# บริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน)

# VIBHAVADI MEDICAL CENTER PUBLIC COMPANY LIMITED



(English translation)

## Minutes of the 2025 Annual General Meeting of Shareholder Vibhavadi Medical Center Public Company Limited

#### Time and Place

The Meeting was held on Monday, 28 April 2025 at 1.30 p.m. at the conference room, 9<sup>th</sup> floors, 4 building, Vibhavadi Hospital, 51/3 Ngamwongwan Rd., Latyao, Jatujak Bangkok 10900.

## Opening of the meeting at 1.30 p.m.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed that there were 37 attending the Meeting in person and by proxy 33 shareholders, totaling 70 shareholders attending the Meeting. The total number of shares at the opening of the meeting was 10,289,623,640 shares, equivalent to 76.3064 percent of the shares with voting rights. A quorum was formed in accordance to the Company's Articles of Association.

Mr. Nikom Wairatpanij, Chairman of the Board of Directors, declared the 2025 Annual General Meeting of Shareholders open. In this meeting, the Company had sent the meeting invitation letter via QR CODE, saving 415,553 sheets of paper. This action supports the Emission Reduction Program, which can reduce greenhouse gas emissions by 10,455.30 kgCO2e, equivalent to planting 1,162 trees.

Mr. Nikom Wairatpanij, Chairman of the Board of Directors, assigned Mrs. Bavornphan Rathprasert, Director and Secretary, suggested the Board of Directors, sub- Committee, Management attending the 2025 Annual General Meeting of Shareholders as follows;

<u>Directors attending the meeting</u> (Directors attending the meeting accounted for 93.33%)

1.	Mr. Nikom Wairatpanij	Chairman of the Board of Directors / Independent Director / Audit
		Committee member / Chairman of the Nomination and

Remuneration Committee / Chairman of the Corporate

Governance and Sustainability Committee

2. Mr. Chaisith Viriyamettakul Chairman of Executives Committee / Director / Chairman of the

Risk Management and Investment Committee / Nomination and

Remuneration Committee member

3. Mr. Sirote Swasdipanich Chairman of the Audit Committee / Independent Director

4. Mr. Chainarin Sairungsri Independent Director / Audit Committee member / Corporate

Governance and Sustainability Committee member



5. Mr. Prasert Sriuranpong Independent Director / Audit Committee member

6. Gen. Boonloet Chuntarapas Independent Director

Mr. Pongpat Patanavanich Director
 Mr. Pramuk Unachak Director
 Mr. Pitchaya Somburanasin Director

10 Mrs. Yada Putthkayon Director / Executive Committee member / Corporate Governance

and Sustainability Committee

11. Ms. Rukkagee Kanjanapitak Director

12. Mr. Phijit Wiriyamettakul Director / Managing Director / Executive Committee member /

Risk Management and Investment Committee member

13. Mrs. Bavornphan Rathprasert Director and Secretary / Executive Committee member /

Risk Management and Investment Committee member

Director who did not attend the meeting.

1. Mr. Sitthi Panupattanapong Director / Executive Committee member

(On an overseas assignment)

**Attending Managements** 

1. Lt.Gen. Prompong Peerabool Vice Chairman of Executive Committee

2. Mr. Chaisit Kupwiwat Executive Committee member / Risk Management and Investment

Committee member / Hospital Director

Mr. Werayudth Chaopricha Executive Committee member
 Mr. Chutchawan Buranarach Executive Committee Advisor

5. Mr. Yongyut Domesuriya Chief Financial Officer

6. Mrs. Sasithorn Noragrai Executive Committee member / Company Secretary

<u>Auditor</u>

1. Ms. Roongnapha Saengchan Auditor from Dhammarniti Auditing Co., Ltd.

Shareholders' right protection volunteer

1. Dr. Gesiree Panthura Thai Investors Association

The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the details of the voting procedures as follows;

1. Each shareholder shall have the number of votes equal to the number of shares held or obtained by proxy.

- 2. Shareholders attending in person and proxy holders, according to Form A, Form B, and Form C, cannot split their voting rights on each agenda. Voting contrary to these criteria will be considered a spoiled vote and counted as an abstention.
- 3. For each agenda requiring approval, shareholders in the meeting room who have not yet voted can vote to approve, disagree, or abstain.
- 4. If shareholders disagree or abstain from voting on any agenda, please raise your hand for the staffs collect your voting slip for further recording.
- 5. The vote counting will count only the votes of shareholders who vote disagree or abstain from voting on each agenda item. The votes disagree and abstentions will be deducted from the total votes attending at the meeting, and the remaining votes will be considered as approve, as proposed.
- 6. For every agenda, if shareholders or proxies wish to express opinions or propose questions, please raise your hand.

In this meeting, the Company utilized a shareholder meeting management program, which is a barcode system, and recorded the meeting in video format.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed that the Company has disclosed and invited shareholders propose the agendas and nominate candidates to be elected as directors through the Stock Exchange of Thailand's website and announced on the Company's website on November 5, 2024 to February 17, 2025. It appears that there were no shareholders proposing agenda items or nominating candidates as directors.

Mrs. Bavornphan Rathprasert, Director and Secretary, invited a volunteer from shareholders, who attended the meeting to act as a meeting inspector by overseeing the vote counting with the Company's staff.

Ms. Wawrach Klinjampa, a shareholder, volunteered to participate in the vote counting.

The Chairman conducted the meeting according to the following agenda;

## Agenda 1 To consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders.

The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the shareholders about the details of this agenda.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed the Meeting that the minutes of the 2024 Annual General Meeting of Shareholders consist of 16 pages and had been delivered to shareholders within 14 days prior to the meeting. The company also disclosed the minutes on its website. Shareholders who wish to receive a physical copy or a QR Code version could request one form the company.

No shareholder raised any questions. The Chairman proposed the Meeting consider the matter for approval.

Resolution The meeting, with unanimous vote of the total votes of all shareholders attending the meeting and having the right to vote, certified the minutes of the 2024 Annual General Meeting of Shareholders. With voting results as follows:

Approved	10,290,725,540	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%
Total	10,290,725,540	votes	or	100.0000%

Agenda 2 To consider and acknowledge the Company's operating results for the year 2024.

The Chairman assigned Mr. Phijit Wiriyametakul, Managing Director, to present the details to the meeting.

Mr. Phijit Wiriyametakul, Managing Director, reported the Company's performance for the year 2024 as follows

## Operations in 2024

- 1. Vibhavadi Hospital is set to open the SIAM GAMMA KNIFE THERAPY CENTER, a specialized center for radiation surgery. It is expected to begin operations in the third quarter of 2025 and will be the first center of its kind in Thailand. This initiative is in collaboration with Healthcare Therapeutics Co., Ltd., which is investing in the Gamma Knife equipment. The key feature of the Gamma Knife is its ability to perform tumor surgery from the head to the brain without the need for a craniotomy (skull opening). The company's future policy aims to expand cancer treatment and expects to cover patients under all healthcare schemes.
- 2. Aesthetic clinics providing skincare and beauty services under the name "V Design Clinic" and hair transplantation services under the name "V Design Hair" have been in operation for approximately seven years and are well-known in the industry.
- 3. V Precision Clinic operates in the field of anti-aging medicine, offering personalized, holistic health assessments.
- 4. The fertility clinic (Fertiva Co., Ltd.) which began operations in March 2025, was originally a department within Vibhavadi Hospital. To support business growth, it has since been expanded to accommodate international clients.
- 5. V Surgery is a plastic surgery clinic established through a collaboration between Vibhavadi Hospital and W Plastic Surgery Hospital. The clinic commenced operations in March 2025.

- 6. A future plan currently in progress is the opening of a Thai traditional medicine clinic, established through a collaboration between Vibhavadi Hospital and G Wellness Co., Ltd., to provide Thai traditional medical services.
- 7. Jab&Go Clinic is a collaboration between Vibhavadi Hospital and MSD (Thailand) Co., Ltd., providing vaccination services to the public. The aim is to offer convenience and improve access to vaccinations. The service locations are situated at BTS Skytrain stations. Currently, two locations are in operation: Phaya Thai Station and Phloen Chit Station, with a third location Chatuchak Station planned to open soon.

In addition, the company has launched a retail store called "Doctor's Choice," which sells hospital-branded products primarily focused on health and wellness. These include items such as baby care products and skincare products.

- 8. The Vibhavadi Hospital Rama 2 Branch project is currently under construction and is expected to begin operations by late 2025 or in the first quarter of 2026. The total budget allocated for the project is approximately 1 billion baht, with 375 million baht already spent. The facility will have 59 beds available upon opening.
- 9. The share buyback program for financial management purposes has been completed. The buyback period ended on September 4, 2024, with a total of 91.40 million shares repurchased, amounting to 194.23 million baht.

### Company Structure

The Company and its subsidiaries

Private Hospital Business	%	No. of Bed	SSO
Vibhavadi Hospital	100.00%	300	No.
Lanna Hospital	82.57%	330	Yes.
Chiangmai Ram Hospital	46.54%	220	No.
Theppanya 1&2 Hospital	46.54%	170	Yes.
Hariphunchai Ram Hospital	71.59%	220	Yes.
Maesot Ram Hospital	37.13%	100	No.
Chiangmai Ram 2 Hospital	45.19%	59	No

Other Business	%
Beauty Design Center Co., Ltd.	46.25%
V Precision Co., Ltd.	70.00%
FERTIVA Co., Ltd.	70.00%

#### Associates

Private Hospital Business	%	No. of Bed	SSO
Khelangnakorn - Ram Hospital	11.84%	103	No.
Chiangrai Ram Hospital	23.34%	59	No.
Vibharam Hospital (Group)	33.85%	982	Yes.
Bangpo General Hospital	28.57%	100	No.

Other Business	%
Thippayabadin Co., Ltd.	36.50%
V Beauty Expert Co., Ltd.	13.88%

The locations of the hospital and its affiliated hospitals are mainly situated in the Bangkok metropolitan area, its vicinity, as well as in the Eastern and Northern regions of Thailand.

Operations	2023	2024	Increase/Decrease
	(Million Baht)	(Million Baht)	
Revenue	8,622	8,995	4.3%
EBITDA	2,223	1,989	(10.5%)
Net profit	1,075	839	(21.9%)

Revenue in 2024 totaled 8,995 million baht, an increase of 4.3% compared to 8,622 million baht in 2023. The revenue was primarily contributed by the CMR group (60.2%) and VIBHA (37.1%).

EBITDA in 2024 amounted to 1,989 million baht, a decrease of 10.5% compared to 2,223 million baht in 2023. This decline was primarily due to the reduction in the DRG (Diagnosis Related Group) reimbursement rates under the Social Security Scheme, which adversely affected hospitals serving social security patients. As a result, the consolidated EBITDA decreased. EBITDA contributions were 45.9% from VIBHA and 48.3% from the CMR group.

Net income decreased by 21.9%, primarily due to the recognition of a decline in the market value of investments in listed companies. The drop in investment value negatively impacted overall net profit. Net income contributions were 60.3% from VIBHA and 28.1% from the CMR group.

Number of Patients in 2024

Group	OPD	IPD
VIBHA	+ 1.8%	- 9.6%
CMR Group	+ 3.9%	+ 2.2%
VBR Group	- 6.5%	- 7.8%

#### Dividend Income in 2024

Group	2565	2566	2567
VIBHA	293.93	259.37	246.77
CMR	82.04	99.90	71.55
BDC	-	0.99	1.39
CONSO	375.97	360.27	319.72

#### Financial Ratios in 2024

	Financial Ratios
ROA (%)	5.00
ROE (%)	5.75
Net Profit (%)	9.33
Market Capital (million Bath)	21,993
P/E	31.27
P/BV	1.91
Book value per share (Baht)	0.85
Dividend Yield (%)	3.09

## Ongoing Projects of Associated Companies

## Vibharam Hospital Group

- 1. The Vibharam Laem Chabang Hospital project has completed the construction of three buildings and is currently in the process of constructing the fourth building.
- 2. The Vibharam Amata Nakorn Hospital project is currently about 70% complete in terms of construction progress.
- 3. The future projects of the Vibharam Group include three hospitals: Vibharam On Nut Hospital, Vibharam Bo Win Hospital, and Vibharam Amata Nakorn 2 Hospital. These projects are currently on hold.

Mr. Pijit Viriyamettakul, Managing Director, reports on the sustainability performance for 2024 as follows:

## 1. Environmental Operations

1.1 Green & Clean Hospital Project. The company submitted documents for certification in December 2024 to the Office of Environmental Health, Department of Health. The company has also expanded green spaces within the hospital.

- 1.2 Energy Management. The company used electricity generated from solar panels amounting to 516,994 kWh.
- 1.3 Waste Management. The company has conducted a campaign to promote waste separation before disposal. In 2024, the amount of recyclable waste was 50,139 kilograms.
- 1.4 Greenhouse Gas Management CARE THE BEAR Project. The company was able to reduce greenhouse gas emissions by 21,292.45 kg of CO2 equivalent, which is equivalent to planting 2,437 trees.

## 2. Social Operations are as follows:

- The company organized basic life support (CPR) and Automated External Defibrillator (AED) training sessions for the general public at the Yellow Line BTS stations.
- Free health check-ups were provided at the Sky Clinic to celebrate the 19th anniversary of the King's Birthday.
- The company donated survival kits to flood victims in collaboration with the Department of Civil Affairs, Royal Thai Navy.
- A blood donation campaign was held in partnership with the Thai Red Cross Society, organized four times a year.
- Old calendars were donated to the Foundation for the Blind in Thailand to be converted into Braille materials.

In addition to the above, the company also conducts various health education and training activities for local communities and society through numerous projects.

### 3. Governance and Economic Operations

- 3.1 The company has been selected as part of the Sustainable Stocks Group for 2024 with a BBB rating by the Stock Exchange of Thailand.
- 3.2 The company has been certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption by the Thai Institute of Directors (IOD) and the Stock Exchange of Thailand.
- 3.3 The company received an excellent rating in the annual corporate governance assessment for Thai listed companies in 2024 from the Thai Institute of Directors (IOD).
- 3.4 The company received a "Excellent" rating for its annual shareholders' meeting organization in 2024 from the Thai Investors Association.
  - 3.5 Quality of Medical and Health Services:
    - The company has procured modern and effective medical equipment for treatment.

- Patient rooms have been upgraded to ensure greater comfort for patients.
- The satisfaction rate of patients in 2024 was 97% for OPD (Outpatient Department) and 96% for IPD (Inpatient Department).

The Chairman gave the Meeting an opportunity to raise additional questions.

Mr. Vichit Sangthongsathit, a shareholder, inquired about the decline in net income from investments, asking whether the investments were long-term or short-term and why the company needs to mark the investments to market (Mark to Market). He also asked whether the company should revise its investment policy to focus on long-term investments.

Mr. Pijit Viriyamettakul, Managing Director, clarified as follows:

1. Regarding the decline in net income: The reduction in healthcare reimbursement for social security patients (DRG: Diagnosis Related Groups) caused a decrease in revenue for hospitals serving social security patients, leading to a reduction in consolidated revenue by approximately 200 million baht.

In 2024, flooding in the northern region affected Lanna Hospital, causing damage to medical equipment.

2. Regarding the marking to market of investments: The company has a risk and investment management committee that continuously monitors its investments. The company's main investments are long-term, with only a small portion invested in short-term investments.

Mr. Nirun Jitpragob, a shareholder, inquired about the outstanding payments from social security that are owed to Vibharam Hospital and requested an explanation regarding the reduction in DRG fees.

Mr. Pijit Viriyamettakul, Managing Director, clarified as follows:

- 1. The Social Security Office has outstanding payments due to a group of hospitals. These payments include medical expenses for insured persons, which the office is obligated to cover on their behalf. Disbursements are made in accordance with the Social Security Office's payment cycle, which typically ranges from 30 to 60 days.
- 2. DRG Fees: DRG (Diagnosis Related Groups) is the amount that social security must pay to hospitals on behalf of insured individuals, as determined by the Social Security Office. In 2024, the Social Security Office reduced the DRG fee for DRG>2 from 12,000 baht to 8,000 baht. This reduction has impacted hospitals serving social security patients.
- Mr. Phanu Tangpoolsinthana, a shareholder, inquired that in 2024, the company had made a significant amount of investments in securities during a declining stock market. He asked about the company's investment policy for 2025 and whether the company plans to reduce its investments.

Mr. Chaisit Viriyamettakul, Chairman of the Executive Committee, clarified as follows: The company has a risk and investment management committee that continuously monitors the market situation and evaluates investments. In 2025, the company reduced its investments, waiting for the stock market to stabilize and improve. This action aligns with the company's investment policy.

Dr. Gesiree Panthura, Proxy of the Thai Investors Association, inquired about the 16.72% increase in service and administrative expenses, asking what caused this increase.

Mr. Pijit Viriyamettakul, Managing Director, clarified as follows:

The increase in service and administrative expenses is due to the opening of a new building by Lanna Hospital, which required the hiring of additional staff. However, since this is the initial phase, the revenue growth has not yet aligned with the increased expenses, resulting in higher overall costs.

When there were no further questions from the shareholders, the Chairman proposed that the meeting acknowledge the report on the company's performance for the past year as detailed above.

Resolution The meeting acknowledged the Company's operational performance for the year 2024 as it was proposed.

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

The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the details of this agenda to the shareholders.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed that the financial statement of Vibhavadi Medical Center Plc. has been audited by the auditor, approved by the Audit Committee, and the Board of Directors. The Company has sent the financial statement to the shareholders in advance, along with the invitation letter, for their acknowledgment and consideration. The details are as follows:

Item	Consolidate (Baht)	Separate (Baht)
Total Assets	26,101,408,976	14,901,648,354
Total Liabilities	11,816,425,602	6,621,274,376
Total equity	14,284,983,374	8,280,737,978
Total Revenues	8,997,899,684	3,643,566,851
Net profit	839,095,296	812,066,708
Net profit : owners of the parent	698,606,420	812,066,708
Earnings per share	0.0517	0.0601

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman proposed that the meeting consider the matter for approval.

Resolution The meeting, with unanimous vote of the total votes of all shareholders attending the meeting and having the right to vote, to approve the financial statements ended December 31, 2023. With voting results as follows:

Total	10,302,189,543	votes	or	100.0000%
Voided	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Disagreed	-	votes	or	0.0000%
Approved	10,302,189,543	votes	or	100.0000%

<u>Agenda 4</u> To consider and approve the dividend payment for the year 2024.

The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the details of this agenda to the shareholders.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed the Meeting that the Company has the Dividend Payment policy to pay dividends at a rate of not less than 50% of the net profit of the Company after the deduction other legal reserves as annually prescribed by relevant laws and the Company. However, the dividend payment shall be subject to consideration of other factors such as cash flow, liquidity, contractual conditions and limitations, as well as the investment plans of the Company and its affiliates, along with other future necessities and suitability.

Based on the Company's performance and financial statement for the 2024 fiscal year, the Company had a net profit of 839,095,296 Baht according to the consolidated financial statements and 812,066,708 Baht according to the separate financial statements. Therefore, the Company propose dividend payment from the operational performance for the 2024 fiscal year to the shareholders in the amount of 13,484,611,474 shares, at rate of 0.050 Baht per share, totaling dividend not exceeding of 674,230,573.70 Baht, representing 83.03% of the net profit according to the separate financial statements, with various factors taken into consideration. The details are as follows:

Details of Dividend Payment	2024 (Baht)	2023 (Baht)
1. Net Profit (Separate)	812,066,708.00	929,981,190.00
2. Dividend per share	0.050	0.050
3. Dividend	674,230,573.70	678,800,573.70
4. Dividend ratio	83.03	72.99
5. Par Value	0.10	0.10

In addition, the shares repurchased by the Company will not be entitled to dividends.

In addition, the Company has allocated net profits as a legal reserve not less than ten percent of the paid-up capital in the amount of 149,390,828 Baht.

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman proposed that the meeting consider the matter for approval.

Resolution The meeting, with unanimous vote of the total votes of all shareholders attending the meeting and having the right to vote, approved dividend payment to shareholders from the operating results for the year 2024 at the rate of Baht 0.050 per share as proposed. In this regard the Company has determined the Record Date on May 8, 2025, which shareholders have the right to receive dividend and the dividend payment would be paid on May 28, 2025. With voting results as follows:

Total	10,302,189,543	votes	or	100.0000%
Voided	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Disagreed	-	votes	or	0.0000%
Approved	10,302,189,543	votes	or	100.0000%

Agenda 5 To consider and approve the election of directors to replace those who are retired by rotation.

The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the details of this agenda to the shareholders.

The Company published an invitation for shareholders to propose qualified candidates for election as directors on the Company's website and through SET's Setlink from November 5, 2024, to February 17, 2025. The Company received no nominations from any shareholders.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed to the Meeting that the 2025 Annual General Meeting of Shareholders had 5 directors who are retired by rotation as follows;

1. Mr. Chainarin	Sairungsri	Independent Director / Audit Committee member /
		Risk Management and Investment Committee member /
		Corporate Governance and Sustainability Committee member
2. Dr. Pramuk	Unachak	Director
3. Dr. Pongpat	Patanavanich	Director
4. Mr. Pitchaya	Somburanasin	Director
5. Mrs. Yada	Putthkayon	Director / Executive Committee Member /
		Corporate Governance and Sustainability Committee member

The Board of directors, excluding the participation of any director having interest therein, has considered the matter with the recommendation of the Nomination and Remuneration Committee which is in line with the nomination guideline set out by the Board of Directors. After considering carefully the profile of each director who is proposed to be elected as the Company's director, the Board of Directors was of view that the proposed directors and independent directors are appropriately qualified without prohibited characteristics under any applicable rules and laws, have knowledge, skills and expertise which will be benefits the organization, business ethic, vision, and good attitude toward the Company, and are able to devote their full capability for the interests of the Company and able to provide opinions on an independent basis in accordance with the relevant rules and regulations. The Board of Directors agrees with the Nomination and Remuneration Committee to propose to the 2025 Annual General Meeting of Shareholders to consider the name of all persons to be elected as directors to replace those who retired by rotation at the 2025 Annual General Meeting of Shareholders by voting individually.

In accordance with good corporate governance practices, the five directors who have a vested interest in this agenda item are requested to leave the meeting room until the voting process has been completed. They may re-enter the meeting afterward.

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman proposed that the meeting consider the matter for approval.

Resolution The meeting, with unanimous vote of the total votes of all shareholders attending the meeting and having the right to vote, approved the election of the directors to replace those who are retired by rotation, as follows:

1. Mr. Chainarin Sairungsri Independent Director / Audit Committee member /

Risk Management and Investment Committee member /

Corporate Governance and Sustainability Committee member

With voting results as follows:

Total	10,302,189,543	votes	or	100.0000%
Voided	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Disagreed	-	votes	or	0.0000%
Approved	10,302,189,543	votes	or	100.0000%

2. Dr. Pramuk Unacha	C Director
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With voting results as follows:

Total	10,302,189,543	votes	or	100.0000%
Voided	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Disagreed	-	votes	or	0.0000%
Approved	10,302,189,543	votes	or	100.0000%

3. Dr. Pongpat Patanavanich Director

With voting results as follows:

Total	10,302,189,543	votes	or	100.0000%
Voided	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Disagreed	-	votes	or	0.0000%
Approved	10,302,189,543	votes	or	100.0000%

4. Mr. Pitchaya Somburanasin Director

With voting results as follows:

Total	10,302,189,543	votes	or	100.0000%
Voided	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Disagreed	-	votes	or	0.0000%
Approved	10,302,189,543	votes	or	100.0000%

5. Mrs. Yada Putthkayon Director / Executive Committee Member / Corporate Governance and Sustainability Committee member

With voting results as follows:

Approved	10,302,189,543	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%
Total	10 302 189 543	votes	or	100 0000%

#### Agenda 6 To consider and approve the Directors' and the Committee's remuneration and bonus 2025.

The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the details of this agenda to the shareholders.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed to the Meeting that the Nomination and Remuneration Committee has considered remuneration of directors and audit committee member based on the operating results, aligned with industry conditions in the vicinity, and taking into account their respective responsibilities. The details are as follows;

Item	2025 (THB)	2024 (THB)	+/(-)
1. Bonus	5,250,000.00	5,250,000.00	-
2. The Chairman of the Board of Directors	1,560,000.00	1,560,000.00	-
3. Meeting allowance (For the meeting 8 times  Meeting allowance 25,000 Baht / person/ time)	3,000,000.00	3,000,000.00	-
4. Audit Committee	960,000.00	960,000.00	-
5. Other benefit	none	none	-
Total	10,770,000.00	10,770,000.00	-
% per total revenues (consolidate)	0.125%	0.119%	-

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman proposed that the meeting consider the matter for approval.

Resolution The meeting, with unanimous vote of the total votes of all shareholders attending the meeting and having the right to vote, approved the 2025 remuneration and bonus of Board of Directors and Subcommittee of the Company. With the details are as follow:

- 1. Directors' bonus in the amount of Baht 5,250,000.
- 2. Remuneration of the Chairman of the Board of Directors in the amount Baht 1,560,000.
- 3. Meeting allowance in the amount of Baht 3,000,000.
- 4. Remuneration of Audit Committee in the amount of Baht 960,000.

With voting results as follows;

Total	10,302,189,543	votes	or	100.0000%
Voided	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Disagreed	-	votes	or	0.0000%
Approved	10,302,189,543	votes	or	100.0000%

## Agenda 7 To consider and approve the appointment of auditors and the auditing fees for the year 2025

The Chairman assigned Mr. Sirote Swasdipanich, Chairman of the Audit Committee, to inform the details of this agenda to the shareholders.

Mr. Sirote Swasdipanich, Chairman of the Audit Committee, informed to the Meeting that the Audit Committee has considered to elect auditor for the year 2025 from skill, knowledge abilities and work experience which is benefit to the Company and audit fee has reasonable. the Audit Committee has proposed to the Board of Directors to considered to propose to the Shareholders' meeting appoint Dhammarniti auditing Co., Ltd. as the auditor of the Company for the year 2025. The name, background, year of service as auditor as follows;

1. Mr. Peradate Phongsathainsak	Registration No.	4752
2. Mr. Thanawut Piboonsawat	Registration No.	6699
3. Miss Soraya Tintasuwan	Registration No.	8658
4. Mr. Suwat Maneekanoksakul	Registration No.	8134
5. Miss Potjanarat Siripipat	Registration No.	9012
6. Miss Roongnapha Saengchan	Registration No.	10142
7. Miss Techinee Pornpenpob	Registration No.	10769

Dhammarniti Auditing Co., Ltd. and the seven appointed auditors are approved by The Office of the Securities and Exchange Commission (SEC) and are not relationship and / or do not have any interest in the Company, Subsidiaries, Executives, Major shareholders or anyone related to the aforementioned persons and does not shareholders of the Company. Therefore, the independent is appropriate for the auditors to give opinions on the Company's financial statements. The appointed auditors from Dharmniti Auditing Co.,Ltd. are responsible for the Company, Subsidiaries and Affiliate companies of which the Company possess the shares.

Auditing fee for year 2025 in the amount of Baht 1,620,000 more than year 2024 in the amount of Baht 50,000, the details are as follows; Therefore, asking the Meeting to consider and approve the appointment of auditors for the year 2025 as proposed.

Audit fees	2025	2024	Change
(THB)			(+ / -)
Review of separate and consolidated financial statements	720,000.00	690,000.00	30,000
(3 quarters)			
2. Audit the separate and consolidated financial statements.	870,000.00	850,000.00	20,000
3. Audit of the consolidated financial statements of associate	80,000.00	80,000.00	-
companies			
Total	1,670,000.00	1,620,000.00	50,000

The Chairman gave the Meeting an opportunity to raise additional questions.

<u>Dr. Gesiree Panthura</u>, proxy from the Thai Investors Association, inquired about the company's process for selecting the auditor.

Mr. Pijit Viriyamettakul, Managing Director, clarified that the company compares audit fees and considers appropriateness, taking into account its subsidiaries as well.

No shareholder raised any questions. The Chairman proposed that the meeting consider the matter for approval.

Resolution The meeting, with unanimous vote of the total votes of all shareholders attending the meeting and having the right to vote, approved the appointment of Dharmniti Auditing Co., Ltd. to be the Company's auditors by;

1. Mr. Peradate Phongsathainsak	Registration No.	4752
2. Mr. Thanawut Piboonsawat	Registration No.	6699
3. Miss Soraya Tintasuwan	Registration No.	8658
4. Mr. Suwat Maneekanoksakul	Registration No.	8134
5. Miss Potjanarat Siripipat	Registration No.	9012
6. Miss Roongnapha Saengchan	Registration No.	10142
7. Miss Techinee Pornpenpob	Registration No.	10769

Any one of audit and certify on the Company's financial statements for the year 2025, and auditing fee in the amount of Baht 1,670,000.

With voting results as follows:

Approved	10,302,189,543	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%
Total	10.302.189.543	votes	or	100.0000%

## Agenda 8 Other (If any)

The Chairman asked if any shareholders would like to propose any other matters. When no shareholders proposed any other matters, the Chairman provided the shareholders with an opportunity to ask questions or express their opinions.

When there were no further questions from the shareholders, the chairman thanked the shareholders for attending the meeting and for their questions, which provided the Company with the opportunity to explain and receive various suggestions.

The Meeting adjourned at 2.50 p.m.

(Mr. Nikom Wairatpanij)

Chairman of the Board Director

(Mrs. Bavornphan Rathprasert)

**Director and Secretary** 

Minutes Recorder

Mrs. Sasithorn Norakrai

Company Secretary