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Minute of 2025 Annual General Meeting of Shareholders

Rayong Wire Industries Public Company Limited

Date	:	Tuesday, April 30, 2025, at 13.00 p.m.
Place	:	At the meeting room, No. 1011, Supalai Grand Tower Building, 17 th Floor, Room No. 1703-1704, Rama 3 Road, Chong Nonsi Subdistrict, Yannawa District, Bangkok Via electronic media (E-Meeting)
Chairman	:	Mr. Somchai Apiwattanaporn Chairman
Secretary's meeting	:	Miss Nongnuch Kumchaithep Corporate Secretary
The Right to attend	:	Number of shareholders as of March 4, 2025 (Record Date) The total number of shareholders is 5,348 persons, and the total number of shares is 915,277,061 shares.
Agenda 1-9	:	There were a total of 29 shareholders and proxies attending the meeting, holding a total of 481,631,647 shares, representing 52.62 percent of the total shares. A quorum was formed according to the Company's Articles of Association

Before the Meeting Started

Miss Jantharat Sodsongchit acted as the moderator of this meeting. welcomed all shareholders to enter the 2025 Annual General Meeting of Shareholders of Rayong Wire Industries Public Company Limited and announced to the meeting that. There were a total of 29 shareholders and proxies attending the meeting via the online system or E-Meeting, representing a total of 481,631,674 shares, equivalent to 52.62 percent of the total issued shares of the total number of shares sold in the company thus constituting a quorum according to Article 36 of the Company's Articles of Association, including introducing the Board of Directors, executives, and auditors of the Company attending the meeting as follows:

The name of all directors who attended the meeting was as follows:

1. Mr. Somchai Apiwattanaporn Chairman
2. Miss Laphassarin Kraiwongwanitrungr Vice Chairman of the Board of Directors , Chairman of Executive Director, Recruitment and Remuneration Committee, and Managing Director
3. Miss Nongnuch Kumchaithep Company Director, Executive Director, Risk Management Committee Director, and Company Secretary

Continue Pages 2 / List of directors

The list of directors attending the meeting via the E-Meeting system is as follows:

- | | | |
|------------------|-------------------|---|
| 1. Mr. Worawit | Siriwatwimol | Chairman of the Audit Committee,
Chairman of the Recruitment and Remuneration
Committee, and Independent Director |
| 2. Mr. Wichain | Sopanpanichkul | Company Director, Audit committee,
Recruitment and Remuneration Committee,
and Independent Director |
| 3. Mr. Aniwut | Pongpaijit | Company Director, Audit committee,
and Independent Director |
| 4. Mr. Siriphong | Vongvuttipornchai | Company Director, Chairman of the Risk
Management Committee |
| 5. Miss Wanna | Sakulchaimongkol | Company Director, Risk Management Committee
Director, |
| 6. Mr. Aruk | Onsuphap | Company Director |

At present, there are 9 Directors and the proportion of directors who attended this meeting equals 100% of the total number of Directors

The company's executives attended the meeting via E-Meeting as follows:

- | | | |
|---------------------|------------------|--|
| 1. Miss Laphassarin | Kraiwongwanitrun | Managing Director |
| 2. Miss Nongnuch | Kumchaithrep | Factory Director and Finance Account
and is the person with the highest responsibility
in the accounting field |
| 3. Mr. Komwuthi | Pornradol | Director of Internal Audit and is a vote count
Inspector Capital Engineering Network Co., Ltd. |
| 4. Miss Jantharat | Sodsongchit | Senior Assistant Manager, Regulatory and
Investor Relations Capital Engineering Network Co.,
Ltd. |

The company's auditor attends the meeting via the E-Meeting system

- | | | |
|-----------------|-------------|--------------------------|
| 1. Miss Susan | Eiamvanicha | SP AUDIT COMPANY LIMITED |
| 2. Miss Rasarin | Apiwang | SP AUDIT COMPANY LIMITED |

The company's legal advisor attended the meeting via the E-Meeting system

- | | |
|--------------|------------|
| 1. Mr. Uthai | Klangpimai |
|--------------|------------|

Mr. Somchai Apiwattanaporn, Chairman of the Board of Directors presides over the meeting's Opening remarks for the 2025 Annual General Meeting of Shareholders and welcomes the attending shareholders before starting the meeting, Miss Jantharat Sodsongchit, the moderator of the meeting, was assigned to clarify the voting method, which can be summarized as follows:

The moderator of the meeting has informed the Company's capital shareholders as follows:

- Registered Capital amounting to 823,748,614.50 Baht
- Paid Up Capital amounting to 457,638,530.50 Baht

and acknowledge shareholders as the company has good corporate governance related to equitable treatment of shareholders as follows:

1. Shareholders who were unable to attend the meeting were given the opportunity to grant a proxy to an independent director.
2. Shareholders were given the opportunity to submit questions to the Company in advance; however, no questions were submitted by any shareholders prior to the meeting.

and before starting to consider the agenda would like to clarify the voting method as follows:

1. The rules for voting in this meeting follow through the company of association No.38 as count one share equals one vote.
2. In voting at the meeting to act openly Shareholders who register to attend the meeting via electronic means E - Meeting can vote for, agree, disagree, or abstain on each agenda by way of counting votes, The company will count the votes of shareholders who register for the meeting via electronic means E - Meeting by pressing the voting button of all shareholders. By pressing one of the buttons Agree, Disapprove, or Abstain. in each agenda from the beginning of that agenda until the moderator informed the meeting to vote on each agenda. After the meeting facilitator is notified to vote Shareholders have 30 seconds to vote after the agenda is closed. If shareholders or proxies did not press the voting button the system assumes that the shareholders or proxies agree with the proposal of the company and cannot change the vote.
3. In case the shareholders appoint independent directors by the Shareholders specified in the proxy statement.
4. If shareholders or proxies have questions kindly request the shareholder to submit a question by typing a message. The shareholder must click on the question menu and type a message in the text box. If shareholders have problems during the meeting via electronic media, please contact the DAP Operation team on telephone number 02-009-9888 press 1.

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5. Shareholders can check the accuracy and voting results of the closed agenda at any time during the meeting.
6. For questions related to the agenda, the Company Secretary collects questions received before the meeting and during the meeting to submit to the Board of Directors for answers.

When the moderator has explained the voting procedure, and asked shareholders if they had any questions about voting. And when no shareholder has any quest Therefore, it is proposed that the shareholders' meeting consider the following matters according to the agenda:

Agenda 1 To acknowledge the report of the Board of Directors for the year 2024

Mr.Somchai Apiwattanaporn, The chairman of the meeting, assigned Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department are the reporters.

Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department, informed the shareholder meeting that the company has summarized the report of the Board of Directors and the Company's operating results for the year 2023, which appear in report form 56-1 One Report, year 2024, as delivered to shareholders along with the invitation letter for the 2025 Annual General Meeting of Shareholders already in advance.

For the anti-corruption and bribery policy

In 2024, the Committee has prioritized the continuous monitoring and review of the anti-fraud and corruption policies and practices on an annual basis. And up until now, no incidents or complaints regarding corruption have been found. And for the year 2025, the company is in the process of applying for the CAC renewal for the second time

Miss Jantharat Sodsongchit The moderator asked the shareholders if they had any questions. When no shareholders asked any questions, Therefore, the shareholders' meeting was requested to acknowledge the report of the Board of Directors for the year 2024.

Resolution The shareholders' meeting acknowledged the report of the Board of Directors for the year 2024.

Agenda 2 To consider and approve the financial statements for the year 2024, ending on December 31, 2024.

Mr.Somchai Apiwattanaporn, The chairman of the meeting, assigned Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department are the reporters.

Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department, informed the shareholder meeting that The Board of Directors has published details of the financial statements for the year 2024, which consist of a statement of financial position. and audited statement of comprehensive income for the year ending December 31, 2024. and certified by a certified public accountant of the office of S.P. Audit Co., Ltd. and received approval from the Audit Committee and included in the 2024 annual report, which was sent to shareholders for consideration in advance. Along with the invitation letter for the 2025 Annual General Meeting of Shareholders for consideration, we would like to summarize the main points as follows:

(Unit: Million Baht)				
Transaction	2024	2023	Increase (Decrease)	Percentage
Total Assets	1,210.84	1,216.90	(6.06)	(0.50%)
Total Liabilities	205.39	215.92	(10.53)	(4.88%)
Shareholders' equity	1,005.45	1,000.99	4.46	0.45%
Sales and service income	563.35	731.63	(168.28)	(23.00%)
Total Revenue	583.12	737.52	(154.40)	(20.94%)
Total Expenses	(578.66)	(848.79)	(270.14)	(31.83%)
Profit (loss) for the year	4.47	(111.27)	115.74	104.01%
Profit (loss) attributable to the Company	4.47	(111.27)	115.47	104.01%
Profit (loss) per share attributable to the Company (baht)	0.005	(0.12)	(0.13)	104.11%

Continue Pages 6 / [Overview](#)

Overview of operating results at the end of 2024 is summarized as follows:

Financial Status

Total Assets

As of December 31, 2024, the Company had total assets of 1,210.84 million baht, representing a slight decrease of 6.06 million baht or 0.50% from 2023, which recorded total assets of 1,216.90 million baht. The decline in cash was mainly due to payments made for raw materials in an effort to reduce interest expenses. Trade receivables increased slightly, influenced by the current economic conditions and the volatility in the steel industry, which caused customers to be more cautious with their cash flow. Additionally, delays in government disbursements led to a slight increase in receivables compared to 2023. As for inventories, the level remained close to that of 2023, with an increase of only 6.87 million baht, resulting from strict and careful control of finished goods and raw materials to prevent losses from stock due to steel price fluctuations.

Liabilities

As of the end of 2024, the Company had total liabilities of 205.39 million baht, representing a decrease of 10.53 million baht or 4.88% from 2023, which recorded total liabilities of 215.92 million baht. This decrease was due to the repayment for raw materials to financial institutions in order to reduce interest expenses.

Shareholders' Equity

As of the end of 2024, the Company had shareholders' equity of 1,005.45 million baht, an increase of 4.47 million baht or 0.45% compared to 2023, which recorded 1,000.98 million baht. This increase was due to the Company's total profit of 4.47 million baht for the year 2024.

Business Operation

Revenue

In 2024, the Company generated revenue from product sales totaling 563.35 million baht, a decrease of 168.28 million baht or 23% compared to 2023, which recorded total sales revenue of 737.52 million baht. This decline was primarily due to the decrease in steel prices, which was driven by the continued high-risk global economic environment, including rising interest rates.

Additionally, the Chinese steel wire market, which is both a major producer and consumer, experienced a persistent contraction in demand. This was caused by the real estate crisis and government policies aimed at controlling steel production processes to reduce environmental pollution. The ongoing trade war also contributed to this situation.

In Thailand, domestic demand was affected by delays in government budget disbursements, which led to postponed construction projects. These factors collectively caused global steel prices, raw material costs, and the Company's selling prices to move in the same downward and volatile direction.

The Company was also affected by delays in the approval of new government construction projects during the transition of the administration. These factors contributed to fluctuations in global steel prices, raw material costs, and the Company's product selling prices, all moving in the same direction.

Expenses

In 2024, the Company's expenses totaled 578.66 million baht, a decrease of 270.14 million baht or 31.83% compared to 2023, which recorded expenses of 848.79 million baht. The main cost reduction was in the cost of sales, which decreased by 28.75%, mainly due to the lower sales volume. However, the Company was still able to control costs and achieve a gross profit in an environment of economic slowdown and external factors.

The strategy that enabled the Company to maintain a gross profit was its policy of carefully controlling the volume and pricing of raw materials, as well as maintaining a close watch on safety stock levels to protect against raw material price fluctuations. Since raw materials are a key component of the cost of sales, these measures helped mitigate the impact. Additionally, the Company restructured internally to enhance workforce capability and adjusted various expenses, resulting in a significant reduction in production costs.

Net Profit

The net profit for 2024 was 4.47 million baht, an increase of 115.74 million baht or 104.01% compared to the previous year. This increase was due to the various factors explained above.

Miss Jantharat Sodsongchit The moderator asked the shareholders if they had any questions. And when no shareholder asked any questions. Therefore, it is proposed that the shareholders' meeting consider and approve the financial statements for the year 2024, ending on 31 December 2024.

Resolution The shareholders' meeting considered and unanimously resolved to approve the financial statements for the year 2024, ended December 31, 2024, with the voting results as follows:

Resolution	Number of votes	Percentage
Agree	481,631,674	100.0000
Disagree	0	0.0000
Abstention	0	0.0000

Agenda 3 To consider profit allocation of omit dividend payment

Mr.Somchai Apiwattanaporn, The chairman of the meeting, assigned Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department are the reporters.

Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department informed the shareholders' meeting that according to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 48 of the Company's Regulations , the company must allocate a portion of its annual net profits as a reserve fund of not less than 5 percent of annual net profit Deducted by the amount of accumulated losses brought forward (if any) until this reserve fund is not less than 10 percent of the registered capital.

And the company has a policy to pay dividends at a rate of not less than 50 percent of the net profits of the separate financial statements after taxes or as appropriate. If there is no other necessary, reason and the dividend payment have no significant impact on the Company's normal operations or unless the company has an investment project in another project.

In 2024, the Company's financial statements showed a net profit of 4.47 million Baht. Therefore, the Board of Directors proposes to omit the dividend payment for the operating results from January 1, 2024 to December 31, 2024, and to omit the allocation of legal reserve.

Miss Jantharat Sodsongchit The moderator of the meeting, asked the shareholders whether they had any questions. As no shareholders raised any questions, she proposed that the shareholders' meeting consider and approve the omission of profit allocation and dividend payment.

Resolution The shareholders' meeting considered and unanimously resolved to approve the omission of profit allocation and dividend payment as proposed, for the operating results from January 1, 2024 to December 31, 2024, with the voting results as follows:

Resolution	Number of votes	Percentage
Agree	481,631,674	100.0000
Disagree	0	0.0000
Abstention	0	0.0000

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Agenda 4 To appoint Directors who retired by rotation

Mr.Somchai Apiwattanaporn, The chairman of the meeting, assigned Miss Nongnuch Kumchaithrep, Company's director, Company Secretary, are the reporters.

Miss Nongnuch Kumchaithrep, Company's director, Company Secretary, informed the meeting that at the 2024 Annual General Meeting of Shareholders, there were 3 directors who had to resign from their positions as follows:

- | | | |
|---------------------|-------------------|--|
| 1. Miss Laphassarin | Kraiwongwanitrung | Vice Chairman of the Board of Directors |
| 2. Mr. Aniwut | Pongpaijit | Company Director, and Independent Director |
| 3. Mr. Aruk | Onsuphap | Company Director |

The Board of Directors, excluding the directors who are nominated for reappointment, proposes that the meeting consider and approve the re-election of the three directors who are retiring by rotation to resume their positions for another term.

Details regarding age, shareholding proportion in the Company, educational background, and work experience are provided in Enclosure No. 2, which was delivered to the shareholders in advance together with the Notice of the 2025 Annual General Meeting of Shareholders.

In considering the nomination of persons for directorship, the Company provided an opportunity for shareholders to propose qualified candidates in advance of the meeting. However, no shareholder submitted any nomination of qualified individuals for consideration as directors prior to the meeting.

Section 86 of the Public Limited Companies Act B.E. 2535 and Article 32 of the Company's Articles of Association state that "Directors are prohibited from engaging in business activities that are identical to or in competition with the Company's business, whether for their own benefit or the benefit of others, unless they have informed the shareholders' meeting prior to the resolution of their appointment."

Before the meeting proceeds with the election, I would like to inform the meeting that the three directors proposed for appointment in this meeting are not directors of any other company engaged in business activities that are identical to or in competition with the Company.

The process of selecting the directors of the Company was carried out by the Board of Directors, excluding the nominated directors, who together reviewed the qualifications in various aspects suitable for the Company's business operations. This included evaluating their qualifications, experience, expertise in diverse professions, leadership abilities, broad vision, as well as ethics and integrity. Additionally, their positive attitude toward the organization and their ability to perform effectively as directors were considered. The Board also assessed their past performance, their ability to provide strategic advice to the Company, and their compliance with legal requirements, relevant regulations, and the Company's Articles of Association. Based on these considerations, it was deemed appropriate to re-elect the three directors who are retiring by rotation to resume their positions for another term.

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Miss Nongnuch Kumchaithrep, Company's director, Company Secretary. The moderator asked the shareholders if they had any questions. As no shareholders raised any questions, the proposal was made for the shareholders' meeting to consider the election of the three directors. Shareholders may vote to elect each director individually as follows:

Resolution 4.1 The shareholders' meeting, after due consideration, resolved with a majority vote of the shareholders attending the meeting and entitled to vote, to reappoint Ms. Laphassarin Kraiwongwanitrungr as a director of the Company for another term, with the voting results as follows:

Resolution	Number of votes	Percentage
Agree	481,631,674	100.0000
Disagree	0	0.0000
Abstention	0	0.0000

Resolution 4.2 The shareholders' meeting, after due consideration, resolved with a majority vote of the shareholders attending the meeting and entitled to vote, to reappoint Mr. Aniwut Pongpajit as a director, independent director, and audit committee member for another term, with the voting results as follows:

Resolution	Number of votes	Percentage
Agree	481,631,674	100.0000
Disagree	0	0.0000
Abstention	0	0.0000

Resolution 4.3 The shareholders' meeting, after due consideration, resolved with a majority vote of the shareholders attending the meeting and entitled to vote, to reappoint Mr. Aruk Onsupap as a director of the Company for another term, with the voting results as follows:

Resolution	Number of votes	Percentage
Agree	481,631,674	100.0000
Disagree	0	0.0000
Abstention	0	0.0000

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Therefore, the Board of Directors of the year 2025 totaling 9 people by the following name list:

- | | | |
|---------------------|------------------|---|
| 1. Mr. Somchai | Apiwattanaporn | Chairman |
| 2. Miss Laphassarin | Kraiwongwanitrun | Vice Chairman of the Board of Directors,
Chairman of Executive Director,
Recruitment and Remuneration Committee,
and Managing Director |
| 3. Mr. Worawit | Siriwatwimol | Chairman of the Audit Committee,
Chairman of the Recruitment and Remuneration
Committee, and Independent Director |
| 4. Mr. Wichain | Sopanpanichkul | Company Director, Audit committee,
Recruitment and Remuneration Committee,
and Independent Director |
| 5. Mr. Aniwut | Pongpaijit | Company Director, Audit committee,
and Independent Director |
| 6. Mr. Siriphong | Vongvuttiornchai | Company Director, Chairman of the Risk
Management Committee |
| 7. Miss Wanna | Sakulchaimongkol | Company Director, Risk Management Committee
Director |
| 8. Mr. Aruk | Onsuphap | Company Director |
| 9. Miss Nongnuch | Kumchaithrep | Company Director, Risk Management Committee
Director, Executive Director,
Factory Director and Financial Accountant,
and Company Secretary |

By Mr.Worawit Siriwatwimol, Mr.Wichain Sopanpanichkul, and Mr.Aniwut Pongpaijit are independent directors and audit committee members of the company.

Agenda 5 To set the remuneration of the Board of Directors the for the year 2025

Mr.Somchai Apiwattanaporn, The chairman of the meeting, assigned Miss Laphassarin Kraiwongwanitrungrung, The Vice Chairman of the Board of Directors, Chairman of the Executive Board, Recruitment and Remuneration Committee and Director Managing are the reporters.

Miss Laphassarin Kraiwongwanitrungrung, The Vice Chairman of the Board of Directors, Chairman of the Executive Board, Recruitment and Remuneration Committee and Director Managing informed to the meeting that according to the Company's Articles of Association, Article 16, it is stated that the Company's directors have the right to receive remuneration for performing their duties. The remuneration includes salary, meeting allowances, allowances, bonuses. In 2024 , the remuneration of directors which was approved by the 2024 Annual General Meeting of Shareholders is in the amount of 1,800,000 baht for the year 2024, the company has paid remuneration to the directors in the total amount of 1,045,000. - baht

In this regard, the Company summarized the amount paid to the Board of Directors individually in the Annual Report 56-1 One Report 2024 as shown in Attachment No.1 on the topic of shareholding structure and management, subject to meeting attendance and individual remuneration of the Board of Directors.

For the year 2025 , the Board of Directors agreed with the Nomination and Remuneration Committee's proposal, agreeing that the directors' remuneration for the year 2025 should be set at 1,800,000 baht, which is equal to the year 2024 , not including compensation or benefits that company directors receive as employees or employees of the company which is scheduled to be paid on a per-time basis and there are additional conditions in the consideration of special annual compensation. If the company has good operating results. However, this must not exceed the limit of 1,800,000 baht per year by carefully screening for suitability in various respects and compare references from the same industry and economic conditions Including the suitability of the details are as follows:

1. Monetary Compensation: Meeting allowance

(1) The Board of Directors (all times attendance)

- Meeting allowance for the Chairman of the Board of Directors at 30,000 baht per time, for the Chairman of the Board of Directors who receives the Company's regular salary or is a person who receives a salary from an affiliated company will receive the meeting allowance for attending the meeting at 20,000 baht instead.
- Board meeting allowance of 20,000 baht per time, for any director who receives a regular salary or those who receive salaries from affiliated companies, will receive a meeting allowance of 5,000 baht for attending the meeting instead.

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(2) Audit Committee (all times attendance)

- Meeting allowance for the Chairman of the Audit Committee 25,000. - baht per time.
- Audit Committee meeting allowance of 15,000. - baht per time.

(3) Recruitment and Remuneration Committee (all times attendance)

- Meeting allowance for the Chairman of the Recruitment and Remuneration Committee at 25,000. - baht per time, for the Chairman of the Recruitment and Remuneration Committee who receives the Company's regular salary or is a person who receives a salary from an affiliated company will receive the meeting allowance for attending the meeting at 20,000 baht instead.
- Board meeting allowance of the Recruitment and Remuneration Committee at 15,000. - baht per time, for Recruitment and Remuneration Committee who receives the Company's regular salary, or a person who receives a salary from an affiliated company will receive the meeting allowance for attending the meeting at 5,000 baht instead.

(4) Executive (all times attendance)

- The meeting allowance for the Chairman of the Executive Committee is 15,000 baht per time, for the Chairman of the Executive Committee who receives the company's regular salary or is a person who receives a salary from an affiliated company will not receive the meeting allowance.
- The meeting allowance for the Executive Committee is 10,000 baht per time, for the Executive Committee who receives the company's regular salary or a person who receives a salary from an affiliated company will not receive the meeting allowance.

2. Other compensation or benefits

The Company has no policy to provide any compensation other than the regular compensation for directors or employees as received from the Company. No shares, debentures, or other securities are provided to the directors and executives of the Company.

This will take effect from January 1, 2025, onwards until there is a resolution to change otherwise.

Miss Jantharat Sodsongchit The moderator asked the shareholders if they had any questions. And when no shareholder asked any questions. Therefore, it is proposed that the shareholders' meeting consider and approve the directors' remuneration for the year 2025 at the rate detailed above.

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Resolution The shareholders' meeting considered and unanimously approved the determination of the directors' compensation for the year 2025 in the amount of 1,800,000 Baht, to be paid on a per-occasion basis at the rates specified above, with the voting results as follows:

Resolution	Number of votes	Percentage
Agree	481,631,674	100.0000
Disagree	0	0.0000
Abstention	0	0.0000

Agenda 6 To consider and appoint the Company's auditor and fix the auditor's fee
For the year 2025

Mr.Somchai Apiwattanaporn, The chairman of the meeting, assigned Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department are the reporters.

Miss Nongnuch Kumchaithrep, company's director, executive director, and factory director and financial accounting department informed the meeting that according to Section 120 of the Public Limited Companies Act B.E 2535 (1992) appoint an auditor and determine the audit fee of the company every year. In appointing an auditor, the former auditor may be appointed, and Article 44 of the Company's Articles of Association stipulates that the auditor must not be a director, employee, or person holding any position in the Company.

For the year 2025, the Audit Committee has considered selecting auditors for the new accounting firm which is on the list of auditors approved by the Securities and Exchange Commission. In considering the selection of new auditors' Various qualities such as independence have been taken into account past work ability to provide suggestions and advice that are beneficial to the company. Therefore, it is considered appropriate to propose the appointment of auditors for the year 2025 as follows:

<u>Name - Surname</u>	<u>Certified Public Account No.</u>
1. Miss Susan Eiamvanicha	4306
<i>(Signed the company's financial statements for 2020 - 2024 for 5 years.) or</i>	
2. Mr. Suchart Panitcharoen	4475
<i>(Never been a signatory to the company's financial statements) or</i>	
3. Miss Chuenta Chommern	7570
<i>(Never been a signatory to the company's financial statements) or</i>	
4. Miss Wandee Eiamvanicha	8210
<i>(Never been a signatory to the company's financial statements) or</i>	

Continue Pages 15 / 5. Mr. Kiatisak

(Never been a signatory to the company's financial statements)

The audit office of S.P. Audit Co., Ltd. has been appointed as the Company's auditor for the year 2025, marking the 6th consecutive year. The appointment is due to their recognized expertise, generally accepted auditing standards, independence, strong work practices, adequate support team, and full compliance with the Company's regulations and the requirements of the Securities and Exchange Commission. The auditor has consistently performed their duties effectively. The Board proposes the approval of the audit fee for the year 2025 in the amount of Baht 1,400,000, which represents an increase compared to the year 2024, with the details as follows:

Details	Amount (Baht) The year 2025	Amount (Baht) The year 2024
Review of Financial Statements 1 st -3 rd Quarter	660,000.-	630,000.-
Yearly Auditor Fees	740,000.-	735,000.-
Total	1,400,000.-	1,365,000.-

The Company's certified auditor will be one of the auditors or the authorized auditor on behalf of the Office of SP Audit Co., Ltd. to ensure that the financial statement preparation process will be able to complete the audit on time.

In this regard, the auditors listed above have no relationship or interest with the company/subsidiaries/executives/ major shareholders or those related to such persons in any way. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements. In this regard, the Company has no subsidiary.

Incidentally, even though the auditors of the Company and the parent company are auditors and belong to the same office. The Audit Committee and the Board of Directors are confident that the auditors will be able to prepare the financial statements of the Company and its parent company on time. Since the auditor will arrange a meeting with the management to systematically plan the audit and determine the audit period in advance.

Miss Jantharat Sodsongchit The moderator of the meeting, asked the shareholders whether they had any questions. As no shareholder raised any questions, she proposed that the shareholders' meeting consider and approve the appointment of the auditor for the year 2025 and the determination of the audit fee for the year 2025 in the amount of Baht 1,400,000.

Resolution The shareholders' meeting considered and unanimously resolved to approve the appointment of the auditor, namely:

<u>Name - Surname</u>	<u>Certified Public Account No.</u>
1. Miss Susan Eiamvanicha	4306 and/or
2. Mr. Suchart Panitcharoen	4475 and/or
3. Miss Chuenta Chommern	7570 and/or
4. Miss Wandee Eiamvanicha	8210 and/or
5. Mr. Kiatisak Vanithanun	9922

From the audit office of S.P. Audit Co., Ltd., as the auditor for the year 2025, and approved the audit fee for the year 2025 in the amount of Baht 1,400,000, with the voting results as follows:

Resolution	Number of votes	Percentage
Agree	481,631,674	100.0000
Disagree	0	0.0000
Abstention	0	0.0000

Agenda 7 To consider and approve the reduction of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of registered capital.

Mr.Somchai Apiwattanaporn, The chairman of the meeting, assigned Miss Laphassarin Kraiwongwanitrun, the Vice Chairman of the Board of Directors, Chairman of the Executive Board are the reporters.

Miss Laphassarin Kraiwongwanitrun, The Vice Chairman of the Board of Directors, Chairman of the Executive Board informed the meeting that. The Company intends to reduce the Company's registered capital from the registered capital of 823,748,614.50 baht. It is a new registered capital of 457,638,530.50 baht. By means of cutting unsold shares, totaling 732,220,168 shares, with a par value of 0.50 baht per share. (which is common stock reserved for general authorization capital increase, amounting to 274,582,884 shares and common stocks that support the 3rd warrant (RWI-W3) which expired on May 16, 2024, amounting to 457,637,284 shares)

The above capital reduction is the cancellation of registered shares that have not yet been sold. Therefore, it does not affect the company and the shareholders' rights in any way. and amend the Memorandum of Association, Section 4, regarding registered capital, to be consistent with the increase in the Company's registered capital by using the new text as follows:

Continue Pages 17 / Item 4.

“Item 4. Registered capital amount	457,638,530.50	baht	(Four hundred fifty-seven million, six hundred thirty-eight thousand, five hundred thirty baht and fifty satang)
Divided into	915,277,061	shares	(Nine hundred fifteen million, two hundred seventy-seven thousand, sixty-one shares)
Value per sharer	0.50	baht	(Fifty satang)
Divided into			
Common shares	915,277,061	shares	(Nine hundred fifteen million, two hundred seventy-seven thousand, sixty-one shares)
Preference shares	-	shares	(-shares)

The person designated by the Company's Board of Directors is authorized to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and has the authority to make any necessary modifications or take any actions to comply with the Registrar's order.

Miss Jantharat Sodsongchit The moderator asked the shareholders if they had any questions. And when no shareholder asked any questions. Therefore, I would like to propose that the shareholders' meeting consider approving the reduction of the company's registered capital and amending Section 4 of the Company's Memorandum of Association to reflect the reduction in registered capital.

Resolution The shareholders' meeting has considered and unanimously approved the reduction of the company's registered capital and the amendment to Section 4 of the Company's Memorandum of Association to reflect the reduction in registered capital as stated above. The meeting also approved the delegation of authority as proposed, with the following votes:

Resolution	Number of votes	Percentage
Agree	481,631,674	100.0000
Disagree	0	0.0000
Abstention	0	0.0000

Agenda 8 To consider and approve the increase of the company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase in registered capital.

Mr.Somchai Apiwattanaporn, The chairman of the meeting, assigned Miss Laphassarin Kraiwongwanitrun, The Vice Chairman of the Board of Directors, Chairman of the Executive Board are the reporters.

Miss Laphassarin Kraiwongwanitrun, The Vice Chairman of the Board of Directors, Chairman of the Executive Board informed the meeting that. The Company intends to increase its registered capital from the registered capital of 457,638,530.50 baht. to a new registered capital of 594,930,089.50 baht by issuing no more than 274,583,118 new ordinary shares with a par value of 0.50 baht per share. to accommodate the capital increase under the General Mandate, totaling 274,583,118 shares. (representing 30 percent of the paid-up capital as of the date the Board of Directors resolved to approve the capital increase) as detailed in the attached capital increase report (F53-4) (as per Attachment No. 5). and amend Section 4 of the Company's Memorandum of Association to reflect the increase in the Company's registered capital by using the following new wording:

“Item 4.	Registered capital	594,930,089.50	baht	(Five hundred ninety-four million, nine hundred thirty thousand, eighty-nine baht and fifty satang)
	amount			
	Divided into	1,189,860,179	shares	(One billion, one hundred eighty-nine million, eight hundred sixty thousand, one hundred seventy-nine shares)
	Value per sharer	0.50	baht	(Fifty satang)
	Divided into			
	Common shares	1,189,860,179	shares	(One billion, one hundred eighty-nine million, eight hundred sixty thousand, one hundred seventy-nine shares)
	Preference shares	-	shares	(-shares)

The person designated by the Company's Board of Directors is authorized to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and has the authority to make any necessary modifications or take any actions to comply with the Registrar's order.

Continue Pages 19 / Miss Jantarat

Miss Jantharat Sodsongchit The moderator asked the shareholders if they had any questions. And when no shareholder asked any questions. Therefore, I would like to propose that the shareholders' meeting consider approving the increase of the company's registered capital and amend Section 4 of the Company's Memorandum of Association to reflect the increase in registered capital.

Resolution The shareholders' meeting considered and approved with at least three-fourths of the votes cast by shareholders who attended the meeting and had the right to vote, the increase in the company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase in the registered capital of the company, as stated above, and approved the delegation of authority as proposed, with the following votes:

Resolution	Number of votes	Percentage
Agree	481,631,524	100.0000
Disagree	150	0.0000
Abstention	0	0.0000

Agenda 9 Consider and approve the allocation of newly issued shares to accommodate the capital increase under the General Mandate.

Mr.Somchai Apiwattanaporn, The chairman of the meeting, assigned Miss Laphassarin Kraiwongwanitrun, the Vice Chairman of the Board of Directors, Chairman of the Executive Board are the reporters.

Miss Laphassarin Kraiwongwanitrun, The Vice Chairman of the Board of Directors, Chairman of the Executive Board informed the meeting that. To accommodate the capital increase under the General Mandate as outlined in Agenda Item 8 above, the Company must allocate 274,583,118 newly issued ordinary shares with a par value of 0.50 baht per share, under the terms and proportions as specified by the relevant regulations. The Company therefore requests that the shareholders' meeting consider and approve the allocation of these newly issued ordinary shares, with the following details:

- (1) Allocate up to 183,055,412 newly issued ordinary shares (fractional shares will be discarded) with a par value of 0.50 baht per share, representing no more than 20% of the paid-up capital, to be offered to existing shareholders in proportion to their shareholding (Rights Offering) at a price of no less than 0.28 baht per share or
- (2) Allocate up to 91,527,706 newly issued ordinary shares (fractional shares will be discarded) with a par value of 0.50 baht per share, representing 10% of the paid-up capital, to be offered to Private Placement at a price of no less than 0.28 baht per share.

Continue Pages 20 / Remark:

Remark: The offered price is not less than 90% of the weighted average price of the shares in the stock market over the past 7 trading days (March 12, 2025 - March 20, 2025), as referenced from <https://www.setsmart.com/>

In this regard, the company's board of directors proposes that the shareholders' meeting approve the delegation of authority to the board of directors to determine and amend various details regarding the allocation of newly issued ordinary shares under a general mandate, as follows:

- (1) Consider defining, modifying, or adjusting the terms and details of the allocation of newly issued common shares, including but not limited to the record date for shareholders eligible to subscribe, the offering period, payment terms, and the establishment of requirements, conditions, and other relevant details concerning the allocation of such shares.
- (2) Conduct negotiations, enter into agreements, execute relevant documents and contracts, and perform any other necessary actions related to the allocation of such newly issued common shares
- (3) To sign documents or applications for various permits and necessary evidence related to the allocation of additional common shares, including communication and submission of the application, documents, and evidence to the relevant regulatory authorities, and to take the necessary actions regarding the registration of the additional common shares in the stock exchange, including having the authority to carry out any other necessary actions related to the allocation of the additional common shares.

The offering of newly issued common shares must not be made to related parties as defined by the Securities and Exchange Commission's Notification No. Tor Jor. 21/2551 on related party transactions and the Stock Exchange of Thailand's regulations on disclosure and conduct of listed companies in related party transactions, B.E. 2546.

Additionally, the offering of newly issued common shares at the proposed price to a limited group of individuals must not be considered as being priced too low, in accordance with the Securities and Exchange Commission's Notification No. Tor Jor. 28/2022 on the offering of newly issued shares to a limited group. The offering price must not be lower than the weighted average market price of the shares over a period of at least seven consecutive business days and no more than fifteen consecutive business days before the board of directors approves the issuance. Additionally, the offering price must not be lower than 0.28 baht per share. Regarding the approval for a listed company to offer newly issued shares to Private Placement, the offering price may include a discount of up to 10% from the market price. This market price is determined based on the weighted average price of the shares traded on the stock exchange over a period of at least seven consecutive business days and no more than fifteen consecutive business days before the board of directors' resolution approving the share offering.

Continue Pages 21 / Furthermore,

Furthermore, following the offering of newly issued ordinary shares under item (1) or (2) above, the increased portion of the company's paid-up capital must not exceed 30% of the paid-up capital as of the date the board resolves to increase capital under a General Mandate. The offering must be completed by the next annual general meeting of shareholders or the legal deadline for holding such a meeting, whichever comes first. The details of the offering under the General Mandate will be disclosed in the capital increase report (F53-4) along with **Enclosure 1**.

Miss Jantharat Sodsongchit The moderator asked the shareholders if they had any questions. And when no shareholder asked any questions. Therefore, I would like to propose that the shareholders' meeting consider approving the allocation of newly issued shares to accommodate the capital increase under the General Mandate.

Resolution The shareholders' meeting has considered and approved, by a vote of not less than three-fourths of the shareholders who attended the meeting and had the right to vote, the allocation of 223,542,577 newly issued ordinary shares under the General Mandate for offering to the existing shareholders in proportion to their shareholding (Rights Offering) and/or for offering to specific investors (Private Placement), as detailed above, and approved the delegation of authority as proposed in all respects, with the following votes:

Resolution	Number of votes	Percentage
Agree	481,631,524	100.0000
Disagree	150	0.0000
Abstention	0	0.0000

Agenda 10 Other business (if any)

Mr. Somchai Apiwatthanaporn, The Chairman of the Meeting, addressed the meeting, stating that all agenda items as specified in the notice of the shareholders' meeting had been fully considered. He then inquired if any shareholders had any additional questions.

And as no shareholder raised any questions, I, as a representative of the Board of Directors and the management, would like to express my sincere gratitude to all shareholders who have taken the time to attend the Annual General Meeting of Shareholders for the year 2025. Your cooperation and participation are a great encouragement and support for the development and advancement of the organization. With the utmost respect, I now declare the meeting closed. Thank you.

The meeting was adjourned at 14.16 p.m.

- Somchai Apiwattanaporn -

(Mr. Somchai Apiwattanaporn)

The chairman of the meeting

Certified true and correct

-Nongnuch Kumchaithep-
(Miss Nongnuch Kumchaithep)
Director and Company Secretary

-Laphassarin Kraiwongwanitrun-
(Miss Laphassarin Kraiwongwanitrun)
Managing Director