



Notice of 2025 Annual General Meeting of Shareholders
Of
MBK Public Company Limited

The meeting will be held on Tuesday, April 29, 2025,
beginning at 2:00 P.M.
through electronic platforms according to the Emergency Decree on
Electronic Meeting B.E. 2563 and relevant laws

MBK Shareholder Satisfaction Survey Questionnaire
(Electronic media format (e-AGM))



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Ref: MBK 022/2025**March 28,2025****Subject:** Notice of The Annual General Meeting of Shareholders for the year 2025**To:** Shareholders

MBK Public Company Limited

- Attachments:**
1. Invitation to The Annual General Meeting of Shareholders for the year 2025 and Registration Form in QR Code
 2. Annual Registration Statement/Annual Report 2024 and Sustainable Development Report for the year 2024 in QR Code
 3. Copy of the Minutes of The Extraordinary General Meeting of Shareholders No.1/2025
 4. Information on the directors whose terms of office expired and the directors whom the Board of Directors propose the shareholders to continue to be directors
 5. Information on the remuneration for the board of Directors
 6. Information on the auditors and the audit fees for the fiscal year 2025
 7. Capital Increase Report form (F53-4)
 8. Guidelines on proxy appointment and registration relating to the attendance of The Annual General Meeting of the Shareholders for the Year 2025
 9. Copy of the Articles of Association relating to the shareholders meeting
 10. Guidelines for attending the Annual General Meeting of Shareholders by Electronic Means via Inventech Connect
 11. Proxy form B
 12. Form to request the Annual Registration Statement/Annual Report 2024 and Sustainable Development Report for the year 2024
 13. Envelope for putting in the proxy and request form for Annual Registration Statement/Annual Report 2024 and Sustainable Development Report

At its Meeting No. 3/25, the Board of Directors of MBK Public company Limited adopted a resolution to hold The Annual General Meeting of Shareholders for the Year 2025 on Tuesday, April 29,2025 at 2.00 P.M. The meeting via electronic platforms at the Company's meeting room, 444, 8th Floor, MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok. The Company will not provide onsite registration. Therefore, all shareholders are requested to attend the meeting via electronic platforms only.

For shareholders who wish to attend the meeting themselves or with proxies who are not independent directors through electronic platforms, may submit a request to attend the meeting via By registering for the meeting via the link <https://app.inventech.co.th/MBK323062R/#/homepage> or scan QR Code (Attachment No.10) The pre-registration system from on April 18, 2025 The objective of the meeting is to consider various matters in line with the following agenda and the related opinions of the Board of Directors.



Agenda 1 To certify the minutes of The Extraordinary General Meeting of Shareholders No.1/2025 (“the EGM”).

Objective and Rationale

The Extraordinary General Meeting of Shareholders No.1/2025 was held on February 21, 2025. The shareholders considered various matters at this meeting. The Company also prepared an annual report and sent it to the Stock Exchange of Thailand. The annual report was also made available through the Company’s website. In this connection, it is necessary for the Company to submit the minutes of the meeting to the shareholders for consideration. The minutes are presented **in the supporting document from Pages 11-34**

The opinion of the Board of Directors

The minutes of the Extraordinary General Meeting of Shareholders No.1/2025 was correctly reported. Thus the AGM should approve the minutes.

Agenda 2 To report the Company’s performances for the year 2024

Objective and Rationale

During the fiscal year 2024, the Company that have affected its business operation. Thus, to comply with the Company’s regulation no.31 in regards to the report of the Company’s business operation during the past year to the annual general shareholder’s meeting, the changes are to be reported to the shareholders. However, the Company has compiled the information in the Annual Registration Statement Annual Report 2024, starting from January 1, 2024 to December 31, 2024 on QR Code along with the invitation letter to the meeting.

The opinion of the Board of Directors

The Company’s performances for the year 2024 should be reported for acknowledgement of the shareholders.

Agenda 3 To consider and approve the statements of financial position and statement of comprehensive income for the fiscal year ended December 31, 2024.

Objective and Rationale

Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535, as well as Articles 38. and 40. of the Company’s Articles of Association, the Company is required to prepare the statements of financial position and statement of comprehensive income at the end of the Company’s fiscal year. As well, it has to have the financial statements reviewed by the auditors before submitting them to the shareholders for consideration and approval.

The opinion of the Board of Directors

The mentioned the statements of financial position and statement of comprehensive income for the fiscal year ended December 31, 2024 have already been audited by the auditor and certified by both the Audit Committee and the Board of Directors, thus the AGM should approve the statements of financial position and statement of comprehensive income for the fiscal year ended December 31, 2024.



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

Objective and Rationale

According to the Public Company Limited Act B.E. 2535, Section 116, and the Company's Article 41., the Company must allocate, no less than 5% of its annual net profit less the accumulated loss (if any) to the capital reserve until such capital reserve is no less than the amount stipulated by the law or 10% of the Registered capital. During the financial period from January 1,2024 to December 31,2024, the Company's net profit of THB 3,561,697,164. The Company's authorized capital of THB 2,488,643,965 and THB 248,929,244 legal reserves that it is more than 10% of the statutory registered capital, the Company does not need to distribute the annual net profit. In 2024, and transfer the above net profits to the undistributed retained earnings account, including consideration of paying dividends to shareholders as of December 31, 2024, the Company has unallocated retained earnings in the amount of THB 15,776,859,920 **The supporting document from Pages 35**

The opinion of the Board of Directors

The Board of Directors agreed to propose the AGM to approve the allocation of the unappropriated retained earnings, in the amount of THB 15,776,859,920 and dividend payment as follows:

1. The dividend paid for shareholders from July 1, 2024 to December 31, 2024 of THB 0.50 (Fifty Satang) per share

However, such dividend payout paid from the business's unappropriated retained earnings were as follows:

- Dividend payment of THB 0.50 per share is paid from the retained earnings being liable to 20% corporate income tax whereby individual shareholders shall be entitled to a tax credit.

When aggregating the interim dividend payment of THB 0.45 (Forty-five Satang) per share and the dividend period from July 1, 2024 to December 31, 2024 of THB 0.50 (Fifty Satang) per share, the total amount of dividend payment, for the year 2024, is equal to THB 0.95 (Ninety-Five Satang) per share which is in accordance with the Company's dividend payout policy.

In addition, the dividend could be paid once it is approved by the AGM.

2. Dividends will be paid to the shareholders listed in the record date for shareholders who have rights to attend the AGM and receive dividends (Record date) as of March 20, 2025 and the dividend will be paid on May 8, 2025.

The Company dividend policy

The Company's dividend policy If there are no unexpected events, The Company has a policy to pay dividends in the net amount of baht per share in the current period which not less than the previous period, to provide shareholders with stability in receiving from holding the Company's shares in the long term and receive regular returns.



Agenda 5 To appoint the directors to replace those whose terms of office expired.

Objective and Rationale

Due to with Article 17. of the Company's Articles of Association, it stipulates that annual ordinary shareholders' meeting at all time, the Company's directors must retire from title in one-third or four from the total number of existing directors of the company, totaling 10 persons. The directors who have to retire by rotation in this meeting as follows:

- | | |
|----------------------------|------------------------|
| 1. Mr. Banterng Tantivit | Chairman |
| 2. Mr. Suphadej Poonpipat | Vice Chairman |
| 3. Mr. Pracha Jaidee | Independent Director |
| 4. Mr. Wichak Praditavanij | Director and President |

The Company announced on the website of company's investor relation for invitation to shareholders to nominate qualified candidate(s) for an election of the Company's director(s) and propose advance agenda since September 30, 2024 to December 30, 2024. However, there was no shareholders proposing such agenda and any lists of candidate(s) to company. Therefore, shareholders had to elect directors to replace the retired Directors. The shareholders can reappoint the retired Directors by rotation to take a position for another term.

The opinion of the Board of Directors

The Board of Directors considered the opinion given by the Compensation and Nomination Committee and agreed that the Directors whose terms of office expired namely Mr.Banterng Tantivit, Mr.Suphadej Poonpipat Mr.Pracha Jaidee and Mr.Wichak Praditavanij should be proposed to the shareholders' meeting for Consideration re-elect Mr. Banterng Tantivit, Mr. Suphadej Poonpipat and Mr. Wichak Praditavanij to continue their positions as Directors for another term, as well as to appoint Mr.Anuwat Luengtaweekul as the independent director to replace Mr. Pracha Jaidee, an independent director who is due to terms of office as the independent director expired that completed their 10 years term since 2015 and has served as an independent director of the Company for a total of 17 years. These four nominated Directors have full qualifications according to the Public Limited Company Act B.E.2535 and their knowledge, ability and experience in businesses related to the Company's operations. They can help contribute to the development of the Company and are appropriate for working as the Company's Directors. that the appointment of Mr.Banterng Tantivit, Mr.Suphadej Poonpipat and Mr.Wichak Praditavanij to continue their positions as Directors in the companise which operate the same businesses as the Company will not cause any damages to the Company.

In this connection, the profiles and qualifications of the directors whom the Board of Directors recommends to the shareholders at the shareholder meeting for re-election are given in **the supporting document from Pages 36 - 47**

Agenda 6 To consider and approve the remuneration and pension for the Board of Directors.

Objective and Rationale

Board of Directors have policy and principle to give the remuneration to the members of the Board and any sub-committees include to give to the Board of directors as appropriate level and in line with their duties and responsibilities which require them to fulfill the expectations of the interested persons' groups to comply with the law and related regulations. As a result, the Company not only has to look for and select directors with proper experience and qualifications, include to give policy to set the remuneration for each director which reflect their respective duties and responsibilities and be the rate which be compared with the other listed company. Moreover, in compliance with the good corporate governance principles, the compensation of the directors should be reviewed annually. The remuneration of directors have been approved at The 2024 Annual General Meeting of Shareholders on April 24, 2024.

The opinion of the Board of Directors

Due to the Compensation and Nomination Committee and the Board of Directors have considered proposing to the AGM for consideration and approval of the remuneration for Directors in the rate of THB 15,500,000 per annum and approve any privilege of THB 2,000,000 per annum, total amount of THB 17,500,000 per annum for the Board of Directors, the Executive Committee, the Audit Committee, the Compensation and Nomination Committee, the Information Technology Oversight Committee and other sub-committees which may be appointed if deemed necessary for benefit of management, as details as follows;

1. Remuneration for Board of Directors meeting

	Director Allowances (Baht) per person/per month	Meeting Allowances (Baht) per person/per attendance	Total
- Chairman	57,500	57,500	115,000
- Vice Chairman	35,000	35,000	70,000
- Director	29,000	29,000	58,000

2. Remuneration for the Executive Committee

	Meeting Allowances (Baht) per person/per attendance
- Chairman	105,000
- Vice Chairman	58,000
- Director	35,000

3. Remuneration for the Audit Committee

	Director Allowances (Baht) per person/per month	Meeting Allowances (Baht) per person/per attendance	Total
- Chairman	35,000	35,000	70,000
- Director	17,500	17,500	35,000

4. Remuneration for the Nomination and Remuneration Committee

	Meeting Allowances (Baht) per person/per attendance
- Chairman	70,000
- Director	35,000

5. Remuneration for the Information Technology Oversight Committee

	Meeting Allowances (Baht) per person/per attendance
- Chairman	70,000
- Director	35,000

6. Remuneration and privilege for the Board of Directors is not more than THB 2,000,000 per year.

To propose approval pension for the Board of Directors of THB 18,000,000 and the Board of Directors will allocate the amount among its members.

It has been the Board of Directors' policy and principle to provide members of the Board and the various committees and Pension for the Board of Directors with compensation at an appropriate level and in line with their duties and responsibilities, laws and regulations of the Company.

It has been the Board of Directors' policy and principle to provide members of the Board and the various committees with compensation at an appropriate level and in line with their duties and responsibilities, laws and regulations of the Company. **The supporting documents from Page 48 -49**

Agenda 7 To consider the appointment of auditors and to determine the audit fee for the year 2025

Objective and Rationale

Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 and Article 39 of the Company's Articles of Association, the shareholders at the annual general meeting are required to appoint the Company's auditors and determine the audit fees. In this connection the shareholders at the shareholder meeting may appoint the current.

The opinion of the Board of Directors

The AGM should consider appointing the following people;

- | | | |
|-----------------|--------------------|---|
| 1. Ms. Gingkarn | Atsawarangsarit | Certified Public Accountant 4496 and/or |
| 2. Ms. Pimjai | Manitkajohnkit | Certified Public Accountant 4521 and/or |
| 3. Ms. Orawan | Techawatanasirikul | Certified Public Accountant 4807 and/or |
| 4. Ms. Naraya | Srisukh | Certified Public Accountant 9188 |

from EY Office Limited to audit the Company financial statement for the year 2025. The annual audit fee is not more than THB 2,330,000 (Two million three hundred and thirty thousand Baht). Being the auditors of the Company's subsidiaries and associated companies, no relationship and/or conflict of interest between auditors and the Company, subsidiaries, executives major shareholder or related personnel according. **The supporting documents from Pages 50 – 51**

Agenda 8 To consider and approve the decrease of the registered capital of the Company from the original registered capital of THB 2,486,942,031 to newly registered capital of THB 1,986,942,031 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate of 500,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution EGM No. 1/2025 and amending of article 4. of the Company's memorandum of Association to be in accordance with the decrease of the registered capital.

Objective and Rationale

As the Company increased its registered capital by 500,000,000 baht to support the capital increase under the general mandate in the Extraordinary General Meeting of Shareholders No.1/2025, but the Company has not yet issued and offered the said capital increase shares with a par value of 1 baht per share. which the total number of ordinary shares of the Company have been not allocated is 500,000,000 shares. Therefore, to comply with the Public Limited Companies Act B.E.2535, regarding capital increase, in according to article 136. The Company must reduce their registered capital in according to article 140.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to decrease of the registered capital of the Company from the original registered capital of THB 2,486,942,031 to newly registered capital of THB 1,986,942,031 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate amount of 500,000,000 shares with a par value of 1 baht per share. Therefore, to comply with the Public Limited Companies Act B.E.2535, The Company must reduce their registered capital. Regarding capital increase, according to Section 136. When the company increases capital but cannot sell or does not sell, the Company must reduce the registered capital according to Section 140 **The supporting document from Pages 52 -55**

And amending of article 4 of the memorandum of the Company to be in accordance with the decrease of the registered capital as follows:

“Article 4. Registered capital	:	1,986,942,031 baht (One billion, nine hundred eighty-six million, nine hundred forty-two thousand and thirty-one baht only)
Dividend into	:	1,986,942,031 shares (One billion, nine hundred eighty-six million, nine hundred forty-two thousand and thirty-one shares)
Value per share	:	1 baht (one baht)
Dividend into		
Ordinary share	:	1,986,942,031 shares (One billion, nine hundred eighty-six million, nine hundred forty-two thousand and thirty-one shares)
Preferred share	:	not exist- (-)”

Agenda 9 To consider and approve the increase of company's registered capital under the General Mandate from the original registered capital of THB 1,986,942,031 to the registered capital of THB 2,486,942,031 by issuing the new ordinary shares of 500,000,000 shares, with a par value of THB 1 per share, and amending Article 4 of the Company's Memorandum of Association in order to comply with the increase of Company's registered capital.

Objective and Rationale

In order to conduct business of the Company in line with the careful financial management policy (Conservative) Therefore proposed to the Annual General Meeting of Shareholders for the year 2025 to consider and approve the increase of the Company's registered capital of the Company under the General mandate. In this regard, if in the future there is an unexpected situation, the Company will be able to reserve for financial management.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to increase the registered capital of the Company under the General Mandate from THB 1,986,942,031 to THB 2,486,942,031 by issuing 500,000,000 ordinary shares with a par value of 1 baht per share. **The supporting document from Pages 52 – 55**

The Company's increase in registered capital under General Mandate was to accord with its conservative financing policy. If in the future, there are situations above expectations, the Company will be able to maintain its conservative financial management to be flexible without affecting normal operation.

And amending of article 4 of the memorandum of the Company to be in accordance with the decrease of the registered capital as follows:

“Article 4.	Registered capital	:	2,486,942,031 baht (Two thousand, four hundred eighty-six million, nine hundred forty-two thousand and thirty-one baht only)
	Dividend into	:	2,486,942,031 baht (Two thousand, four hundred eighty-six million, nine hundred forty-two thousand and thirty-one shares)
	Value per share	:	1 baht (one baht)
	Dividend into		
	Ordinary share	:	2,486,942,031 shares (Two thousand, four hundred eighty-six million, nine hundred forty-two thousand and thirty-one shares)
	Preferred share	:	not exist- (--)”

Agenda 10 To consider and approve the allocation of newly issued ordinary shares of the Company under the General Mandate of not more than 500,000,000 shares, with a par value of THB 1 per share.

Objective and Rationale

According to the company proposed to the AGM to approve the increase the registered capital of the company under the General Mandate in agenda 9, therefore, must propose to the Extraordinary General Meeting to approve the allocation of 500,000,000 new ordinary shares with a par value of THB 1 to the existing shareholders, to comply with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to the allocation of newly issued ordinary shares of the Company to increase the registered capital under the General Mandate of not more than 500,000,000 shares with a par value of THB 1 per share as follows:

- Allocation of not more than 500,000,000 new ordinary shares or equivalent to 25.30% of the paid-up capital, offering to the shareholders in proportion to their shareholding.

Whereby, the Board of Directors shall be authorized to consider allotment and offering on a one-time or occasional basis for offering in lots from time to time and have the right to take any actions necessary as appropriate and regarding to the offering of such increased ordinary shares, e.g. determining the date for rights entitlement (XR date), and objective of the issuance and offering of such ordinary shares, specify offering price, offering period, ratio, method for allotment and the payment process, etc., including the change of the offering period, subscription and payment of the increase of ordinary shares, and determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, including the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or other requests and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The allocation of the increase of ordinary shares to existing shareholders in General Mandate shall be completed within the next of the Annual General Meeting of Shareholders, determined by the Company or within the next of the Meeting of Shareholders, determined by the law, whichever date is earlier.

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) **The supporting document from Pages 52 – 55**



Agenda 11 Other (if any)

Objective and Rationale

In line with the practice which the Company has always adhered to, although the Company does not set aside any matter for discussion under the agenda item on other business, it provides the shareholders with opportunities to put questions or express their opinions about the matters related to the various agenda or other matters throughout the meeting, which takes quite some time.

At this meeting, the Company deems it appropriate to include the agenda on other business for the shareholders. However, in an event that the shareholders wish to consider and adopt a resolution on any matter other than those specified in the notice of the meeting, the shareholders have to comply with the requirement specified in the second paragraph of Section 105 of the Public Limited Companies Act, B.E. 2535, which says:

“When the consideration of the matters under paragraph one is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.”

The opinion of the Board of Directors

The Board of Directors deems it appropriately to provide shareholders with this agenda so that they can raise questions and/or express opinions on various matters without having to adopt any resolution. However, if shareholders wish to propose any matter for consideration and approval, they are required to fulfill the conditions mentioned above in the second paragraph of Section 105 of the Act.

You are cordially invited to attend The Annual General Meeting of Shareholders on the date and at the time and place stated above. In case you wish to appoint someone to attend the meeting on your behalf, please complete and sign the accompanying proxy form which is one of the supporting documents for the meeting. Your proxy holder is required to present the proxy form to the Company's registration staff before the meeting commences. Or in case you wish to appoint as your proxy any of the Company's independent directors whose names are given in the list on the proxy form, we would greatly appreciate it if you could please send the proxy form, using the attached envelope, to the Company before the date of the meeting.

In this connection, if you wish the Company to make available any information to be discussed at the forthcoming the General Meeting of Shareholders for this year, please notify the Company accordingly before Wednesday, April 16, 2025. Your advance notification will be greatly appreciated.

Yours sincerely,

By the Board of Directors



(Mr. Wichak Praditavanij)

Director and President

MBK Public Company Limited



Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025

MBK Public Company Limited

Friday 21st February 2025

At the Company's Conference Room

No. 444, 8th floor, MBK Center Building

Phayathai Road, Wang Mai Subdistrict, Pathumwan District, Bangkok

The meeting was held via an electronic media platform.

Prior to the start of the meeting

The Board of Directors assigned **Ms. Sattakamol Worakul** to be the MC who conducted the Extraordinary General Meeting of Shareholders No. 1/2025 via the electronic media system at 14:00 p.m. and prior to the start of the meeting, the details, meeting procedure and the preliminary meeting sequence were explained as follows:

The Company's Board of Directors resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2025 via the electronic media (Zoom Meeting) only one channel at the conference room of MBK Public Company Limited, No. 444, 8th Floor, MBK Center Building, Phayathai Road, Wang Mai Subdistrict, Pathumwan District, Bangkok. In this regard, the Company organized neither the registration at the event nor live broadcast of the Extraordinary General Meeting of Shareholders via other channels of the Company, except via the electronic media channel by Inventech Systems (Thailand) Co., Ltd. who would oversee the arrangement of the said meeting to be in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and the Notification of the Ministry of Digital Economy and Society Regarding Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws or regulations. In this meeting, the Company recorded the meeting in the form of video media as well.

In this regard, the shareholders could confirm their identities and register to attend the meeting according to the details enclosed with the Notice of The Extraordinary General Meeting of Shareholders No. 1/2025 delivered by the Company to the Shareholders.

Ms. Satkamon Worakul informed the meeting that at present it was 14:00 p.m., there were shareholders and proxies of shareholders who attended the meeting as follows:

- There were 23 shareholders who attended the meeting in person, representing 11,528,294 shares.

- Shareholders who appointed the Company's Independent Directors as proxies to attend the meeting totally 124 persons, representing a total of 177,051,273 shares by appointing the proxies to vote and approve various agendas to be proposed by the Board for consideration.
- Shareholders who appointed others as proxies to attend the meeting totally 76 persons, representing a total of 1,179,772,764 shares.
- The total number of shareholders attended the meeting in person and by proxy was 223 persons, representing the total number of 1,368,352,331 shares.

Since the Company had a total of 6,354 shareholders holding the total shares combined of 1,976,254,329 shares, the shareholders attended the meeting in person and by proxy were equivalent to 69.2396% of the total number of shares constituted a quorum. She then asked to open the meeting.

Meeting commenced.

Ms. Sattakamol Worakul invited Mr. Banterng Tantivit, Chairman of the Board, to declare the meeting open.

Chairman of the meeting welcomed all present to the Extraordinary General Meeting of Shareholders No. 1/2025 and asked to open the meeting by assigning the meeting facilitators as follows:

1. Mr. Suvait Theeravachirakul, Director, Vice Chairman of the Executive Committee, Member of the Compensation and Nomination Committee and Member of Corporate Governance and Sustainability Committee to be the meeting facilitator for Agenda 2 to Agenda 7.

2. Mr. Wichak Praditavanij, Director, Member of the Executive Committee, Member of Corporate Governance and Sustainability Committee, President and CEO to be the meeting facilitator for Agenda 1.

3. Mr. Apichat Kamoltham, Chief Legal Officer, to be the Secretary to record the Minutes of the Meeting.

4. Ms. Sattakamol Worakul and Mr. Apichat Kamoltham to be the MCs to conduct the meeting.

Ms. Sattakamol Worakul informed the meeting that there were 10 Directors who attended this meeting. Those Directors were as follows:

- | | | |
|----|-----------------------|--|
| 1. | Mr. Banterng Tantivit | Chairman and Chairman of the Corporate Governance and Sustainability Committee |
|----|-----------------------|--|

- | | | | |
|----|--------------|------------------|--|
| 2. | Mr. Suphadej | Poonpipat | Vice Chairman, Chairman of the Executive Committee, Chairman of the Compensation and Nomination Committee and Member of Corporate Governance and Sustainability Committee |
| 3. | Mrs. Vijitra | Thumpothong | Independent Director, Chairman of the Audit Committee, Member of the Compensation and Nomination Committee and Member of Corporate Governance and Sustainability Committee |
| 4. | Mr. Pracha | Jaidee | Independent Director, Member of the Audit Committee, Member of the Compensation and Nomination Committee and Member of Corporate Governance and Sustainability Committee |
| 5. | Mr. Suwit | Rojanavanich | Independent Director, Member of the Audit Committee and Member of Corporate Governance and Sustainability Committee |
| 6. | Mrs. Panit | Pulsiriwong | Independent Director, Member of the Compensation and Nomination Committee and Member of Corporate Governance and Sustainability Committee |
| 7. | Mr. Piyapong | Artmangkorn | Director, Member of the Executive Committee and Member of Corporate Governance and Sustainability Committee |
| 8. | Mr. Suvait | Theeravachirakul | Director, Vice Chairman of the Executive Committee and Member of Corporate Governance and Sustainability Committee |
| 9. | Mr. Atipon | Tantivit | Director, Member of the Executive Committee and Member of Corporate Governance and Sustainability Committee |

10. Mr. Wichak Praditavanij Director, Member of the Executive Committee, Member of Corporate Governance and Sustainability Committee, President and CEO

The Directors present in the conference room were **Mr. Suvait Theeravachirakul** and **Mr. Wichak Praditavanij** while the other 8 Directors attended the meeting via the electronic media.

The number of directors who attended this meeting was proportionally equivalent to 100% of the total number of directors.

Senior Executives attended the meeting were 4 persons as follows:

1. Mr. Wichak Praditavanij President and CEO
2. Mr. Kraivin Srikraivin Deputy Chief Executive Officer
3. Mr. Kesemsuk Chongmankhong Chief Corporate Supporting Center Officer and Chief Financial and Administrative Officer
3. Mr. Kriangkrai Phurivitvattana Deputy Chief Corporate Supporting Center Officer

These 4 Senior Executives were present in the conference room.

Vote counter includes:

Mr. Phichai Piyaphiwat, an Independent Auditor who was not related to the Company, represented the shareholders in checking the votes at this meeting.

Mr. Apichat Kamoltham explained the meeting and voting procedures as follows:

1. **Meeting proceedings** The meeting would consider according to the agendas in the Notice of The Extraordinary General Meeting of Shareholders No. 1/2025 in sequence by having the Chairman of the meeting present the Information of each agenda. This meeting consisted of 7 agendas.

2. **Resolution** For convenience and quickness in counting the votes of each agenda after the shareholders had finished all queries in each agenda, the Chairman of the meeting would request the shareholders to give the votes as follows:

2.1 Shareholders or proxies could vote to approve or disapprove or abstain in each agenda. The counting of the votes would be 1 share equivalent to 1 vote.

2.2 Shareholders or proxies had the rights to vote to **approve** or **disapprove** or **abstain** in one of those resolutions only for each agenda. The number of shares could not be divided to separate the votes, except for the proxy of the custodian who was a depositary and caretaker of the shares of foreign investors. The number of shares in voting, therefore, could be divided.

2.3 Notification of voting results in any agendas would be informed by the meeting by specifying the proportion of the votes to approve or disapprove or abstain. Other details appeared in the meeting procedure.

3. Voting, how to vote and counting the votes of each agenda of the meeting via the electronic media were as follows:

3.1 The meeting would consider the agendas specified in the Notice of The Extraordinary General Meeting of Shareholders No. 1/2025 in sequence by presenting the information of each agenda and opening the opportunities for the shareholders to inquire before casting the votes on resolution and the results of the votes would be reported to the meeting after finishing counting the votes of that particular agenda respectively.

3.2 In voting, the shareholders would choose the agenda they wanted to vote, then press the “vote” button. The system would display 3 fields for voting: **Approved, Disapproved and Abstained**. For the shareholders or those with several proxies, the system would display all names of those proxies granted. The voting would be separated according to an individual user account.

* If any shareholder wanted to cancel his/her voting, he/she had to press the "cancel voting" button. For any shareholder who did not vote within the specified time, the Company would assume that the shareholder had approved that particular agenda and the voting could be revised until the closing of voting on that particular agenda was notified.

The Company provided the voting time for 1 minute and after the voting submission for each agenda was closed, the result of that agenda would be further announced to the meeting.

3.3 In case where a shareholder received the proxies from many shareholders, the menu “User Account” had to be selected and pressed, then pressed the “Change Account” button to access the accounts of other shareholders. In this regard, the system would not remove the votes out of the meeting base.

3.4 In an event that a shareholder wanted to leave the meeting prior to closing the voting on any agenda, the shareholder’s vote would neither be counted as a quorum of that agenda nor be immediately counted for the remaining agendas. However, leaving the quorum of any agenda would not deprive the shareholder’s or a proxy’s right to return to attend the meeting and vote for the next agenda in the system.

4. Inquiries or expression of opinions at the meeting

4.1 Prior to voting on each agenda, the Company would open the opportunities for the meeting participants to inquire or express their opinions on the issues related to that particular agenda as deemed appropriate by selecting the agenda which they wanted to inquire or express their opinions, then pressed the “Question” button.

4.2 The Company would open the opportunities for the meeting participants to inquire or express additional opinions on the issues related to that particular agenda as deemed appropriate. The inquiry could be done in Q&A or as specified by the system, then pressed to send the inquiry into the system at any time during the meeting. The Company would answer those inquiries during the waiting period for voting or during other agendas.

4.3 In case the inquiries related to that particular agenda were sent into the system in a large number, the Company would consider selecting the inquiries as deemed appropriate.

4.4 However, the Company reserved the right to delete the image and voice of a shareholder who asked the questions or expressed the impolite comments or defamed others or violated any laws including breaching the right of another person or disrupting the meeting or causing the trouble to other meeting participants.

4.5 In case any shareholder encountered a problem of logging into the meeting system or voting system, it was suggested to study and follow the provided instructions enclosed with the Notice of The Extraordinary General Meeting of Shareholders No. 1/2025 or select the “Help” menu in the system to contact the staff of Inventech Call Center.

Mr. Apichat Kamoltham asked to invite Mr. Wichak Praditavanij, President and CEO, to start proceeding the meeting according to the agendas assigned by the Chairman as follows:

Agenda 1: To certify the minutes of the Annual General Meeting of Shareholders for the year 2024 (“the AGM”).

Mr. Wichak Praditavanij asked the meeting to consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders, which was held on 24th April 2024, of which detail was sent to all shareholders as appeared in the supporting documents for consideration, Page 2, 10 – 41. The Minutes of the 2024 Annual General Meeting of Shareholders was published on MBK website as informed to the Stock Exchange of Thailand on 7th May 2024.

In this regard, the meeting was asked to consider and to notify if any meeting participant would like to amend any part of the statements. Also, the shareholders or proxies were provided the opportunities to ask additional questions.

Mr. Apichat Kamoltham asked the meeting whether any shareholder or proxy had any inquiries or would like to express additional opinions or not.

Upon none of shareholders or proxies requesting to amend the Minutes of the Meeting, the shareholders or proxies were asked to vote on Agenda 1. This agenda required the majority votes of shareholders attended the meeting with the rights to vote.

Resolution: The resolution adopted for the voting on Agenda 1 to consider certifying the Annual General Meeting of Shareholders for the year 2024 ("the AGM"). was as follows:

Approved	for	1,325,285,429	votes	equivalent to	96.8523%
Disapproved	for	0	votes	equivalent to	0.0000%
Abstained	for	43,071,902	votes	equivalent to	3.1477%
Voided ballot	for	0	votes	equivalent to	0.0000%

The total number of votes in this agenda was 1,368,357,331 votes, equivalent to 100.0000%.

Conclusion: The resolution was adopted by the majority of votes equivalent to 96.8523% certifying the Annual General Meeting of Shareholders for the year 2024 ("the AGM"). as proposed by the Board.

Mr. Apichat Kamoltham asked to invite Mr. Suvait Theeravachirakul, Vice President to start proceeding the meeting according to the agenda assigned by the Chairman as follows:

Agenda 2: To consider approve the decrease of the registered capital of the Company from the original registered capital of THB 2,488,643,965 to newly registered capital of THB 1,986,942,031 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate of 500,000,000 shares with a par value of 1 Baht per share which have not been allocated in whole according to the resolution of the AGM 2024 and cancelling the ordinary shares for accommodating the warrants to purchase ordinary shares of MBK-W2 for 807,107 shares and MBK-W3 for 894,827 shares, which the final right has already been exercised, the total cancelling the ordinary shares of 501,701,934 shares with a par value of 1 Baht per share and amending Article 4 of the Company's Memorandum of Association to be in accordance with the decrease of the registered capital.

Mr. Suvait Theeravachirakul explained to the meeting that the Board deemed appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the reduction of Company's registered capital from the original registered capital of 2,488,643,965 baht to the newly registered capital of 1,986,942,031 baht by cancelling the registered ordinary shares that support the General Mandate of 500,000,000 shares which the Company has not yet issued or offered such ordinary shares for sale together with the registered ordinary shares to support the warrants to purchase the newly issued ordinary shares of MBK-W2 for 807,107 shares and MBK-W3 for 894,827 shares, of which final exercise of the rights had already been done, which the Company has not yet offered for sale all ordinary shares of 501,701,934 shares, with a par value of 1 baht per share, in order to comply with Section 136 of the Public Limited Company Act B.E. 2535 (1992) regarding Capital Increase that upon the Company has increased its capital but has not yet been able to sell or has not sold the new shares, the Company has to reduce its registered capital according to Section 140, **as appeared in the supporting document for consideration, Pages 2 - 3 and 54 - 57.**

In this regard, Article 4 of the Company's Memorandum of Association would be amended to be consistent with the reduction of the Company's registered capital as follows:

" Article 4.	Registered capital	for	1,986,942,031	baht	(One billion nine hundred eighty-six million nine hundred forty-two thousand and thirty-one baht)
	Divided into		1,986,942,031	shares	(One billion nine hundred eighty-six million nine hundred forty-two thousand and thirty-one shares)
	Par value		1	baht	(One baht)
	Separated into				
	Ordinary shares		1,986,942,031	shares	(One billion nine hundred eighty-six million nine hundred forty-two thousand and thirty-one shares)
	Preferred shares		---	shares	(--)"

Mr. Apichat Kamoltham asked the meeting whether any shareholders or proxies had any inquiries or would like to make comments or not.

Since there were no shareholders or proxies to further inquire, the shareholders were asked to vote on Agenda 2 which required the votes of not less than three-quarters of total votes of the shareholders attended the meeting and had the rights to vote.

Resolution: The resolution adopted for the voting on Agenda 2 to consider approving the decrease of Company's registered capital from the original registered capital of 2,488,643,965 baht to the newly registered capital of 1,986,942,031 baht by reducing the registered ordinary shares reserved for the increase of registered capital under General Mandate of 500,000,000 shares, with a par value of 1 baht per share, which had not been allocated in whole according to the resolution of the AGM 2024 and reducing the ordinary shares for accommodating the warrants to purchase ordinary shares of MBK-W2 for 807,107 shares and MBK-W3 for 894,827 shares, which the final right has already been exercised, the total reduction the ordinary shares of 501,701,934 shares with a par value of 1 Baht per share and amending Article 4 of the Company's Memorandum of Association to be in accordance with the decrease of the registered capital as follows:

Approved	for	1,368,357,231	votes	equivalent to	99.9999%
Disapproved	for	0	votes	equivalent to	0.0000%
Abstained	for	100	votes	equivalent to	0.0000%
Voided ballot	for	0	votes	equivalent to	0.0000%

The total number of votes in this agenda was 1,368,357,331 votes, equivalent to 100.0000%.

Conclusion: The resolution was adopted by the majority of votes equivalent to 99.9999%, which was not less than three-quarters of the total votes of shareholders attended the meeting and had the rights to vote, approving the decrease of the Company's registered capital from the original registered capital of 2,488,643,965 baht to the newly registered capital of 1,986,942,031 baht and to amend Article 4 of the Company's Memorandum of Association in order to comply with the decrease of Company's registered capital, as proposed by the Board.

Agenda 3: To consider and approve the increase of Company's registered capital under the General Mandate from the original registered capital of 1,986,942,031 baht to the registered capital of 2,486,942,031 baht by issuing the new ordinary shares of 500,000,000 shares, with a par value of 1 baht per share, and amending Article 4 of the Company's Memorandum of Association in order to be in accordance with the increase of Company's registered capital.

Mr. Suvait Theeravachirakul explained at the meeting that the increase of Company's registered capital by the said General Mandate was to conform to the conservative financial management policy. However, if there was a situation beyond expectation in the future, the Company would be able to reserve for the flexibility from the conservative financial management without affecting the normal operations, as appeared in the supporting document for consideration, Pages 3 - 4 and 54 - 57.

In this regard, Article 4 of the Company's Memorandum of Association regarding the Registered Capital would be amended to be consistent with the increase of Company's registered capital as follows:

" Article 4. Registered capital for	2,486,942,031	baht	(Two thousand four hundred eighty-six million nine hundred forty-two thousand thirty-one baht)
Divided into	2,486,942,031	shares	(Two thousand four hundred eighty-six million nine hundred forty-two thousand thirty-one shares)
Par value	1	baht	(One baht)
Separated into			
Ordinary shares	2,486,942,031	shares	(Two thousand four hundred eighty-six million nine hundred forty-two thousand thirty-one shares)
Preferred share	---	shares	(--)"

It was deemed appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the General Mandate from the original registered capital of 1,986,942,031 baht to the registered capital of 2,486,942,031 baht by issuing the ordinary shares of 500,000,000 shares, with a par value of 1 baht per share, and to amend Article 4 of the Company's Memorandum of Association regarding the Registered Capital in order to be consistent with the increase of Company's registered capital.

Mr. Apichat Kamoltham asked the meeting whether any shareholders or proxies had any inquiries or would like to make additional comments or not.

Since there were no shareholders or proxies to further inquire, the shareholders were asked to vote on Agenda 3 which required the votes of not less than three-quarters of total votes of the shareholders attended the meeting and had the rights to vote.

Resolution: The resolution adopted for the voting on Agenda 3 to consider approving the increase of Company's registered capital under the General Mandate from the original registered capital of 1,986,942,031 baht to the registered capital of 2,486,942,031 baht by issuing the new ordinary shares of 500,000,000 shares, with a par value of 1 baht per share, and amending Article 4 of the Company's Memorandum of Association in order to be in accordance with the increase of Company's registered capital was as follows:

Approved	for	1,333,862,424	votes	equivalent to	97.4789%
Disapproved	for	26,194,005	votes	equivalent to	1.9143%
Abstained	for	8,304,202	votes	equivalent to	0.6068%
Voided ballot	for	0	votes	equivalent to	0.0000%

The total number of votes in this agenda was 1,368,360,631 votes, equivalent to 100.0000%.

Conclusion: The resolution was adopted by the majority of votes equivalent to 97.4789%, which was not less than three-quarters of total votes of shareholders attended the meeting and had the rights to vote, approving the increase of Company's registered capital under the General Mandate from the original registered capital of 1,986,942,031 baht to the registered capital of 2,486,942,031 baht by issuing the new ordinary shares of 500,000,000 shares, with a par value of 1 baht per share, and amending Article 4 of the Company's Memorandum of Association in order to be in accordance with the increase of Company's registered capital, as proposed by the Board.

Agenda 4: To consider and approve the allocation of newly issued ordinary shares of the Company under the General Mandate of not more than 500,000,000 shares, with a par value of 1 baht per share

Mr. Suvait Theeravachirakul explained at the meeting that in order to be consistent with the increase of registered capital in Agenda 3, it was deemed appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the allocation of Company's ordinary shares to support the General Mandate of not exceeding 500,000,000 shares, with a par value of 1 baht per share as follows:

- Allocated the ordinary shares of not exceeding 500,000,000 shares or equivalent to 25.30% of the paid-up capital in order to offer for sale to existing shareholders in proportion to their shareholding.

In this regard, the Board of Directors was authorized to consider the allocation and offer for sale at one time or separate to offer for sale from time to time including the authority to perform any acts required and related to the offer for sale of such ordinary shares in all respects, such as determination of the date for subscription rights (XR date), objectives of the offer for sales of ordinary shares, determination of the offering price, offering period, allocation rate, allocation method and payment of shares, etc., including change of offering period, subscription and payment receiving for ordinary shares, setting conditions and details of offer for sale of such ordinary shares as deemed appropriate, as well as, editing words or statements in the Minutes of Shareholders' Meeting, Memorandum of Association and/or various application forms and/or performing any acts to comply with the registrar's orders in submitting the registration to increase the Company's registered capital to the Department of Business Development, Ministry of Commerce from time to time according to the payment made by the subscribers of stocks each time, including the registration of ordinary shares as listed securities on the Stock Exchange of Thailand and submission of information, documents and evidence to the Office of the Securities and Exchange Commission (SEC), Stock Exchange of Thailand (SET), Ministry of Commerce or other related agencies.

For the allocation of the General Mandate to the shareholders, it had to be accomplished by the date the Company would hold the next Annual General Meeting of Shareholders or within the date required by law to hold the next Shareholders' Meeting, depending on whichever to arrive first.

The detail of allocation of ordinary shares was shown on the Capital Increase Report (F53-4), as appeared in the supporting document for consideration, Pages 5 - 6 and 54 - 57.

Mr. Apichat Kamoltham asked the meeting whether any shareholders or proxies had any inquiries or would like to make additional comments or not.

Since there were no shareholders or proxies to further inquire, the shareholders were asked to vote on Agenda 4 which required the majority vote of total votes of shareholders attended the meeting and had the rights to vote.

Resolution: The resolution adopted for Agenda 4 to consider and approve the allocation of newly issued ordinary shares of the Company under the General Mandate of not more than 500,000,000 shares, with a par value of 1 baht per share, was as follows:

Approved	for	1,333,862,524	votes	equivalent to	97.4789%
Disapproved	for	26,194,005	votes	equivalent to	1.9143%
Abstained	for	8,304,102	votes	equivalent to	0.6068%
Voided ballot	for	0	votes	equivalent to	0.0000%

The total number of votes in this agenda was 1,368,360,631 votes, equivalent to 100.0000%.

Conclusion: The resolution was adopted by the majority of votes equivalent to 97.4789% approving the allocation of newly issued ordinary shares of the Company under the General Mandate of not more than 500,000,000 shares, with a par value of 1 baht per share, as proposed by the Board.

Mr. Apichat Kamoltham informed the meeting that in an event that any shareholder or proxy wished to inquire via VDO Conference, the Company would open the inquiry system via VDO Conference in Agenda 7. Therefore, all shareholders and proxies were requested to be acknowledged accordingly.

Agenda 5: To consider and approve the disposal of ordinary shares of PRG Corporation Public Company Limited (PRG) at the specified allocation rate of not exceeding 155,000,000 shares, which was the transaction of disposition of assets and related party transaction of the listed company.

Mr. Suvait Theeravachirakul explained at the meeting that the reason of the Company's sale of ordinary shares of PRG Corporation Public Company Limited (PRG) was due to the fact that PRG had a shareholding ratio of non-strategic shareholders not complying with the criteria of the Stock Exchange of Thailand (Free Float), which according to the criteria of the Stock Exchange of Thailand, it was divided into 2 criteria:

1. A listed company was required to have not less than 150 non-strategic shareholders. PRG met this criterion as designated by the Stock Exchange of Thailand due to having 918 shareholders.

2. The company held shares in total of not less than 15% of the paid-up capital. PRG did not meet this criterion as designated by the Stock Exchange of Thailand due having the non-strategic shareholders in total of only 5.37% of the paid-up capital.

Since MBK, as the major shareholder of PRG, held 543,490,523 shares in PRG, or approximately 74.80% of the total shares of PRG (Data as of September 25, 2024), the Company's Board of Directors deemed appropriate to propose to the Shareholders' Meeting to consider selling PRG shares not exceeding 155,000,000 shares or approximately 20.30% of PRG shares. After selling these shares, MBK would hold PRG's shares approximately 54.50% of PRG's registered capital, which still exceeded 50% of the registered capital.

Therefore, it was deemed appropriate to offer not exceeding 155,000,000 shares for sale to MBK shareholders (except PRG) and PRG shareholders (except MBK) as follows:

1. Allocated to MBK shareholders (except PRG) by granting MBK shareholders the right to purchase PRG shares at the ratio of 10 MBK shares per 1 PRG share (10:1) at a price of 7 baht per share.

2. Allocated to PRG shareholders (except MBK) by granting PRG shareholders the right to purchase PRG shares at the ratio of 13 PRG shares per 1 PRG share (13:1) at a price of 7 baht per share.

3. Not allocated to shareholders who would cause shareholding in PRG in a manner that violated the restrictions on foreign shareholding (more than 49.00%).

4. Not allocated to shareholders who would cause MBK and PRG to have additional duties under foreign laws. In this regard, the Board of Directors had the right to exercise its discretion not to offer for sale or not to allocate such shares to shareholders whose document delivery addresses were in England, the United States, Singapore, France, China, India, Switzerland, Japan, Vietnam and any other country as the Company deemed appropriate (overseas residence), where the Company might break the laws in such countries. Also, additional operating expenses would be incurred. The Company, therefore, would not allocate to shareholders in such countries.

In addition, in an event that shares were not sold out, the shareholders receiving the allocation might subscribe to the shares of oversubscription. In this regard, the Company would allot the shares to those required oversubscription after allocation to the shareholders with subscription rights in proportion to their original shareholding in full, at the same price as that of the shares allocated according to their rights.

By allocation of the shares remained from the subscription rights, the Company would neither allocate nor sell to any person holding PRG shares exceeding 5% of PRG's paid-up capital when combining PRG shares held by such person, before and after the subscription rights (Such person included related persons such as spouse, minor children, a juristic person where such person held shares in total exceeding 30% according to the definition of the persons under Section 258 of the Securities and Exchange Act B.E. (1992)).

And if the shares still remained after allocation to those required oversubscription, the Company might allocate the remaining shares offered to interested investors by means of private placement.

In this regard, the said transaction had a transaction size according to the Announcement on Significant Transactions Subjecting to be an Acquisition or Disposition of Assets less than 15% as designated by the Stock Exchange of Thailand which did not require the Company to disclose the information or perform any acts according to the Announcement on Significant Transactions Subjecting to be an Acquisition or Disposition of Assets.

However, since the Board of Directors considered that such transactions should be conducted in accordance with the principles of good corporate governance by taking the benefits of shareholders into account as the main consideration, such transactions should be proposed to the Shareholders' Meeting for consideration and approval.

In this regard, it was deemed appropriate for the Shareholders' Meeting to consider authorizing the Board of Directors to consider determining the names in the shareholders' register, who were entitled to receive the allocation of PRG shares, which after the shareholders considered and approved the said transaction and/or assigned the President and CEO to have the authority to perform any acts required and related to the sale of PRG shares including considering and determining the details and conditions necessary and related to the allocation of PRG shares remained from oversubscription in order to offer for sale in one time or several times to private placement covering the offering period, investor recruitment, change of name list and number of allocated shares, negotiation,

agreement, change and signing contracts and documents, signing to change and amend any other necessary and relevant documents and evidence, contacting, submitting statements and clarifying to any relevant agencies or persons, appointing executives of companies in the MBK Group to be sub-attorneys, with the scope of authority as deemed appropriate by the Company's President and CEO, and any other acts necessary and related to the share sale transaction.

The Board of Directors, therefore, deemed appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve to sell the ordinary shares of PRG Corporation Public Company Limited by considering that the distribution of shares by means of selling share in order to comply with the criteria of the Stock Exchange of Thailand and enable PRG Corporation Public Company Limited to remain a listed company on the Stock Exchange of Thailand, as well as, indirectly beneficial to MBK Public Company Limited by receiving money from the sale of PRG shares. Such money could be further used to invest and utilize in the Company's business by setting the conditions and price offered at 7 baht per share which was considered an appropriate price by the Board of Directors' Meeting due to analysis based on the assumption that PRG currently held approximately 29.5% of MBK shares and in the past half year, MBK paid a dividend of 0.45 baht per share. In this regard, PRG would receive the dividends from MBK as a shareholder of MBK approximately 0.9 baht per share. When the dividends were paid in full to PRG shareholders, PRG would be able to pay a dividend of 0.69 baht per share, calculated from the price of a PRG share at 7 baht per share representing a return of approximately 9.8%. Also, from the analysis of PRG shares, the current book value was approximately 14 baht per share, partially derived from the value of MBK share calculated from the market price as of the closing date of 2024 fiscal year, which was equivalent to the value of a MBK share of approximately 11.72 baht. It was like buying a PRG share at 7 baht would be equivalent to buying a MBK share indirectly at a discount price of 60%. This analysis was for the consideration of shareholders.

In terms of advantages and disadvantages, the advantage was the shares could be indirectly purchased at a discount price of 60% of the market price and would get returns as dividends. It was believed that if MBK could pay dividends regularly, the returns would be approximately 10%. The disadvantage was that even though the liquidity was better than before, it might not be as much as general stocks in the market.

The details were shown in the Invitation Letter to the Meeting, Pages 6 - 7 and 42 - 53.

Mr. Suvait Theeravachirakul asked the meeting whether any shareholders or proxies had any inquiries or would like to make additional comments or not.



Mr. Piyapong Prasattong, a shareholder, inquired as follows:

1. Whether the sale of PRG ordinary shares was a solution to the Free Float problem to remove the CF mark of PRG shares or not.

2. Whether it was required to have an independent financial advisor (IFA) for the transaction of selling PRG share or not.

Mr. Suvait Theeravachirakul answered the inquiries as follows:

1. The sale of PRG shares was a solution to PRG's Free Float problem so that the shareholding ratio of non-strategic shareholders would be in accordance with the criteria of the Stock Exchange of Thailand.

2. According to the regulations of the Securities And Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), if the shareholders had the resolution to approve for the Company to sell PRG shares, the Company would hire a Financial Advisor (FA) to file the Application for the Offer for Sale of Securities and Draft Prospectus and related supporting documents for offering shares for sale to the SEC and to proceed the offer of PRG shares for sale to shareholders. It was expected to be accomplished in May 2025.

Mr. Apichat Kamoltham asked the meeting whether any shareholders or proxies had any inquiries or would like to make additional comments or not.

Since there were no shareholders or proxies to further inquire, the shareholders were asked to vote on Agenda 5 which required the votes of not less than three-quarters of total votes of the shareholders attended the meeting and had the rights to vote.

Resolution: The resolution adopted for Agenda 5 to consider and approve the and approve the disposal of ordinary shares of PRG Corporation Public Company Limited (PRG) at the specified allocation rate of not exceeding 155,000,000 shares, which was the transaction of disposition of assets and related party transaction of the listed Company, was as follows:

Approved	for	1,368,360,531	votes	equivalent to	99.9999%
Disapproved	for	0	votes	equivalent to	0%
Abstained	for	100	votes	equivalent to	0%
Voided ballot	for	0	votes	equivalent to	0.0000%

The total number of votes in this agenda was 1,368,360,631 votes, equivalent to 100.0000%.

Conclusion: The resolution was adopted by the majority of votes equivalent to 99.9999% which was not less than three-quarters of total votes of the shareholders attended the meeting and had the rights to vote approving the disposal of ordinary shares of PRG Corporation Public Company Limited (PRG) at the specified allocation rate of not exceeding 155,000,000 shares, which was the transaction of disposition of assets and related party transaction of the listed company, as proposed by the Board.

Agenda 6: To consider and approve the amendment to the Company's Articles of Association regarding share repurchase, Chapter 2: Shares, Article 3.

Mr. Suvait Theeravachirakul explained at the meeting that it deemed appropriate to amend the Company's Articles of Association regarding share repurchase, Chapter 2: Shares, Article 3, to be clear and appropriate in accordance with the objectives of the Ministerial Regulation Prescribing Criteria and Procedures for Repurchasing Shares, Selling Repurchased Shares and Reducing Repurchased Shares of Companies (No. 2) B.E. 2565 (2022), Section 4 (1), as follows:

Original Articles of Association	Amended Articles of Association
<p style="text-align: center;">Chapter 2 Shares</p> <p>Article 3. All Company's shares are registered shares with equal par value and must be paid in full at one time.</p> <p>The Company may repurchase its shares from the shareholders. In this regard, the Board of Directors may pass a resolution approving the Company to repurchase its shares not exceeding 10% of <u>paid-up capital</u>. If the Company wishes to repurchase its shares more than 10% of <u>paid-up capital</u>, an approval from a Shareholders' Meeting is required prior to repurchase its shares from the shareholders.</p> <p>Repurchasing shares, selling repurchased shares and cancelling repurchased shares shall be in accordance with the criteria and procedures prescribed by the Ministerial Regulation.</p>	<p style="text-align: center;">Chapter 2 Shares</p> <p>Article 3. All Company's shares are registered shares with equal par value and must be paid in full at one time.</p> <p>The Company may repurchase its shares from the shareholders. In this regard, the Board of Directors may pass a resolution approving the Company to repurchase its shares not exceeding 10% of <u>total issued shares</u>. If the Company wishes to repurchase its shares more than 10% of <u>total issued shares</u>, an approval from a Shareholders' Meeting is required prior to repurchase its shares from the shareholders.</p> <p>Repurchasing shares, selling repurchased shares and cancelling repurchased shares shall be in accordance with the criteria and procedures prescribed by the Ministerial Regulation.</p>

The details were shown in the Invitation Letter to Meeting, Pages 7- 8.

Mr. Apichat Kamoltham asked the meeting whether any shareholders or proxies had any inquiries or would like to make additional comments or not.

Since there were no shareholders or proxies to further inquire, the shareholders were asked to vote on Agenda 6 which required the votes of not less than three-quarters of total votes of the shareholders attended the meeting and had the rights to vote.

Resolution: The resolution adopted for Agenda 6 to consider and approve the amendment to the Company's Articles of Association regarding share repurchase, Chapter 2: Shares, Article 3, was as follows:

Approved	for	1,368,360,631	votes	equivalent to	100.000%
Disapproved	for	0	votes	equivalent to	0.0000%
Abstained	for	0	votes	equivalent to	0.0000%
Voided ballot	for	0	votes	equivalent to	0.0000%

The total number of votes in this agenda was 1,368,360,631 votes, equivalent to 100.0000%.

Conclusion: The meeting had passed a unanimous resolution equivalent to 100,000%, which was the total number of votes of shareholders attended the meeting and had the right to vote, approving the amendment of the Company's Articles of Association regarding share repurchase, Chapter 2: Shares, Article 3, as proposed by the Board of Directors.

Agenda 7: Consideration of other matters (if any)

Mr. Suvait Theeravachirakul informed the meeting that for this agenda if any shareholder wished to consider and approve other matters (if any) other than those specified in the Invitation Letter to the Meeting, the matter had to be proposed in accordance with the provision of the law as stipulated in Section 105, Paragraph two of the Public Limited Companies Act, B.E. 2535 (1992) that "After the meeting has finished considering according to Paragraph one, the shareholders whose shares in combination not less than one-third of the total number of issued shares can request the meeting to consider other matters other than those specified in the Invitation Letter to the Meeting." However, the number of shares had to be not less than one-third of the total number of shares, which was 658,751,443 shares.

Since there were no shareholders proposing other matters for consideration, this agenda was set for shareholders to inquire or give suggestions to the Board to clarify the inquiries or doubts to the shareholders.

Mr. Weerachai Kiatwimol, a shareholder, inquired as follows:

Whether the Company prepared the Annual Report in a book form or not, and if the shareholders required, where they could contact to get.

Mr. Wichak Praditavanij answered the inquiry as follows:

For the request of the Annual Report in a book form, the Company had sent the Annual Report Request Form along with the Invitation Letter to 2025 Annual General Meeting of Shareholders to shareholders who wished to receive the Annual Report in a book form. The shareholders could send such Forms back to the Company at the address or email provided, and the Company would deliver the Annual Report to the shareholders by post to the addresses provided.

Ms. Wandee Sangchaiya, a shareholder, inquired as follows:

1. After the Covid-19 pandemic in 2019, it was known that MBK Shopping Center had changed the way of rental collection to be percentage based on sales. Whether the Company applied the same criterion to collect the rentals from all tenants or not; or what the exceptions were. And such way of rental collection when compared to the original way of rental collection before Covid-19, which way rendered more advantages to the Company.

2. Whether the rentals would be adjusted in 2025 or not; and usually how the rentals were adjusted in each year.

3. Whether TCAP could subscribe for PRG shares or not.

Mr. Wichak Praditavanij answered the inquiries as follows:

1. Collection of rentals on a gross profit according to a percentage based on total tenant sales would be applied only for the large Brand tenants with reliable revenue collection systems. For SME tenants, fixed rate rental collection was still applied. However, collection of rentals on a gross profit according to percentage based on tenant sales would be better than fixed rate collection in case MBK Shopping Center had many customers. In this regard, the Company had to set a marketing plan in conjunction with Brand tenants in order to encourage spending in stores where collection of rentals on a Gross Profit was applied.

2. The Company adjusted the rentals annually by adjusting the rental rate approximately 3-15% per year.

3. TCAP could purchase PRG shares according to the rights allotted as MBK shareholder and PRG shareholder.

Mr. Suvait Theeravachirakul gave an additional answer to the inquiry as follows:

TCAP could purchase PRG shares, but once bought, they would not be counted in Free Float due to TCAP was considered as a major shareholder of PRG. As a result, they could not be counted as Free Float, but TCAP had the right to purchase PRG shares according to the rights offered for sale to MBK shareholders (except PRG) and PRG shareholders (except MBK) due to having a direct interest.

Mr. Apichat Kamoltham informed the meeting that as Mr. Weerachai Kiatwimol, a shareholder, had informed his intention to inquire via VDO Conference in Agenda 1, the Company had to apologize for not opening the system for questioning in that agenda since the Company had already informed the shareholders that VDO Conference system would be postponed to open in Agenda 7. The Company, therefore, would like to invite Mr. Weerachai Kiatwimol, a shareholder, to inquire in this agenda by pressing the 'right acceptance' button to access the VDO Conference system.

Mr. Apichat Kamoltham informed the meeting that since Mr. Weerachai Kiatwimol, a shareholder, did not press the 'right acceptance' button to access the VDO Conference system, there were no inquiries from the VDO Conference method. Therefore, the meeting would be continued.

Ms. Wandee Sangchaiya, a shareholder, inquired as follows:

Whether other shopping centers in the MBK Group and Siam Piwat Group (if answerable) had the same way of rental collection or different way of rental collection from those of MBK Shopping Center or not.

Mr. Suvait Theeravachirakul gave an additional answer to the inquiry as follows:

MBK Shopping Center and all affiliated shopping centers had 2 ways of rental collection: Fixed Rate and Gross Profit (GP). However, most rental collections were fixed rate-based due to MBK Shopping Center had more SME tenants, Gross profit based rental collection would be applied only for the large Brand tenants of food and fashion groups, such as Starbucks, SuperSport, etc.

Siam Piwat had the same way of rental collection as that of MBK, but the difference was the proportion of tenants with Gross Profit (GP) based collection was more than that of retail tenants due to most of Siam Piwat's tenants were the large Brand tenants.

Mr. Suvait Theeravachirakul further explained to the meeting that the Company was required to propose the sale of PRG shares to the Board of Directors to consider the date of determining the list of shareholders entitled to subscribe to PRG shares offered to sell by MBK, which was expected to be considered around March. As for the documentation for PRG share offering, it was expected to be accomplished according to this objective in May 2025.

The additional inquiries raised by shareholders were as follows:

Mr. Achidpon Chandusitkhachorn, the proxy, inquired as follows:

Whether MBK had any means that could facilitate the participation in the following Shareholders' Meetings or not due to prior to the last Shareholders' Meeting, there was a problem before joining the online meeting since he was informed that if being unable to join the online meeting, the system would not count the voting right even though the documents related to ballot paper were sent to MBK before the meeting. In detail, all documents related to the ballot paper for the Shareholders' Meeting were sent to MBK before the meeting. However, Inventech Systems (Thailand) Co., Ltd. had informed that the documents were insufficient, all documents had to be uploaded into the online system again before being allowed to join the meeting. However, those documents could not be re-uploaded into the system because all documents were already sent. This process was considered redundant and inefficient. Therefore, whether there were any means to ease joining the meeting more conveniently.

Mr. Suvait Theeravachirakul answered the inquiry as follows:

In case of attending the meeting in person or by a proxy who was not an independent director of the Company, the shareholder had to apply for a username and a password by self-service and attach the meeting documents to the system as already informed in the Notice of The Extraordinary General Meeting of Shareholders No. 1/2025 sent to the shareholder. In this regard, the shareholder was not required to send the original documents to the Company. Besides, the shareholder was required to apply for the usernames and passwords according to the number of proxies for the correctness and completeness of the meeting quorum, as well as, the voting results of each agenda. The system would save the evidence of system access and log data in accordance with the relevant standards and criteria. The Company, therefore, would like to apologize for any inconvenience in such registration.

Ms. Wandee Sangchaiya, a shareholder, inquired as follows:

Regarding the progress of Siam Piwat's IPO, when the filing and entry into the stock market could be expected.

Mr. Suvait Theeravachirakul answered the inquiry as follows:

The submission to the Securities and Exchange Commission (SEC) was expected to be around the 3rd Quarter of 2026, which the SEC office would take about 6 months to consider. As for the sale of IPO shares, it depended on the situation and the appropriateness of the timing to be reconsidered.

Ms. Wandee Sangchaiya, a shareholder, inquired as follows:

If taking only MBK Shopping Center into consideration that it had a chance to be as profitable as it was before Covid-19, which period it could be realized; and in term of the overview of Company's shopping center business, whether and when we would be able to return to be as profitable as we were before Covid-19.

Mr. Wichak Praditavanij answered the inquiry as follows:


MBK Shopping Center had been continuously profitable from the increased occupancy rate, which was higher than that during Covid-19. However, though the average rental rate (ARR) had increased but not as much as that before Covid-19. In addition, the Shopping Center had a building rental burden from the Property Management of Chulalongkorn University that was increased every year. Therefore, it was expected to take some time. Also, the overview of all shopping centers was that the profits had not yet returned to the same level as those before Covid-19. However, Paradise Park Shopping Center completed its renovation in the 2nd Quarter of 2024, and was under the process of gradually filling up the rental space, which would help increasing the overall profits of the shopping center business and returning to the level of pre-Covid-19 in the future.

Mr. Apichat Kamoltham informed the meeting that since there were neither shareholders nor proxies had additional inquiries, as well as, there was no shareholder proposing any other matter to the meeting for consideration, the preparation of the Minutes of the Meeting would be explained in order to comply with the good practice. After finishing the meeting, the Company would complete the preparation of the Minutes of the Meeting within 14 days from the meeting date and have it published on the Company's website for the shareholders to acknowledge the results of the meeting and be able to verify the meeting.

Ms. Sattakamol Worakul informed the meeting that the meeting had considered all agendas, and all inquiries had already been answered to the shareholders. The Chairman of the meeting was invited to close the meeting.

Chairman of the meeting addressed to the meeting that on behalf of the Company's Board of Directors, he would like to thank all shareholders for their good cooperation in today's meeting; he, then, closed the meeting.

The meeting was adjourned at 15:15 p.m.

Signed  Chairman of the meeting
(Mr. Banterng Tantivit)

Signed  Secretary
(Mr. Apichat Kamoltham)
Meeting Recorder

Supporting Document

Annual General Meeting of Shareholders for the year 2025

Agenda 4 To approve the allocation of profit and dividend payment.

Comparison of Annual Dividend Payments for the Period from 2022 to 2024

	For the years ended 31 December		
	2522	2523	2524
Consolidated financial statements			
Net profit - Equity holders of the company (million Baht)	332	1,567	2,686
Earnings per share (Baht)	0.23	1.04	1.75
Separate financial statements			
Net profit (million Baht)	61	2,039	3,562
Earnings per share (Baht)	0.03	1.05	1.81
Dividend			
Interim dividend per share for the first half of the year (January 1 - June 30)	0.40	0.40	0.45
Interim dividend per share for the second half of the year (July 1 - December 31)	0.40	0.40	0.50**
Total dividend per share (Baht)	0.80	0.80	0.95
<u>Total dividend payments (million Baht)</u>	1,530.86	1,570.48	1,881.81

* The Interim dividend for the first half-year operation from January 1, 2024 to June 30, 2024 which is already paid on October 3, 2024.

** Amount of dividend per share submitted for approval at the 2025 Annual General Meeting As of March 20, 2025, the list of shareholders entitled to receive dividends will be paid on May 8, 2025.

Supporting Document

Annual General Meeting of Shareholders for the year 2025

Agenda 5 To appoint the directors to replace those whose terms of office expired.

1. In line with Article 17 of the Company's Articles of Association, one-third of the total number of the directors will retire by rotation at the annual ordinary meeting. If the number of the directors is not divisible by three, the number close to one third will be used. At the Annual General Meeting of Shareholders for the Year 2025, there are four retiring directors. These include, Mr.Banternng Tantivit, Mr.Suphadej Poonpipat Mr.Pracha Jaidee and Mr.Wichak Praditavanij

2. Criteria and method of selecting the directors of the Company:

Candidates must have at least a Bachelor's degree and must be selected by the Company's Nomination and Remuneration Committee.

3. Definition and Qualifications of Independent Directors;

MBK Public Company Limited has defined the definition of the independent directors which comply with the minimum rules of Securities and Exchange Commission, Thailand (SEC) and The Stock Exchange of Thailand (SET).

Qualifications of Independent Directors;

1. Not to hold more than 1 percent of the voting shares of the Company, subsidiaries, joint-venture companies, major shareholders, or people who have control authority of the Company. In any respect, shareholding of people who have connections with such independent director is counted.

2. Not to be or used to be a director who take part in being an executive, an officer, an employee, a consultant being paid a fixed salary or having control authority of the Company, subsidiaries, joint-venture companies, major shareholders, or people who have control authority of the Company, with the exception of being discharged from mentioned above characteristics not less than 2 years before the appointment date. In any respect, the prohibition does not include a case that an independent director used to be a government officer or a consultant for the government sector which is a major shareholder or has control authority of the Company.

3. Not to be related by blood or by legal registration as a parent, a spouse, siblings, children, and including spouses of children of an director, an executive, a major shareholder, a person who has control authority, or a person who is appointed as an director, an executive or a person having control authority of the Company or its subsidiaries.

4. Not to have a business relationship with the Company, subsidiaries, joint-venture companies, major shareholders, or people who have control authority of the Company which may render an director to be unable to give an independent opinion, including not to be or used to be a shareholder with significance or

a person who has control authority of people who have a business relationship with the Company, subsidiaries, joint-venture companies, major shareholders, or people who have control authority of the Company, with the exception of being discharged from mentioned above characteristics not less than 2 years before the appointment date.

5. Not to be or used to be an auditor of the Company, subsidiaries, joint-venture companies, shareholders, people who have control authority of the Company, and not to be a shareholder with significance, a person who has control authority, or a partner in an audit firm where auditors of the Company, subsidiaries, joint-venture companies, shareholders, or people having control authority work for, with the exception of being discharged from mentioned above characteristics not less than 2 years before the appointment date.

6. Not to be or used to be a provider for any professional service, including legal or financial consulting which its consulting fee is paid for more than THB 2 million per year from the Company, subsidiaries, joint-venture companies, shareholders, or people who have control authority of the Company, and not to be a shareholder with significance, a person who has control authority, or a partner of such professional services provider, with the exception of being discharged from mentioned above characteristics not less than 2 years before the appointment date.

7. Not to be a director whom is appointed to be a representative of a director of the Company, major shareholders, or shareholders who are related to major shareholders.

Nomination and Compensation Committee Board of Directors agreed that Mr.Banternng Tantivit, Mr.Suphadej Poonpipat, Mr.Pracha Jaidee and Mr.Wichak Praditavanij should be proposed to the Annual General Meeting for Consideration that Mr. Banternng Tantivit, Mr. Suphadej Poonpipat and Mr. Wichak Praditavanij should be re-appointed to continue their positions as Directors for another term, as well as to appoint Mr. Anuwat Luengtaweekul as the independent director to replace Mr. Pracha Jaidee who is due to terms of office as the independent director expired. An independent director who has completed their 10 year term as an independent director since 2015 and has served as an independent director of the company for a total of 17 years. These 4 nominated Directors have full qualifications according to the Public Limited Company Act B.E.2535 and their knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company. They are appropriate for working as the Company's Directors. The Board considered that the appointment of Mr.Banternng Tantivit, Mr.Suphadej Poonpipat and Mr.Wichak Praditavanij to continue their positions as Directors in the companies which operate the same businesses as the Company will not cause any damages to the Company.

In this regard, The Board of Directors considered that the person to be nominated as an independent director are fully qualified in accordance with the law related to the regulations related to independent directors which Mr.Anuwat Luengtaweekul who was nominated as an independent director, will hold the position of independent director in place of Mr. Pracha Jaidee, a director who is due to terms of office as the independent director expired and does not want to continue to hold the position of a director. The Board of Directors has considered and deemed that the individual nominated as an independent director is qualified in accordance with the laws and regulations related to independent directors in the duties of an independent director and will be able to express opinions

independently and in accordance with the relevant criteria. Therefore, it is proposed that Mr.Anuwat Luengtaweekul hold the position of independent director of the Company for 2 years, which will expire in 2027. When the term expires, the term of being an independent director of the Company will be combined to be 2 years.

The Committee proposes to the Annual General Meeting of Shareholders for election as a Director. History and properties appear in the supporting document.

Biographies of the retired directors and to be proposed as the Director



Name-Surname **Mr. Banterng Tantivit** (Non-Executive Director)
Chairman and Chairman of the Corporate Governance
and Sustainability Committee

Age 80 years old
Appointment date as the Director April 8, 1994
Number of year as the Director 30 years

Academic Achievement

- Master of Science (Finance) in Management,
Massachusetts institute of Technology.
(M.I.T.), U.S.A.

Details of Training Program from IOD Course

2004 - Directors Accreditation Program (DAP)

Equity Stake in the Company - None -

Expert - Business financial management, Golf Courses
Business and real estate business.

Career experience in the past 5 years

In listed Companies

2006 - Present	- Chairman of the Board of Directors MBK
2015 - Present	- Chairman of the Corporate Governance and Sustainability Committee MBK
1994 - Apr. 2018	- Chairman of the Executive Committee MBK
1994 - 2006	- Vice Chairman of the Board of Directors MBK
1997 - Present	- Chairman of the Board of Directors Thanachart Capital Public Company Limited
2015 - Feb. 2017	- Director Dusit Thani Public Company Limited

In non-listed Companies

2003 - Present	- Director Chairman of the Board of Directors MBK Resort Public Company Limited
2003 - Present	- Director Siam Piwat Company Limited
	- Director B.V. Holding Company Limited
2006 - Present	- Director Siam Piwat Holding Company Limited
2002 - Dec.2019	- Chairman of the Board of Directors Thanachart Bank Public Company Limited
Sep. 2019 - Present	- Chairman of the Board of Directors and Director Thanachart Insurance Public Company Limited
1987 - Present	- Director Dee Buk Company Limited
	- Director Thai Farming Company Limited
Jul. 2021 - Present	- Director 911 Streetball Company Limited
Jul. 2016 - Present	- Director Learmsai Villages Company Limited
Jul. 2024 - Present	- Director Bhuket Mining Company Limited

Attendance in meetings during Year 2024

The Board of Directors' meetings	: 12/12 Times (100%)
The Good Corporate Governance Committee meeting	: 1/1 Times (100%)

Current Status: As a Director of MBK Resort Public Company Limited which make in golf course business, Siam Piwat Company Limited which make in the lease real estate business and be subsidiary of MBK Public Company Limited. Moreover, he is the Director of B.V.Holding Company Limited make Golf course business but its not cause any damages.

Remark: He is a director of subsidiaries and associates of **MBK**

Biographies of the retired directors and to be proposed as the Director



Name-Surname **Mr. Suphadej Poonpipat** (Non-Executive Director)
Vice Chairman, Chairman of the Executive Committee,
Chairman of the Nomination and Remuneration
Committee and Member of the Corporate Governance and
Sustainability Committee

Age 74 years old

Appointment date as the Director April 8, 1994

Number of year as the Director 30 years

Academic Achievement

- Master of Science University of Wisconsin, U.S.A

Details of Training Program from IOD Course

- | | |
|------|---|
| 2004 | - Directors Accreditation Program (DAP) |
| 2012 | - Role of the Compensation Committee (RCC) |
| 2012 | - Role of the Chairman Program (RCP) |
| 2012 | - Financial Institutions Governance Program (FGP) |

Equity Stake in the Company - None –

Expert - Business financial, Business Hotels and real estate
business.

Career experience in the past 5 years

In listed Companies

- | | |
|-----------------------|--|
| 2006 - Present | - Vice Chairman of the Board of Directors MBK |
| May. 2018 - Present | - Chairman of the Executive Committee MBK |
| 2003 - Apr. 2018 | - Vice Chairman of the Executive Committee MBK |
| 2015 – Present | - Chairman of the Compensation and Nomination Committee
and Member of the Corporate Governance and Sustainability
Committee MBK |
| 2002 - 2015 | - Member of the Compensation and Nomination Committee MBK |
| 1994 - Present | - Director MBK |
| Sep. 2012 – Present | - Chairman of the Board of Directors
PRG Corporation Public Company Limited |
| 2016 – Present | - Chairman of the Corporate Governance and Sustainability
Committee PRG Corporation Public Company Limited |
| Oct. 2011 - Dec. 2017 | - Chairman of the Executive Committee
PRG Corporation Public Company Limited |

2011 - Sep. 2012	- Vice Chairman of the Board of Directors PRG Corporation Public Company Limited
2007 - Jul. 2018	- Director Royal orchid Hotel (Thailand) Public Company Limited
2007 – Present	- Vice Chairman of the Board of Directors and Chairman of the Executive Committee Thanachart Capital Public Company Limited
2006 – Present	- Director Thanachart Capital Public Company Limited
2013 - Dec. 2018	- Chairman of the Risk Management Committee Thanachart Capital Public Company Limited
Oct. 2010 - Dec. 2018	- Chief Executive Officer Thanachart Capital Public Company Limited
Dec. 2019 – Present	- Vice Chairman of the Board and Vice Chairman of the Board of Executive Directors TMB Thanachart Bank Public Company Limited

In non-listed Companies

2003 - Present	- Director MBK Resort Public Company Limited
2005 - Present	- Director and Chairman of the Executive Committee Thanachart Insurance Public Company Limited
Sep. 2014 - Sep. 2019	- Chairman of the Board of Directors Thanachart Insurance Public Company Limited
Jun. 2014 - Present	- Chairman of the Board of Directors T Life Assurance Public Company Limited
Sep. 2019 – Present	- Vice Chairman of the Board of Directors Thanachart Insurance Public Company Limited
Dec. 2019 - Nov. 2021	- Vice Chairman of the Executive Committee Thanachart Bank Public Company Limited
2005 - Dec. 2019	- Chairman of the Executive Committee Thanachart Bank Public Company Limited
2005 - Nov. 2021	- Vice Chairman of the Board of Directors Thanachart Bank Public Company Limited
2007 - Jul. 2018	- Director Thai Royal Orchid Real Estate Company Limited
2006 – Present	- Director Siam Piwat Holding Company Limited
2003 - Present	- Director Siam Piwat Company Limited

Attendance in meetings during Year 2024

The Board of Directors' meetings	:	12/12 Times (100%)
The Executives Committee meetings	:	12/12 Times (100%)
The Compensation and Nomination Committee meetings	:	5/5 Times (100%)
The Good Corporate Governance and Sustainability Committee Meetings	:	1/1 Times (100%)

Current Status: As a Director of Royal Orchid Hotel (Thailand) Public Company Limited which make in the Hotel business, Siam Piwat Company Limited which make in the lease real estate business, and MBK Resort Public Company Limited that be subsidiary of MBK which make Golf course business which manage the same business and not cause any damages.

Remark: He is a director of subsidiaries and associates of **MBK**

Biographies of the retired directors and to be proposed as the Director



Name-Surname	Mr. Wichak Praditavanij (Executive Director) Director, Member of the Executive Committee, Member of the Corporate Governance and Sustainability Committee President and CEO and Acting Chief Corporate Secretariats & Compliance Officer
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Age 59 years old

Appointment date as the Director January 1, 2023

Number of year as the Director 2 years

Academic Achievement

- Master of Business Administration
Saint Louis University
- Master of Accountancy
Faculty of Commerce and Accountancy
Chulalongkorn University

Details of Training Program from IOD Course

2022 - Directors Certification Program (DCP)

Equity Stake in the Company -None-

Expert - Administrative Management, Accounting, Finance and Investment

Career experience in the past 5 years

In listed Companies

Jan. 2023 – Present	President and CEO MBK
Jan. 2022 - Present	- Director and Member of the Corporate Governance and Sustainability Committee MBK
May. 2024 - Present	- Acting Chief Corporate Secretariats & Compliance Officer
Nov. 2021 - Dec. 2022	- Managing Director 1 MBK GROUP MBK
Apr. 2022 – Present	- Director
	- Member of the Executive Committee
	PRG Corporation Public Company Limited

In non-listed Companies

Present	- Director MBK Resort Public Company Limited
Jan. 2019 - Nov. 2021	- Executive Vice President, Head of Unsecured Lending Thanachart Bank Public Company Limited
Apr. 2010 - Jun. 2012	- Managing Director Thanachart Life Assurance Company Limited
Sep. 2000 – Jun. 2002	- Director Thanachart Insurance Public Company Limited
	- Managing Director Max Assets Management Company Limited

Attendance in meetings during Year 2024

The Board of Directors' meetings	:	12/12 Times (100%)
The Executives Committee meetings	:	12/12 Times (100%)
The Good Corporate Governance and Sustainability Committee Meetings	:	1/1 Times (100%)

Current Status: As a Director of MBK Resort Public Company Limited which make Golf course, Siam Piwat Company Limited which make in the lease real estate business, and that be subsidiary of MBK business which manage the same business and not cause any damages.

Remark: He is a director of subsidiaries and associates of **MBK**

Biographies of the new directors and to be proposed as the Independent Director



Name-Surname

Mr. Anuwat Luengtaweekul

Age

60 years old

Academic Achievement

- Master of Business Administration (MBA),
Rangsit University
- Bachelor of Science (Accounting), Kasetsart University

Details of Training Program from IOD Course

2002

Directors Accreditation Program (DAP)

Equity Stake in the Company - None –

Expert

- Financial business and Car loan business

Career experience in the past 5 years

In listed Companies

Jan. 2025 - Present

- Senior Expert
TMBThanachart Bank Public Company Limited

Jul. 2023 - 2024

- Chief Automotive Lending Officer
TMBThanachart Bank Public Company Limited

Jul. 2021 – Jun. 2023

- Chief Retail Banking Officer
TMBThanachart Bank Public Company Limited

2020 – Jul. 2021

- Chief Retail Banking Officer
TMB Bank Public Company Limited

2019 – Jul. 2022

- Director Thanachart fund Company

Jan 2019 - Sep 2020

- Director Thanachart Insurance Public Company Limited

2018 - 2019

- Executive Vice President Retail and Small Business Banking
- Thanachart Bank Public Company Limited

2017 - 2018

- Executive Vice President, Retail and Small Business
Distribution Thanachart Bank Public Company Limited

Nov 2010 - Aug 2020

- Director Ratchthani Leasing Public Company Limited

2010 – 2011

- Directors Nakorn Luang Thai Bank Public Company Limited

2016 - Feb 2020	- Independent Director and Audit Committee Information and Communication Networks Public Company Limited
Jun 2009 - Jun 2017	- Executive Vice President Strategy and Finance Thanachart Bank Public Company Limited
Jul 2007 - Apr 2009	- Board of Directors Thanachart Capital Public Company Limited
Feb 2007 - May 2009	- Executive Vice President Strategy and Planning Thanachart Capital Public Company Limited
2002 - 2007	- Senior Director Managing Director's Office Thanachart Bank Public Company Limited

In non-listed Companies

2022 - Jul 2023	- Directors Eastspring Asset Management (Thailand) Company Limited
2020 - Jul 2022	- Directors TMBAM Eastspring Company Limited
1989 - 2002	- SVP, Risk Management & Credit Ekachart Finance Public Company Limited
1989	- Audit Section Head National Finance & Securities Company Limited
1985 - 1988	- Auditor Siam Commercial Bank Public Company Limited

Current Status: She isn't a director in another business which manage the same business and not cause any damages.

Remark: The Board has determined that the person to be nominated as an independent director to be able to comment freely and in accordance with the relevant rules.

Supporting Document

Annual General Meeting of Shareholders for the year 2025

Agenda 6 To consider and approve the remuneration and the Pension for the Board of Directors

The remuneration paid to directors from 1 May 2024 to 30 April 2025 which is being proposed to the shareholders for approval at the Annual General Meeting for the Year 2025 as follows:

Directors' remuneration details	Board of Directors		Meeting Allowances (Baht) per person/per attendance		Remuneration and privilege per person/per year	
	Allowances (Baht) per person/per month					
	2025 Issued year	2024	2025 Issued year	2024	2025 Issued year	2024
Board of Directors and Meeting						
Remuneration for Board of Directors meeting						
Chairman	57,500	57,500	57,500	57,500		
Vice Chairman	35,000	35,000	35,000	35,000		
Director	29,000	29,000	29,000	29,000		
Remuneration for the Executive Committee						
Chairman			105,000	105,000		
Vice Chairman			58,000	58,000		
Director			35,000	35,000		
Remuneration for the Audit Committee						
Chairman	35,000	35,000	35,000	35,000		
Director	17,500	17,500	17,500	17,500		
Remuneration for the Nomination and Remuneration Committee						
Chairman			70,000	70,000		
Director			35,000	35,000		
Remuneration for the Information Technology Oversight Committee						
Chairman			70,000	70,000		
Director			35,000	35,000		
Remuneration and privilege for the Board of Directors					120,000	120,000

Information Pension Board Starting on January 1, 2023 to December 31, 2023

	Pension (Baht)
The Board of Directors	15,000,000

Information Pension Board Starting on January 1, 2024 to December 31, 2024

to propose to the Annual General Meeting of Shareholders for the year 2025 approved

	Pension (Baht)
The Board of Directors	18,000,000

Remark:

The proposed remuneration of the Company's Board of Directors and proposed the remuneration of other committees are always considered and approved by the Compensation and Nomination Committee.

Supporting Document

Annual General Meeting of Shareholders for the year 2025

Agenda 7 To consider the appointment of auditors and fixing the audit fee for the year 2025

- To appointment of EY Office Limited as the original series. The company's accounting. The list follows:

No.	Names	certified auditor No.	Years of auditing For the Company
1	Ms. Gingkarn Atsawarangsalit	4496	6 years (for the year ended December 31, 2019 -2024)
2	Ms. Pimjai Manitkajohnkit	4521	never signed in the Company's financial statement
3	Ms. Orawan Techawatanasirikul)	4807	never signed in the Company's financial statement
4	Ms. Naraya Srisukh	9188	never signed in the Company's financial statement

One of the above auditors has the authority to audit and certify the financial statements for the year ended December 31, 2025. It is also the auditors of the subsidiaries and associated companies.

- Auditor's fees :

For the fiscal year 2025, EY Office Limited proposes the auditor's fees of THB 2,330,000 (Two million three hundred thirty thousand Bath) These could be compared with the auditor's fees for prior year as follows:

Audit Fees	For the year ended December 31, 2028	For the year ended December 31, 2024
1 st Quarter	283,000	275,000
2 nd Quarter	283,000	275,000
3 rd Quarter	283,000	275,000
Annual Year Audit	1,480,000	1,437,000
Total	2,330,000	2,262,000

- **Relationship with the Company**

The auditors who are proposed to the shareholders for appointment do not have any relationship or conflict of interest with the Company, its subsidiaries, its executives, its major shareholders, or persons related to the above parties.

- **Being the auditors of the Company's subsidiaries and associated companies**

As for subsidiaries, the company has used auditor from the same auditor office, EY office company limited, of the year 2025

The board will ensure that the financial statements can be prepared in a timely manner.

In addition, the company has planning and meeting entrance prior to the audit and coordination with the external auditor the auditor of the company and the parent of subsidiaries and associated companies, then the audit offices of the same affiliation. In order to ensure that the financial statements were prepared according to the schedule

For the fees of other services, in the past fiscal year 2024 , the Company, its subsidiaries and associated companies have used other services of the auditing firm to which the certified auditor belonged. The total amount is THB 98,000 (ninety-five thousand baht)) For the year 2025, calculate based on the actual service charges incurred."

Capital Increase Report form
MBK Public Company Limited
March 3, 2025

MBK Public Company Limited (the “Company”) would like to report the Board of Directors Meeting No.3/25 held on March 3, 2025 regarding capital increase and the allocation of shares:

1. Capital Decrease and Increase

1.1 Capital decrease

Board of Directors’ Meeting resolved to approve decrease of the Company’s registered capital from THB 2,486,942,031 to new registered capital of THB 1,986,942,031 by cancelling the ordinary shares reserved for the increase of registered capital under the General Mandate which have been not allocated in the whole amount of 500,000,000 shares.

1.2 Capital increase

Board of Directors’ Meeting resolved to approve increase of the Company’s registered capital from THB 1,986,942,031 to new registered capital of THB 2,486,942,031 by issuing ordinary shares amounting of 500,000,000 shares with a par value of 1.00 Baht per share by following details.

Type of capital increase	Type of share	Number of shares (shares)	Par Value (Baht/share)	Total (Baht)
<input type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary Share	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary Share	500,000,000	1.00	500,000,000

2. Allotment of new shares

2.1 Determine objective for the use of capital

Allotted to	Number of share (share)	Ratio (old: new)	Disposal price/ Exercise Price (Baht /share)	Subscription and payment period	Remark
-None-	-	-	-	-	-

2.2 General Mandate

Allotted to	Type of share	Number of share (Shares)	Percentage of paid-up capital	Remark
Right Offering: RO	Ordinary share	Not more than 500,000,000	25.30	-

Remark : Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a General Mandate

Whereby, the Board of Directors shall be authorized to consider allotment and offering on a one-time or occasional basis for offering in lots from time to time and have the right to take any actions necessary as appropriate regarding to the offering of such increased ordinary shares, e.g. determining the date for rights entitlement (XR date), and objective of the issuance and offering of such ordinary shares, specify offering price, offering period, ratio, method for allotment and the payment process, etc., including the change of the offering period, subscription, and payment of increased ordinary shares, and determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, including the authority to correct wording or contents for minutes of shareholders' meeting, or Memorandum of Association and/or other requests and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The allocation of increased ordinary shares to existing shareholders in General Mandate shall be completed within the next of the Annual General Meeting of Shareholders, determined by the Company or within the next of the Meeting of Shareholders, determined by the law, whichever date is earlier.

3. Schedule of the Shareholders' meeting to approve the capital increase and the allocation of the increased shares

The Annual General Meeting of Shareholders 2025 has been determined the date on April 29, 2025 at 02.00 p.m., using an electronic approach (e-AGM). The list of shareholders entitled to attend the Annual General Meeting of Shareholders 2025 (Record Date) is determined on March 20, 2025.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

4.1 The Company is required to register the decrease, increase, change of registered and paid-up capital and the amendment of its Memorandum of Association with the Department of Business Development, Ministry of Commerce.

4.2 The Company is required to obtain an approval from the Stock Exchange of Thailand for the listing of such increased ordinary shares offered to existing shareholders under the General Mandate on the Stock Exchange of Thailand.

5. Objectives of the capital decrease, increase and plans for utilizing proceeds received from the capital increase

5.1 The Company will decrease the registered capital to cancel the unissued ordinary shares.

5.2 The Capital increase is for financial flexibility and/or for the business expansion and/or for other purposes as the Board of Directors or the Executive Committee deems appropriate.

5.3 The Company's increase the registered capital under the General Mandate to accord with its conservative financing policy. If there are situations above expectations in the future, the Company will be able to maintain its conservative financial management to be flexible without affecting normal operation.

6. Benefits which the Company will receive from the capital increase/share allotment

This capital increase will enhance the financial strengths and increase liquidity for the Company's operation

7. Benefits which shareholders will receive from the capital increase/share allotment

The shareholders who receive the right to dispose ordinary shares under the General Mandate shall receive all the same rights as the Company's existing shareholders, such as the right to receive dividends, the right to attend and to vote in the shareholders' meeting from the date which the names are registered with the Department of Business Development, Ministry of Commerce.

8. Other details necessary for shareholders to approve the capital increase/share allotment


-None-

9. Schedule of action where the board of directors of the Company passes resolutions approving the capital increase/ share allotment

Procedure	Date/Month/Year
● The Board of Directors' Meeting No.3/25	March 3, 2025
● The record date for the purpose of determining the eligible shareholders to attend the Annual General Meeting of Shareholders 2025 and receive dividends (Record Date)	March 20, 2025
● The Annual General Meeting of Shareholders 2025	April 29, 2025
● The date to pay dividends	May 8, 2025
● Registering the capital increase and the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the approval date of the Annual General Meeting of Shareholders 2025

Procedure	Date/Month/Year
<ul style="list-style-type: none"> Listing the increased ordinary shares of the Company on the SET 	Will be informed accordingly
<ul style="list-style-type: none"> The offering of share disposal under the General Mandate to existing shareholders 	Will be determined after obtained the approval from the Annual General Meeting of Shareholders 2025

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed.......... Authorized Director on behalf of the Company
(Mr. Wichak Praditavanij)

Guidelines on registration of The Annual General Meeting of Shareholders for the Year 2025

Shareholder Attending the Meeting in Person

- Copy of a document issued by the civil sectors which shown a picture of the shareholder , i.e. I.D. card or passport (in case of foreigner) with the shareholder's signature to certify such a document
- In case there is an amendment to the first and/or last names of the shareholder, with the names being different from the ones appearing on the share register book, the shareholder is required to present evidence supporting the amendment.

Proxy Holder Attending the Meeting

In case of individual shareholder

- (1) The proxy holder presents a proxy form accompanying the notice of the meeting, which is duly completed and signed by the shareholder and the proxy holder.
- (2) The proxy holder presents a photocopy of his or her identification card or passport (in case of a foreigner) which is duly certified as true and correct by the shareholder.

In case of Thai juristic person

- (1) The proxy holder presents a proxy form accompanying the notice of the meeting, which is duly completed and signed by the authorized signatory of the juristic person and the proxy holder.
- (2) The proxy holder presents a photocopy of the company registration certificate which is duly certified as true and correct by the authorized signatory of the juristic person.
- (3) When registering for the meeting, the proxy holder presents his or her identification card, official identification card of civil servant, or passport (in case of a foreigner).

In case of non-Thai juristic person

- (1) The company registration certificate may be issued by the state agency of the country in which the juristic person is located or by the authorized officer of the juristic person. The certificate must have details about the name of the juristic person, its authorized signatories, conditions and limitations imposed on the signing of documents, as well as the location of the headquarters of the juristic person.
- (2) For any document whose original copy is not in English, an English translation of the document has to be provided. The translation has to be certified as true and correct by the representative of the juristic person.

The Company has sent you a copy of Proxy Form B prescribed by the Ministry of Commerce. The form is clear and has many details. The shareholder who is unable to attend the meeting in person may appoint a proxy to attend the meeting on behalf of the shareholder. Or the shareholder may appoint any of the following independent directors proposed by the Company in the proxy form, to act as proxy for the shareholder.

Profile of Independent Director for Appointment of Proxy



1. **Name-Surname** : **Ms.Panit Pulsirivong**
Position in the Company Independent Director
Member of the Compensation and Nomination Committee
And Member of the Corporate Governance and Sustainability Committee
Age 76 years old
Address 96 Moo 3
Viphavadi-Rangsit Road
Laksi District, Bangkok
Postal Code 10210



2. **Name-Surname** : **Mr.Suwit Rojanavanich**
Position in the Company Independent Director and
Member of the Audit Committee and Member of
the Corporate Governance and Sustainability Committee
Age 66 years old
Address 249/1 Sukhumvit 49 (Center)
KwangKhlong Tan Nuea
Wattana District
Bangkok
Postal Code 10110

Remarks:

The Both Independent Directors mentioned above. Non-Stakeholders in Item which be agenda about to approve the remuneration for the Board of Directors

Clauses relating to shareholder meetings in the Articles of Association of MBK Public Company Limited

Chapter 5 Shareholder Meetings

Clause 30. The Board of Directors has to hold an Annual General Meeting within Four months after the Company's accounting year ends. Any shareholder meeting other than this Annual General Meeting will be called an Extraordinary General Meeting.

The Board of Directors will call a shareholder meeting as an Extraordinary General Meeting whenever appropriate.

The Company's shareholder meeting can be held as an electronic meeting. It can be held through digital media by facilitating meeting attendees to disclose their identities in order to attend the electronic meeting before the meeting's attendance. The attendees are facilitated in order that they can vote openly or secretly. All meeting attendees' log files are stored as evidence, and they conform with technological safety standards stipulated by law. Regulations, rules, and approaches of an electronic meeting act within the relevant law.

One or several shareholders whose collective shares are not less than 10% of all issued shares can sign up for a request that the Board will call a shareholder meeting as an Extraordinary General Meeting whenever possible. Any subject and its reasons also have to be clearly stated in such request. In this case, the Board of Directors has to hold a shareholder meeting within 45 days after receiving the request from the shareholders.

In case that the Board of Directors does not hold a meeting within a specified period of time according to Paragraph 3, the shareholders who sign up or other shareholders whose collective shares reach an amount of shares as prescribed can call a meeting by themselves within 45 days after a due date according to Paragraph 3. In this case, it is considered that the shareholder meeting is called by the Board of Directors and the Company has to be responsible for necessary expenses resulting from holding the meeting as well as facilitating the meeting as appropriate. In case of a shareholder meeting called by shareholders according to Paragraph 4, when a number of shareholders attending the meeting cannot form a quorum stipulated in no. 34 of these articles of associations, the shareholders according to Paragraph 4 have to take shared responsibility for expenses resulting from such meeting for the Company.

- Clause 31.** The annual ordinary general meeting of shareholders should at least deal with the business as follows:
- (1) Acknowledgement of the board of directors' report on the Company's performance and financial status for the past fiscal year.
 - (2) Approval of the balance sheet and the income statement,
 - (3) Approval of the appropriation of the profit,
 - (4) Election of directors replacing the ones who retire by rotation,
 - (5) Appointment of an auditor and determination of the audit fees.
- Clause 32.** For calling a shareholder meeting, the Board of Directors provides a letter of invitation to a meeting specifying its venue, date, time, agenda, and subjects which will be proposed to the meeting. They have to be clearly specified that they are proposed for acknowledgement, or approval, or consideration depending on each case. The Board of Directors' opinions about such subjects (if any) are also provided. The letter of invitation to the meeting as well as relevant documents are sent to shareholders and a registrar not less than seven days before the meeting date. The invitation to the meeting is announced in the newspaper for three consecutive days and at least three days before the meeting date.
- When a shareholder meeting is held as an electronic meeting, the Board of Directors may send a letter of invitation and a meeting-accompanied documents through an electronic mail. Rules and approaches to sending a letter of invitation through an electronic mail act within the relevant law.
- A venue prepared to be used for a meeting according to Paragraph 1 has to be in the area where the Company's Head Office or the Company's branch is situated, or nearby provinces.
- Clause 33.** Shareholders may authorize other persons as proxies to attend and vote at any shareholder meeting on their behalf. The proxy appointment has to be in writing and in the form as required by the law. The proxy form has to be delivered to the chairman of the board of directors or the person appointed by the chairman at the meeting venue before the proxy holder attends the meeting.
- Clause 34.** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.

At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the previous paragraph, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Clause 35. The chairman of the board of directors shall be the chairman of shareholder meeting. If the chairman of the board of directors is not present at a meeting or cannot perform his duty, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Clause 36. The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings (if any) and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

Clause 37. At shareholder meeting, a final decision shall be reached or a resolution shall be passed by voting. Regardless of how the votes are cast, one share always equals to one vote.


Unless stipulated otherwise, a resolution of the shareholder meeting shall require, in an ordinary event, the majority vote of the shareholders who attend the meeting. In case of a tie vote, the chairman of the meeting shall cast a deciding vote although he or she is not a shareholder.

Any shareholder having special interests in the agenda requiring a voting shall have no right to cast a vote on the item, except for the item on the election of directors, on which the shareholder can cast his or her vote with no prohibition imposed on the voting.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system


1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/MBK323062R/#/homepage> or scan QR Code  and follow the steps as shown in the picture
 - 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
 - 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
 - 3 Please wait for an email information detail of meeting and Password
- ** Merge user accounts, please using the same email and phone number ****
2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 18 April 2025 at 8:30 a.m. and shall be closed on 29 April 2025 Until the end of the meeting.
 3. The electronic conference system will be available on 29 April 2025 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.


Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 28 April 2025 at 5.30 p.m.

MBK Public Company Limited
 Litigation & Juristic Person Department
 8th Fl., MBK Center, 444 Phayathai Rd., Pathumwan, Bangkok 10330
 Call. 02-853-7811, 02-853-714 and .02-853-7834

If you have any problems with the software, please contact Inventech Call Center

 02-460-9223

 @inventechconnect

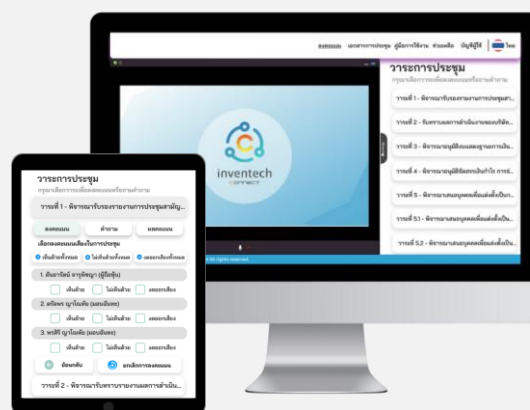
 The system available during 18 – 29 April 2025 at 08.30 a.m. – 05.30 p.m.
 (Specifically excludes holidays and public holidays)



Report a problem
 @inventechconnect

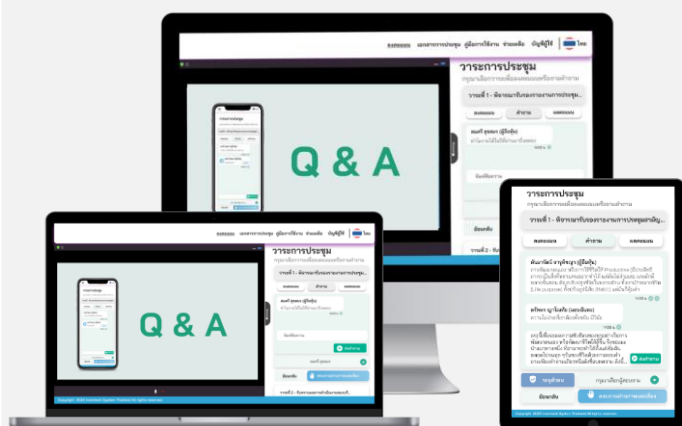
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can

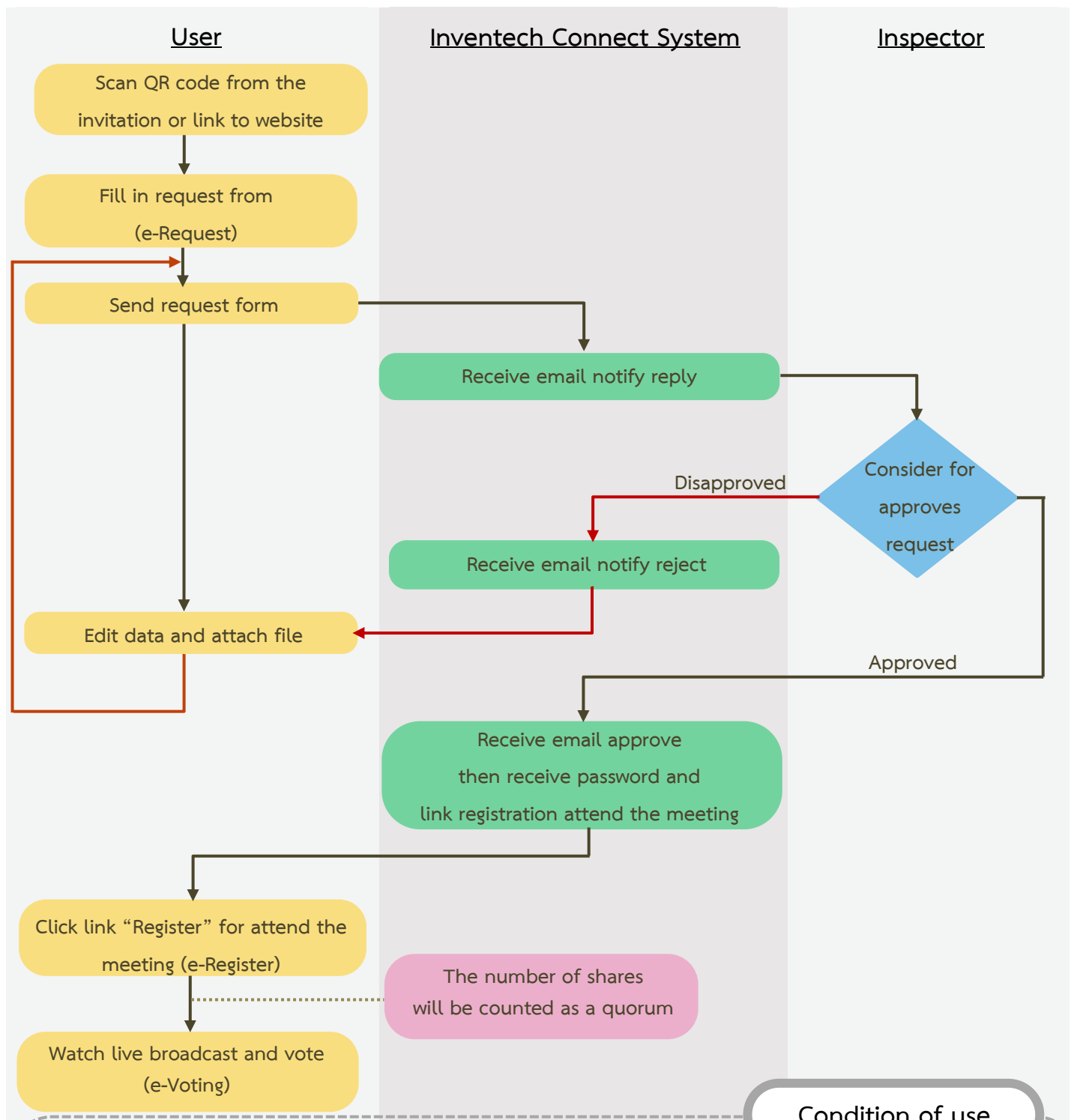
How to use Inventech Connect



User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.