Legal Reserve : The company's legal reserve amounts to THB 31,154,767, which is 10% of the company's registered capital, meeting the legal requirement. Therefore, no additional allocation is necessary.

Dividend : Proposed to pay dividend from retained earnings at the rate of THB 0.40 per share for 304,622,662 shares (number of issued and paid-up shares on March 12, 2025), totaling THB 121,849,065.

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 7, 2025, and the payment date will be on May 23, 2025.

Dividend Payout Comparison

	2022 actual	2023 actual	2024 proposed
Net Profits (Separate Financial Statements) <i>(THB million)</i>	100.33	240.26	276.53
Number of registered and paid-up shares <i>(million shares)</i>	304.62	304.62	304.62
Dividends <i>(THB per share)</i>	0.20	0.30	0.40
Total Dividends <i>(THB million)</i>	60.92	91.39	121.85
Dividend Payout Ratio per Net Profit (Separate Financial Statement) <i>(%)</i>	60.72	38.04	44.06

In 2024, the proposed dividend payment of THB 0.40 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 the opportunity to shareholders. or the proxy asked questions. The shareholders asked the following questions:

Mr. Thongtos Paenglad Proxy holder on behalf of the Thai Investors Association	: According to the company's dividend policy, dividends are paid at a rate of THB 0.20 per share, or 20% of the par value per share. However, most other companies typically set their dividend policy as a percentage of the net profit attributable to the company. What are the advantages and disadvantages of each approach?
Ms. Suthida Jongjenkit Director	: The company's dividend policy has been in place for a long time. In practice, the company also considers the dividend payout ratio in relation to net profit, along with its growth strategies, policies, and cash flow management. In 2024, the company took all these factors into account and proposed a dividend payout at a rate higher than the stated policy. Although the company has not proposed a revision to the dividend policy for shareholder approval this year,

shareholders can be assured that the company has thoroughly evaluated all relevant aspects and does not rely solely on the stated dividend policy when making such decisions.

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

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 the dividend at THB 0.40 per share, 304,622,662 shares, totaling THB 121,849,065. 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	74	shareholders	Total Number	294,236,510	votes	
Approvals	74	shareholders	Total Number	294,236,510	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	0.000
Abstentions	0	shareholders	Total Number	0	votes	0.000
Spoilt ballot	0	shareholders	Total Number	0	votes	0.000

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 Ms. Wichitra Pansaeng, the Company Secretary, to provide the information to the meeting.

The Company Secretary informed the meeting that the Company has 12 positions of the Board of Directors in 2025. 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 Annual General Meeting of Shareholders No.51, there are 12 Directors in total and there are 4 Directors who are 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, Independent Director and Chairman of the Audit Committee, has expressed his intention not to renew his term.

The Company gave an opportunity for the shareholders to propose a nominate person to be elected as Company's Directors for the Annual General Meeting of Shareholders No.51, via the company's website, during the period from December 1 to December 31, 2024, in accordance with the principles of good corporate governance for listed companies. However, there 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, agrees to propose the appointment of directors on an individual basis as follows:

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

The Board of Directors, excluding the directors nominated for reappointment, held a thorough discussion. The individuals nominated have been considered in accordance with the company's established nomination process and were found to be qualified under all relevant regulations and well-suited to the company's business. The Board therefore deems it appropriate to propose to the Annual General Meeting of Shareholders the election of all four individuals, as recommended by the Nomination and Remuneration Committee. In addition, the Board has reviewed the performance of the three current directors standing for re-election and found that they have performed their duties effectively, using their experience to provide valuable policy guidance to the company. All three directors meet the qualifications required under the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the regulations of the Capital Market Supervisory Board. Furthermore, none of the three directors have any special interests that differ from those of the other directors.

As Prof. Dr. Suchatvee Suwansawat, Independent Director and Chairman of the Audit Committee, whose term is ending, has expressed his intention not to renew his directorship, the Board proposes the appointment of a new director, Dr. Nipon Puapongsakorn, as an Independent Director and Chairman of the Audit Committee. The Board of Directors has thoroughly considered the nomination and is of the opinion that the nominated individual meets all relevant legal qualifications and criteria for independent directors. He is capable of providing independent opinions and meets the company's requirements. His experience, knowledge, and expertise are expected to contribute valuable recommendations to the company's strategic direction and operations. Furthermore, if elected, his total tenure, including the new term, will not exceed nine consecutive years.

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.

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. Mrs. Lapika Sasanavin 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	74	shareholders	Total Number	294,236,510	votes	
Approvals	74	shareholders	Total Number	294,236,510	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	0.000
Abstentions	0	shareholders	Total Number	0	votes	0.000
Spoilt ballot	0	shareholders	Total Number	0	votes	0.000

2. Ms. Chawadee Rungruang 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	74	shareholders	Total Number	294,236,510	votes	
Approvals	74	shareholders	Total Number	294,236,510	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	0.000
Abstentions	0	shareholders	Total Number	0	votes	0.000
Spoilt ballot	0	shareholders	Total Number	0	votes	0.000

3. 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	73	shareholders	Total Number	294,219,410	votes	
Approvals	73	shareholders	Total Number	294,219,410	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	0.000
Abstentions	0	shareholders	Total Number	0	votes	0.000
Spoilt ballot	0	shareholders	Total Number	0	votes	0.000

4. Dr. Nipon Poapongsakorn Independent Director and Chairman of 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	74	shareholders	Total Number	294,236,510	votes	
Approvals	74	shareholders	Total Number	294,236,510	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	0.000
Abstentions	0	shareholders	Total Number	0	votes	0.000
Spoilt ballot	0	shareholders	Total Number	0	votes	0.000

Thus, the number of Board of Directors for 2025 shall consist of 12 directors as follows
There are four independent directors, accounting for one-third of the total number of directors, as follows:

1. Mr. Pravej Ongartsittikul Chairman and Independent Director
2. Mr. Thamarat Chokwatana Vice Chairman
3. Mr. Kittichai Treerachataphong Director
4. Mr. Surayut Thavikulwat Director
5. Ms. Lapika Sasanavin Director
6. Ms. Chawadee Rungruang Director
7. Ms. Suthida Jongjenkit Director
8. Mr. Yotsakorn Srisuksawadi Director
9. Mr. Nuntawat Surawatsatien Director
10. Dr. Nipon Poapongsakorn Independent Director and Chairman of Audit Committee
11. Ms. Choosri Kietkajornkul Independent Director and Audit Committee Member
12. 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 Ms. Wichitra Pansaeng, 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. 50 determined the Directors remuneration in an amount not exceeding to THB 10,000,000 per year. In 2024, the Company had paid out a total of THB 5,489,000, consisting of the meeting allowance of THB 1,609,000 and the annual rewards of THB 3,880,000.

For the year 2025, 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 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 2025 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		2025	2024	
		<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
		Chairman	10,000	10,000

Remuneration of Each Committee		2025	2024
		<i>(THB/person/meeting)</i>	
Risk Management and Corporate Government Committee	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-

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 approval with the voting results of no less than two-thirds of all votes of shareholders attending the meeting as follows:

Total Number	74	shareholders	Total Number	294,236,510	votes	
Approvals	74	shareholders	Total Number	294,236,510	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	0.000
Abstentions	0	shareholders	Total Number	0	votes	0.000
Spoilt ballot	0	shareholders	Total Number	0	votes	0.000

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 2025.

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 from 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.

For the year 2025, the Audit Committee has considered selecting the Auditors by evaluating the independence of the auditors as follows;

- 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 2025 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 2023-2024)
- (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 2025 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 consisted of;	1,980,000	1,805,000
– Oxygen Asset Co., Ltd	670,000	575,000
– Oxygen Asset Management Co., Ltd	1,030,000	955,000
– TNL Alliance Co., Ltd	280,000	275,000
Other service fees	-	-
Total	3,550,000	3,365,000

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

The reason for the higher audit fee for the year 2025 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 2 subsidiaries: (1) Oxygen Advisory Co., Ltd., which was newly registered in January 2025, and (2) 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 2025, with the audit fee in amount of THB 3,550,000 as the details aforementioned by unanimous votes out of the total votes representing the attending shareholders with the voting rights as follows:

Total Number	74	shareholders	Total Number	294,236,510	votes	
Approvals	74	shareholders	Total Number	294,236,510	votes	100.00 percent
Disapprovals	0	shareholders	Total Number	0	votes	0.000
Abstentions	0	shareholders	Total Number	0	votes	0.000
Spoilt ballot	0	shareholders	Total Number	0	votes	0.000

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

Agenda 8 Others (if any)

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

Mr. Thongtos Paenglad Proxy holder on behalf of the Thai Investors Association	: At present, TNL are marked with a “CF” sign due to the issue of non-compliance with the free float requirement set by the Stock Exchange of Thailand. The company has previously informed that it intends to resolve this issue by May 2025. We would like to request reassurance and an update on the progress of this matter.
Mr. Nuntawat Surawatsatien Director and Chief Financial Officer	: The company has been continuously addressing the issue and expects to complete the process in accordance with the planned timeline by May 2025.

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 17.00 hours

Pravej Ongartsittikul
(Mr. Pravej Ongartsittikul)
Chairman of the Meeting

Recorder

Wichitra Pansaeng
(Ms. Wichitra Pansaeng)
Company Secretary

Document for Agenda Item 4

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

1. **Name-Surname** : Mr. Kittichai Treerachataphong
- Age** : 47 Years old
- Nationality** : Thai
- Education** : - Young – Executive MBA,
Chulalongkorn University
- Bachelor’s Degree of Faculty of Commerce
and Accountancy, Department of Finance,
and Banking, Chulalongkorn University
- 
- Director’s training program** : - CG in New Normal 2025,
Thai Institute of Directors Association (IOD)
- Subsidiary Governance Program (SGP) 12/2025,
Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP) 336/2023,
Thai Institute of Directors Association (IOD)
- How to Develop a Risk Management Plan (HRP) 34/2566,
Thai Institute of Directors Association (IOD)
- Other Training program** : - TLCA Executive Development Program (Batch 7th),
Thai Listed Companies Association
- Intermediate Certificate course of Young Leadership in Democratic
Governance (Batch 3rd) (Por Nor Por 3), King Prajadhipok’s Institute
- Ultra Wealth Group Certificate (Batch 2nd) (Invest like a Master),
The Thai Institute of Banking and Finance Association
- Top Executive Program in Commerce and Trade (TEPCoT) (Batch 14th),
Commerce Academy, University of the Thai Chamber of Commerce
- Position in the Company** : - Director
- Executive Director
- Corporate Governance, Risk Management and Sustainability
Committee Member
- Chief Executive Officer
- Chief Strategy Officer
- Years of being the Company’s Director** : 3 Years (Being the Company’s Director since December 8th, 2022)
- Years in total until end of this tenure** : 3 Years
- Shareholding (including shares held by spouse and children who have not attained legal age)** : 900,050 (0.30 %)

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	2009 - 2020 Managing Director RBH OSK Securities (Thailand) Public Company Limited	10	-None-

Meeting Attendance in 2025 : - Board of Directors 11/11 Times
- Executive Director Committee 11/11 Times
- Corporate Governance, Risk Management and Sustainability Committee 2/2 Times
- Annual General Meeting of Shareholders 1/1 Time

Specialization : Business Administration, Organization Management, Secured Lending Business, Real Estate Business, Strategic Planning

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.

- 2. Name-Surname** : Ms. Suthida Jongjenkit
- Age** : 41 Years old
- Nationality** : Thai
- Education** : - Master of Science in Finance,
University of Texas at Dallas, USA
GPA: 4.00 (Dean's Excellence Scholarship Award)
- Bachelor's degree Faculty of Commerce and
Accountancy, Department of Accounting,
Thammasat University,
GPA: 3.63 (1st Class honors)
- Director's training program** : - CG in New Normal 2025,
Thai Institute of Directors Association (IOD)
- Board Nomination and Compensation program (BNCP) 17/2023,
Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP) 297/2023,
Thai Institute of Directors Association (IOD)
- Company Secretary Program (CSP 132/2022),
Thai Institute of Directors Association (IOD)
- Boardroom Success through Financing & Investment (BFI 6/2019),
Thai Institute of Directors Association (IOD)
- Other Training program** : - Net Zero CEO (Batch 1st) (1 Oct 2024 - 21 Jan 2025),
Kasikornbank Public Company Limited
- Corporate Innovation Summit 2023, Rise
- Transfer pricing Strategies for transferring profits to affiliates 2023,
Omega Worldclass
- Position in the Company** : - Director
- Executive Director
- Nomination and Remuneration Committee Member
- Corporate Governance, Risk Management and Sustainability
Committee Member
- Years of being the Company's Director** : 3 Years (Being the Company's Director since December 8th, 2022)
- Years in total until end of this tenure** : 3 Years
- Shareholding (including shares held by spouse and children who have not attained legal age)** : 308,300 (0.10 %)



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		
4	2025 - Present Director People's Garment Public Company Limited	11	-None-
	2025 - Present Director ICC International Public Company Limited		
	2025 - Present Director President Bakery Public Company Limited		
	2024 - Present President / Executive Director / Corporate Sustainability Committee Saha Pathana Inter-Holding Public Company Limited		

Meeting Attendance in 2025

- : - Board of Directors 11/11 Times
- Executive Director Committee 11/11 Times
- Nomination and Remuneration Committee Member 3/3 Times
- Corporate Governance, Risk Management and Sustainability Committee 2/2 Times
- Annual General Meeting of Shareholders 1/1 Time

Specialization : Accounting and Finance, Investment, Business Administration, Strategic Planning, Organization Management.

Director Nomination Type : The Company's Director, Executive Director, Nomination and Remuneration Committee Member, 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-

3. Name-Surname : Mr. Nuntawat Surawatsatien
Age : 42 Years old
Nationality : Thai
Education : - Master's degree of Financial
(Investment Management) Warwick
Business School, University of Warwick,
United Kingdom
- Bachelor's Degree of Business
Administration (BBA),
Chulalongkorn University



Director's training program : - CG in New Normal 2025,
Thai Institute of Directors Association (IOD)
- Subsidiary Governance Program (SGP) 12/2025,
Thai Institute of Directors Association (IOD)
- ESG in the Boardroom: A Practical Guide for Board (ESG) 9/2025,
Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP) 360/2024,
Thai Institute of Directors Association (IOD)
- How to Develop a Risk Management Plan (HRP) 35/2023,
Thai Institute of Directors Association (IOD)

Other Training program : - TLCA CFO Professional Development Program (TLCA CFO CPD)
No. 6/2025 Topic "Green Bonds and Sustainable Benefits",
Thai Listed Companies Association
- TLCA CFO Professional Development Program (TLCA CFO CPD)
No. 5/2025 Topic "Accounting System Implementation",
Thai Listed Companies Association
- TLCA CFO Professional Development Program (TLCA CFO CPD)
No. 4/2025 Topic "Climate-Related Financial Reporting Standards",
Thai Listed Companies Association
- TLCA CFO Professional Development Program (TLCA CFO CPD)
No. 2/2025 Topic "Digital Asset: Utility Token",
Thai Listed Companies Association
- CFO Refresher Course 2023,
The Stock Exchange of Thailand

Position in the Company : - Director
- Corporate Governance, Risk Management and Sustainability
Committee Member
- Chief Financial Officer

Years of being the : 2 Years (Being the Company's Director since April 22nd, 2024)
Company's Director

Years in total until end of : 2 Years
this tenure

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	2016 - 2023 Executive Vice President, Corporate Banking The Siam Commercial Bank Public Company Limited	3	-None-

Meeting Attendance in 2024 : - Board of Directors 11/11 Times
 - Corporate Governance, Risk Management and Sustainability Committee 2/2 Times
 - Annual General Meeting of Shareholders 1/1 Time

Specialization : Accounting and Finance, Investment, Business Administration, Strategic Planning and 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. Maris Sangiampongsa
Age : 67 Years old
Nationality : Thai
Education : - Master of Arts (International Relations),
 Ohio University, USA
 - Bachelor of Arts (Political and Government),
 Ramkhamhaeng University
- Director's training program** : - Director Certificate Program (DCP/2022),
 Thai Institute of Directors Association (IOD)
- Position in the Company** : - Independent Director
 - Audit Committee Member
- Years of being the Company's Director** : 7 Months (Being the Company's Director since September 25th, 2025)
Years in total until end of this tenure : 7 Months
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 - 2023 Independent Director / Audit Committee Thanulux Public Company Limited	2	-None-

- Meeting Attendance in 2024** : - Board of Directors 2/2 Times
 - Audit Committee Member 1/1 Times
- Specialization** : Strategic and Governance Management
- Director Nomination Type** : The Company's Independent Director and Audit Committee Member 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:

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	
- 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 : 69 years old
Nationality : Thai
Address : 989 Kingbridge Tower, 33rd Floor, Rama 3 Road,
Bangpongpan, Yannawa Bangkok 10120
Vested special interest in every agenda : -None-



2. Name : **Dr. Nipon Poapongsakorn**
Position in the company : Independent Director and
Audit Committee Member
Age : 77 years old
Nationality : Thai
Address : 989 Kingbridge Tower, 33rd Floor, Rama 3 Road,
Bangpongpan, Yannawa Bangkok 10120
Vested special interest in every agenda : -None-



3. Name : **Mr. Vittawat Panpanich**
Position in the company : Independent Director and
Audit Committee Member
Age : 43 years old
Nationality : Thai
Address : 989 Kingbridge Tower, 33rd Floor, Rama 3 Road,
Bangpongpan, Yannawa 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 her 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. 52 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) 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) 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) 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

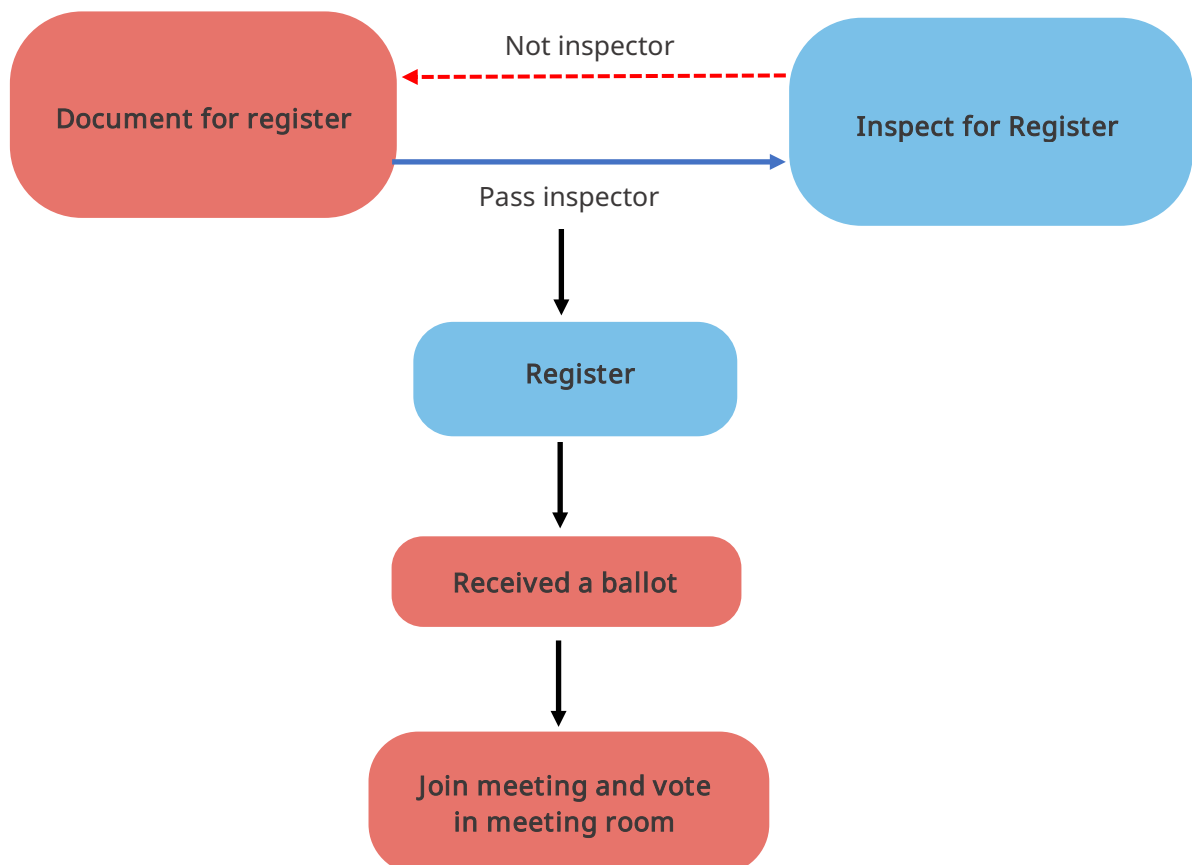
2. In case in proxy

- 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 หรือ
with address at Road Sub-District or
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code

(2) นาย ประเวศ อองอาจสิทธิกุล อายุ 69 ปี
Mr. Pravej Ongartsittigul Age 69 Years

อยู่บ้านเลขที่ 989 ถนน พระราม 3 ตำบล/แขวง บางโพธิ์พวง หรือ
with address at 989 Road Rama 3 Sub-District Bangpong pang or
อำเภอ/เขต ยานนาวา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120
District Yannawa Province Bangkok Postal Code 10120

(3) ดร. นิพนธ์ พัวพงศกร อายุ 77 ปี
Dr. Nipon Poapongsakorn Age 77 Years

อยู่บ้านเลขที่ 989 ถนน พระราม 3 ตำบล/แขวง บางโพธิ์พวง หรือ
with address at 989 Road Rama 3 Sub-District Bangpong pang or
อำเภอ/เขต ยานนาวา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120
District Yannawa Province Bangkok Postal Code 10120

(4) นาย วิทวัส พันธุ์พานิช อายุ 43 ปี
 Mr. Vittawat Panpanich Age 43 Years
 อยู่บ้านเลขที่ 989 ถนน พระราม 3 ตำบล/แขวง บางโพธิ์พอพง
 with address at 989 Road Rama 3 Sub-District Bangpongpanich หรือ
 อำเภอ/เขต ยานนาวา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120 or
 District Yannawa Province Bangkok Postal Code 10120

คนใดคนหนึ่งเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ
 ผู้ถือหุ้น ครั้งที่ 52 ในวันที่จันทร์ที่ 27 เมษายน 2569 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. 52nd to be held on Monday, April 27, 2026 at 16:00 hrs., at KingBridge Hall, 4th Floor, KingBridge Tower, No. 989, Rama 3
 Road, Bangpongpanich 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 รัับทราบรายงานของคณะกรรมการบริษัทในรอบปีที่ผ่านมา
Agenda 1 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 2 พิจารณานุมัติงบการเงินสำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2568
Agenda 2 To consider and approve the financial statements for the year ended on December 31, 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 3 พิจารณานุมัติการจัดสรรกำไร และการจ่ายเงินปันผล
Agenda 3 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:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
Agenda 4 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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

4.1 นาย กิตติชัย ตริรัชตพงษ์

Mr. Kittichai Treerachataphong

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4.2 นางสาว สุธิดา จงเจนกิจ

Miss Suthida Jongjenkit

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4.3 นาย นันทวัฒน์ สุรวดีเสถียร

Mr. Nuntawat Surawatsatien

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4.4 นาย มาริช เสงี่ยมพงษ์

Mr. Maris Sangiampongsa

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5

พิจารณากำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2569

Agenda 5

To consider and approve the determination of remuneration for directors for the year 2026

(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 6

พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดจำนวนเงินค่าสอบบัญชี ประจำปี 2569

Agenda 6

To consider and approve the appointment of the auditor and fixing of the audit fee for the year 2026

(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 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 7 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

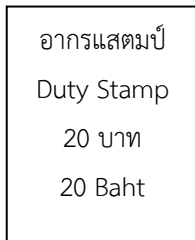
Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ 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.



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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 52 ในวันจันทร์ที่ 27 เมษายน 2569 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. 52nd to be held on Monday, April 27, 2026 at 16:00 hrs at KingBridge Hall, 4th 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.....
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- วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)
 Agenda No. Re : To approve the appointment of directors (if any)

ชื่อกรรมการ.....

Name of Director

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ.....

Name of Director

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 Approve Disapprove Abstain

ชื่อกรรมการ.....

Name of Director

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 Approve Disapprove Abstain

ชื่อกรรมการ.....

Name of Director

- เห็นด้วย ไม่เห็นด้วย 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

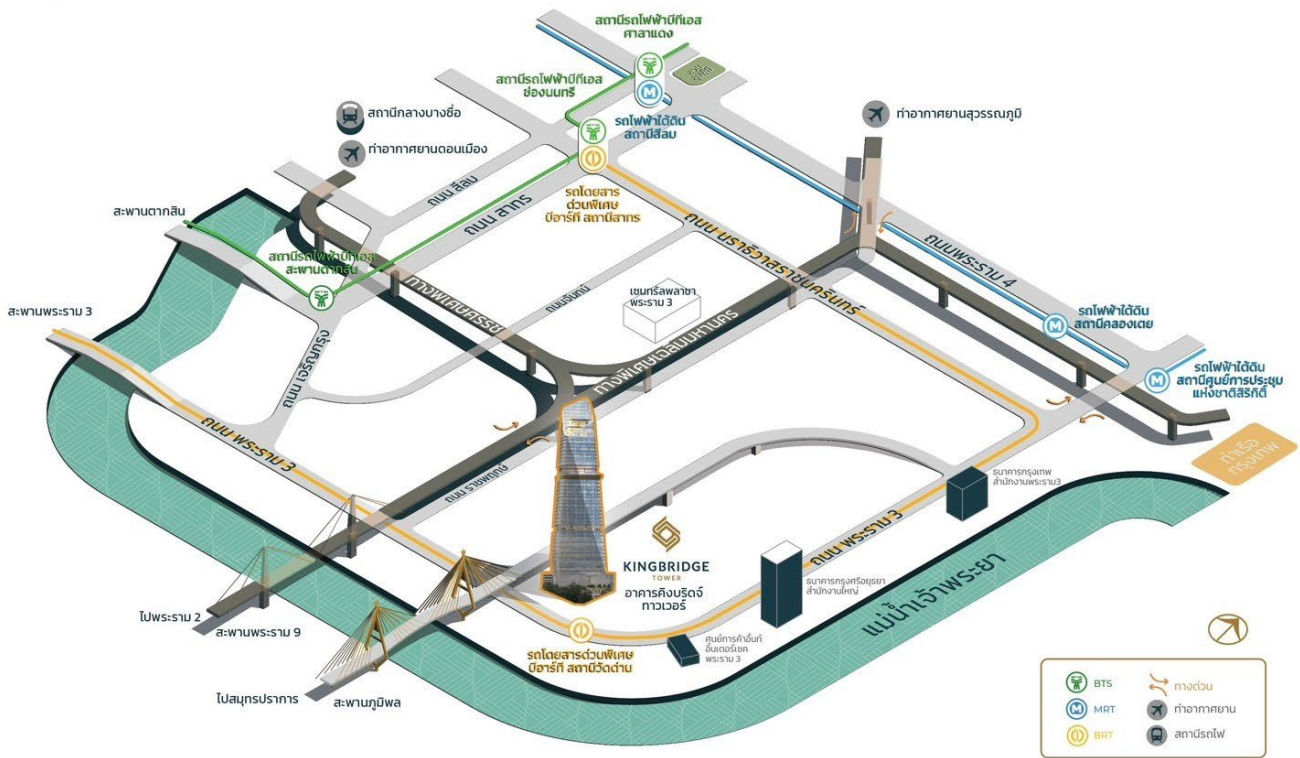
The Company will retain your personal data throughout the period of time in which your data is necessary for the processing of the above-mentioned purposes and for other legal compliance and claims.

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, 4th 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 2025 Annual Report (form 56-1 One Report) in Document Format.

To : Shareholders

The Company has prepared the Annual Report for the year 2025 (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 2025 (Form 56-1 One Report) may request the document via email to 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