



**Notice of the Annual General Meeting  
of Shareholders 2026**

**Prodigy Public Company Limited**

**Thursday, April 23, 2026, at 10.00 AM.**

**At Pinklao 1, 9<sup>th</sup> Floor, The Royal City Hotel**

Registration opens at 8:00 AM.

For the convenience and speed of registration.

Please bring the registration form with the printed barcode  
on the day of the meeting.



## Table of Contents

### Invitation to the Annual General Meeting of Shareholders 2026

#### Prodigy Public Company Limited

		Page
<b>Attachment 1</b>	<b>Copy of the Minutes of Annual General Meeting of Shareholders For the year 2025 On April 23, 2025</b>	<b>8 - 28</b>
<b>Attachment 2</b>	<b>Biography of the person nominated for appointment as a director On behalf of the Committee member who has to leave according to The schedule.</b>	<b>29 - 35</b>
<b>Attachment 3</b>	<b>Definition of an independent director.</b>	<b>36 - 37</b>
<b>Attachment 4</b>	<b>Information about the independent director that the company has been nominated as the proxy from the shareholders.</b>	<b>38</b>
<b>Attachment 5</b>	<b>The company's regulations regarding the annual general Meeting of shareholders</b>	<b>39 – 40</b>
<b>Attachment 6</b>	<b>Evidence of the right to attend the annual general meeting of shareholders.</b>	<b>41</b>
<b>Attachment 7</b>	<b>Instructions for proxy appointment, registration of identity Verification, participation in meetings and voting, and casting Voting votes at the shareholders' meeting</b>	<b>42 - 44</b>
<b>Attachment 8</b>	<b>Proxy form A, B</b>	<b>45 – 49</b>
<b>Attachment 9</b>	<b>Annual Report in QR Code Form</b>	<b>50 - 51</b>
<b>Attachment 10</b>	<b>Map of the venue for the Annual Shareholders' Meeting</b>	<b>52</b>

**April 1, 2026**

**Subject            Invitation to Attend 2025 Annual General Meeting of Shareholders**

**Attention          Shareholders**

The Board of Directors of Prodigy Public Company Limited (“Company”) has resolved on February 20, 2026, to convene the Annual General Meeting of Shareholders for the year 2026 on Thursday, April 23, 2026, at 10:00 AM onwards at Pinklao 1 Room, 9th Floor, The Royal City Hotel, No. 798, 800 Borommarathchachonnani Road, Bang Bamru Sud-district, Bang Phlat District, Bangkok, 10700, to consider various matters on the agenda as follows.

**Agenda 1 The matter: The Chairman was notified in the 2026 Annual General Meeting of Shareholders.**

**Board of Directors Opinion:** The board of directors believes that the chairman might explain the meeting details to keep the shareholders informed.

**Vote for approval:** Since this is an agenda for information, there is no voting.

**Agenda 2 To consider and certify the Minutes of the 2025 Annual General Meeting of Shareholders.**

**Facts and Reasons:** The company held its annual general meeting of shareholders for the year 2025 on Wednesday, April 23, 2025, with a copy of the meeting minutes attached as attachment 1. The company prepared the meeting minutes within 14 days from the date of the annual general meeting of shareholders and submitted them to the Stock Exchange of Thailand and the Ministry of Commerce within the legally prescribed period, and published them on the company's website ([www.prodigy.co.th](http://www.prodigy.co.th)).

**Board of Directors Opinion:** The Board of Directors believes that the minutes of the meeting have been recorded correctly and should be presented to the Annual General Meeting of Shareholders for the year 2026 for approval. The details are as per the attached copy of the meeting minutes in Document Attachment 1.

**Votes for approval:** A majority of the shareholders who attend the meeting and cast their votes.

**Agenda 3 To inform and report on the Company’s operating results for the year 2025.**

**Facts and Reasons:** The report of the company's board of directors and the company's performance for the fiscal year 2025 are included in the 56-1 One Report / Annual Report 2025 in QR Code format (details are provided in the attached document 9) sent along with this invitation to the annual general meeting of shareholders. This has been prepared by the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand.

**Board of Directors Opinion:** The Board of Directors deems it appropriate to present the company's performance report for the fiscal year 2025 to the annual general meeting of shareholders for their acknowledgment.

**Vote for approval:** Since this is an agenda for information, there is no vote.

**Agenda 4 To consider and approve the Company's financial statements for the year 2025**

**ended December 31, 2025.**

**Facts and reasons:** The financial position statement and income statement as of December 31, 2025 (as shown in Form 56-1 One Report / 2025 Annual Report in QR Code format (as per attached document 9), which has been prepared by financial reporting standards and has passed (1) the audit and certification by a licensed auditor (EY Office Limited). (2) Reviewed by the Audit Committee and (3) Approved by the Board of Directors

**Board of Directors Opinion:** The Board of Directors deems it appropriate to present to the Annual General Meeting of Shareholders for the year 2026 to consider approving the financial statements and income statement for the period ending December 31, 2025, with details as shown in Form 56-1 One Report / Annual Report 2025 in QR Code format (as per attached document 9).

**Votes for approval:** A majority of the shareholders who attend the meeting and cast their votes.

**Agenda 5 To consider and approve the dividend payment for the company's operation for the year 2025**

**ended on December 31, 2025.**

**Facts and reasons:** For the fiscal year 2025, the company reported a net profit according to the financial Statements totaling 83,240,988 Baht and no accumulated losses. Therefore, under Section 115 of the Public Limited Companies Act, B.E. 2535 and the regulations of Section 46 of the company prohibits the distribution of dividends from any funds other than profits. In the case where the company still has accumulated losses, such payments are prohibited. Dividends are distributed based on the number of shares, equally per share, so the company can pay dividends.

The company has a policy of paying dividends of no less than 50% of net profit. Therefore, it should proceed to pay dividends for the fiscal year 2025 to the company's shareholders at a rate of 0.28 baht per share (twenty-eight satang) (or equivalent to 99.90% of the dividend payout ratio compared to net profit) to the company's shareholders, totaling 296,999,929 shares. In this regard, the company has already paid an interim dividend for the year 2025 at a rate of 0.11 baht per share, amounting to 32,669,992.19 baht (thirty-two million six hundred sixty-nine thousand nine hundred ninety-two baht nineteen satang).

All dividends will be subject to withholding tax at the rate prescribed by law. The list of shareholders entitled to receive dividends will be determined on Friday, Mar 20, 2026, and the dividends will be paid on Thursday, May 21, 2026. The total dividend payment amounts to 83,159,980.12 baht, in accordance with the dividend payment policy. The company's dividend payment information for the fiscal year 2025 can be summarized as follows:

Description	2025	2024	2023
1. Net Profit (Million Baht)	83.24	70.58	28.90
2. Number of shares (shares)	296,999,929	296,999,929	296,999,929
3. Dividend payment (Baht/share)	0.28	0.24	0.09
- Interim dividend payment (Baht/share)	0.11	0.09	0.01
- Final dividend payment (Baht/share)	0.17	0.15	0.08
4. Total dividend payment (Million Baht)	83.16	71.28	26.73
5. Dividend payment ratio (%)	99.90	100.99	92.50

The company has allocated its annual net profit as a legal reserve until it reaches no less than 10% of the company's registered capital in accordance with Section 116 of the Public Limited Companies Act B.E. 2535, and therefore, no additional reserve is required.

**Board of Directors Opinion:** The Board of Directors recommends presenting to the Annual General Meeting of Shareholders for consideration and approval of the annual dividend payment for 2025 to shareholders at the rate of 0.28 baht per share. The company has already paid an interim dividend for 2025 at the rate of 0.11 baht per share on September 4, 2025. The remaining cash dividend to be paid is 0.17 baht per share, totaling 296,999,929 shares, amounting to 50,489,987.93 baht.

The company will pay dividends from profits of the business that are subject to corporate income tax at a rate of 20%. Dividend recipients will have withholding tax deducted, and individual dividend recipients will receive a tax credit on the dividends according to Section 47 bis of the Revenue Code. The company will pay the specified dividends once approved by the general meeting of shareholders.

In this regard, the company has set the list of shareholders entitled to receive dividends on Friday, March 20, 2026, and the dividend payment date on Thursday, May 21, 2026. However, the granting of these rights remains uncertain as it is subject to approval by the shareholders' meeting.

**Votes for approval:** A majority of the shareholders who attend the meeting and cast their votes.

#### **Agenda 6 To consider appointing directors to replace the directors who have completed their term.**

**Facts and Reasons:** Under the company's regulations, Article 18, at every annual general meeting of shareholders, one-third of the total number of directors must retire from their positions, and those who have retired may be re-elected. In the annual general meeting of shareholders for the year 2026, four directors are retiring by rotation as follows:

1. Dr.Thanet	Norabhoompipat	(Independent Director)
2. Mr.Thongchai	Tansutat	(Director)
3. Mr.Vachara	Vitayatanagorn	(Director)
4. Mr.Pachai	Chanpitaksa	(Director)

Furthermore, the company has provided an opportunity for shareholders to nominate individuals with the knowledge, capability, and appropriate qualifications for consideration. Advance election for company directors from October 15, 2025, to January 15, 2026. It appears that no shareholders nominations were received.

One of the independent directors retiring by rotation has declined to stand for re-election. Additionally, no nominations for director positions were submitted by any shareholders.

**Board of Directors Opinion:** The Board of Directors (by a majority vote, excluding the interested directors retiring by rotation) has considered and deemed it appropriate to propose the following individuals to the 2026 Annual General Meeting of Shareholders for appointment as directors:

1. Mr.Thongchai	Tansutat	(Director)
2. Mr.Vachara	Vitayatanagorn	(Director)
3. Mr.Pachai	Chanpitaksa	(Director)

In addition, the Board of Directors has reviewed and screened the nominees and considers them highly qualified for the company's business. The Board, therefore, recommends their re-election as directors for another term to the Annual General Meeting of Shareholders. Please find the biographical details of the nominees in **(Attachment 2)**.

**Votes for approval:** A majority of the shareholders who attend the meeting and cast their votes.

#### **Agenda 7 To consider the Annual remuneration for the Board of Directors for the year 2026.**

**Facts and reasons:** According to Article 30 of the Company's Regulations, directors are entitled to receive remuneration from the Company in the form of meeting allowances, rewards, bonuses, or other benefits in accordance with the regulations or as considered by the shareholders' meeting, with consideration of criteria-based on the practices of listed companies in the same industry and the responsibilities of directors.

**The Board of Directors deems it appropriate** to approve the remuneration of directors and the remuneration of various subcommittees as proposed by the Corporate Governance, Nomination, and Remuneration Committee, with the total remuneration of directors set at no more than 5,000,000 baht, which will be in the form of meeting allowances, rewards, and other benefits, and assigns the Board of Directors to allocate them.

**Board of Directors Opinion:** The Board of Directors has considered the remuneration of directors proposed by the Corporate Governance, Nomination, and Remuneration Committee, taking into account the practices of the same industry, and the principles of good corporate governance, which have been carefully screened for suitability. It is deemed appropriate to propose to the Annual General Meeting of Shareholders for 2026 to approve the payment of annual remuneration to the Company's directors as specified in the Company's regulations, in the amount not exceeding 5,000,000 baht, the same as the previous year, without any other benefits.

**Votes for approval:** No less than two-thirds of the total votes of shareholders attending the meeting and casting their votes

**Note:** Shareholders can view details of the Board of Directors' remuneration for the past 3 years in Form 56-1 One Report / Annual Report 2024 on pages 144 - 145.

#### **Agenda 8 To consider the appointment of the auditor and auditor and auditor's remuneration for The year 2026.**

**Facts and reasons:** In order to comply with the Public Limited Companies Act B.E. 2535 and its amendments, Section 120, and as the Securities and Exchange Commission has issued Announcement No. 161/2561, adjusting the auditor rotation criteria to be in line with international standards to promote independence and build investor confidence in using financial reports in making investment decisions, by requiring listed companies to rotate auditors (who sign to certify financial statements) every 7 fiscal years, and to rotate to use other auditors in the same auditing firm. When a new auditor is rotated, the listed company must wait at least 5 Fiscal years before returning to use the same auditor. By the Company's regulations, Section 40 stipulates that the annual general meeting of shareholders "considers the appointment of an auditor and determines the auditor's remuneration." Therefore, the Audit Committee has considered the aforementioned requirements, compared the audit fees with other companies, and found that the audit fees are appropriate, and the auditor's qualifications are in line with the SEC's announcement and the auditor's past performance. It is therefore appropriate to propose the appointment. Ms.Issaraporn Wisutthiyon, CPA No. 7480, or Mr.Chatchai

Kasemsrithanawat, CPA No. 5813, or Mr.Vatcharin Pasarapongkul, CPA No. 6660 of EY Office Co., Ltd., shall be the Company's auditor for the year 2026. If the above-mentioned auditors are unable to perform their duties, EY Office Co., Ltd. shall provide another CPA of the office to audit the accounts and express an opinion on the Company's financial statements in their place, subject to prior approval by the Board of Directors. The meeting of shareholders shall also authorize the Board of Directors to consider and approve the audit fee, as follows:

	2026 (Baht)	2025 (Baht)	2024 (Baht)
1 <sup>st</sup> quarter reviewed financial statement	190,000	180,000	170,000
2 <sup>nd</sup> quarter reviewed financial statement	190,000	180,000	170,000
3 <sup>rd</sup> quarter reviewed financial statement	190,000	180,000	170,000
Full-year audited financial statement	720,000	700,000	680,000
<b>Total</b>	<b>1,290,000</b>	<b>1,240,000</b>	<b>1,190,000</b>

The above audit fees do not include other related expenses such as document fees, publication fees, postage fees, communication fees, etc., which the auditors will collect from the Company based on the actual expenses. In 2025, the Company did not have any non-audit service fees paid to EY Office Limited.

**Board of Directors Opinion:** Agree with the proposal of the Audit Committee that Ms. Issaraporn Wisutthiyan, CPA No. 7480 or Mr. Chatchai Kasemsrithanawat, CPA No. 5813 or Mr. Vatcharin Pasarapongkul, CPA No. 6660 of EY Office Limited, who are qualified according to the Company's regulations and the requirements of the Securities and Exchange Commission, have satisfactory performance results and have no relationship or interest with the Company/executives / major shareholders or persons related to such persons in any way. The period of service as auditors of all three companies is in line with the criteria for changing auditors of the SEC Office, with details as follows:

List of Auditors	Certified Public Accountant Number	Nominated for appointment as the Company's auditor
Ms.Issaraporn Wisutthiyan	7480	2023 - 2026
Mr.Chatchai Kasemsrithanawat	5813	2018 - 2026
Mr.Vatcharin Pasarapongkul	6660	2018 - 2026

- The Company has no subsidiaries.

Therefore, it is appropriate to propose to the 2026 Annual General Meeting of Shareholders to appoint an auditor and determine the audit fee as proposed by the Board of Directors. In the event that the above auditors are unable to perform their duties, EY Office Co., Ltd. shall provide another certified public accountant of the office to audit the accounts and express an opinion on the Company's financial statements in place of the said auditors, subject to prior approval from the Board of Directors. In addition, it is proposed that the shareholders' meeting authorize the Board of Directors to be. The person considering the approval

**Votes for approval:** A majority vote of the shareholders attending the meeting and casting votes

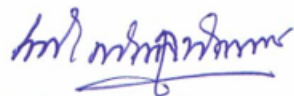
**Agenda 9 Other matters (if any)**

**Board of Directors Opinion:** The Board of Directors is of the opinion that shareholders should have the opportunity to propose other matters to the shareholders' meeting, in addition to the agenda items determined by the Board of Directors as specified in this invitation letter. However, the proposal of other matters must comply with the criteria specified in the law.

Therefore, shareholders are invited to attend the meeting on the date, time, and place specified. In this meeting, if any shareholder wishes to appoint another person as a proxy to attend the meeting and vote on their behalf, please do so in writing according to the attached proxy form and submit it to the Chairman of the Board or the person designated by the Chairman at the meeting venue before the proxy grantor attends the meeting.

To facilitate and expedite the registration for the shareholders' meeting, shareholders and/or proxy holders are requested to bring the attached proxy form or the attached barcode-printed proxy form, together with evidence of their attendance, to present to the registration staff on the meeting day. The Company has determined the list of shareholders entitled to attend the 2026 Annual General Meeting of Shareholders on March 20, 2026 (Record Date).

Sincerely yours



(Mr.Thongchai Tansutat)

Director

- Note**
1. Shareholders can view the invitation letter for the annual general meeting of shareholders and supporting documents on the Company's website [www.prodigy.co.th](http://www.prodigy.co.th) Investor Relations section, Shareholders' Meeting topic
  2. If any shareholders wish to submit questions in advance for the 2026 annual general meeting of shareholders, they can do so at [www.prodigy.co.th](http://www.prodigy.co.th) or by Email: [ir@prodigy.co.th](mailto:ir@prodigy.co.th)
  3. Shareholders can view Form 56-1 One Report for 2025 on the Company's website at [www.prodigy.co.th](http://www.prodigy.co.th) Investor Relations section, Shareholders' Meeting topic.
  4. Shareholders who wish to request a hard copy of the proxy form from the Company should contact Investor Relations Email: [ir@prodigy.co.th](mailto:ir@prodigy.co.th) or contact 034-332-611-2 ext. 103 at least 14 days in advance of the meeting date

**Attachment 1:** Copy of the Minutes of the 2025 Annual General Meeting of Shareholders

On Wednesday, April 23, 2025.

**Minutes of the 2025 Annual General Meeting of Shareholders**

**Prodigy Public Company Limited**

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Meeting on Wednesday, April 23, 2025, at 10.00 a.m., at Pinklao Room 1, 9<sup>th</sup> Fl., Royal City Hotel No. 798, 800 Borommaratchachonnani Road, Bang Bamru Subdistrict, Bang Phlat District, Bangkok 10700

**Participated Directors**

- |                       |                |  |
|-----------------------|----------------|--|
| 1. Assoc.Prof.Prayoon | Boonprasurd    | Chairman/ Audit Committee / Independent Director                   |
| 2. Ms.Thipawan        | Uthaisang      | Chairman of Audit Committee/Independent Director                   |
| 3. Mr.Purnrux         | Nacob          | Chairman of Strategic Risk and Sustainability/ Director            |
| 4. Mr.Pramote         | Santiwattana   | Director   |
| 5. Mr.Vorravuth       | Tangpiroonthum | Director   |
| 6. Mr.Vachara         | Vitayatanagorn | Director/Executive Committee                                       |
| 7. Mr.Pachai          | Chanpitakasa   | Director   |
| 8. Mr.Thongchai       | Tansutat       | Director/ Chairman of the Executive Committee<br>Managing Director |

The company directors who attended the meeting via electronic means

- |              |                |   |
|--------------|----------------|---|
| 1. Ms.Pikul  | Taksinwarajarn | Chairman of Corporate Governance<br>Nomination and Remuneration Committee /<br>Independent Director |
| 2. Dr.Thanet | Norabhoompipat | Independent Director  |

**Participated in the Executive Committee and Management**

- |                  |         |  |
|------------------|---------|--|
| 1. Mrs.Lakkhanar | Romruen | Executive Committee/ Risk Management<br>Committee/ Accounting & Financial Manager<br>(Chief Financial Officer) |
| 2. Ms.Warunee    | Buayai  | Administrative and Warehouse Manager   |

The meeting commenced at 10.00 am.

Assoc. Prof. Prayoon Boonprasurd, Chairman of the Board, presided over the meeting. Ms. Thitikan Sa-nganetch, Company Secretary, was the secretary of the meeting.

As for the company's directors, there are currently 10 directors and in this meeting, 10 directors attended the meeting, all 10 of whom attended the meeting, representing 100 % of the total number of directors.

The meeting secretary reported that the Company has a registered capital of 148,500,000 baht and paid-up capital of baht 148,499,964.50 baht , consisting of 296,999,929 shares. There are 16 shareholders participated in the meeting in person and 26 proxies, total number of attendees 42 shareholders having a total of shares 204,599,083 shares, representing 68.89 percent of the total shares, which exceeds one-third of the total paid-up shares, thus forming a quorum according to Articles of Association No.35

The secretary introduces the auditor's representative to attend the meeting on behalf of the company's auditor. from the EY office Ltd. including Mrs.Chonlaros Suntiasvaraporn and Ms. Isaraporn Wisutthiyan, who attended the meeting, Including legal advisor, Itthiphon Thoratana Law Office Limited: Mr.Itiphon Thoratana in the meeting.

To comply with the criteria and guidelines from the Stock Exchange of Thailand (SET) and the Securities Exchange Commission (SEC) to make meeting transparent, fair and in the best interest of the shareholders, there shall be voting on every agendas, the company invited Mr.Itthiphon Thoratana to inspect the vote counting process.

According to the Thai Investors Association has implemented the project "Assessment of the Quality of the Annual General Meeting of Shareholders" has sent the association's staff appointed as Shareholders' Rights Protection Volunteer, who is Mr. Saridpong Tesabumrung, a proxy from the Thai Investors Association. He also attended this meeting.

In addition, the company has arranged two company's staff 2 person to carry out score processing. The details are as follows.

The secretary clarified the voting method according to the Public Limited Company Act, Section 107 ( 1 ) and Article 38 of the Articles of Association. It stipulates that the resolution of the shareholders' meeting in normal cases is based on the majority vote of the shareholders who attend the meeting and vote. By counting, 1 Share is 1 vote. If there are equal votes, the chairman of the meeting shall have an additional vote as a casting vote.

In the event that shareholders appoint proxies to others to attend the meeting on their behalf, it shall be deemed that the proxy holder has votes equal to the number of votes cast. There are shareholders who have proxies. In this regard, the votes for each agenda item that the shareholders voted in the proxy form shall be counted as votes for meeting resolutions.

The voting according to proxy form A and B could not be divided of each agenda, only proxy form C could be divided, and it shall be used by foreign shareholders who have appointed local custodian deposited their stocks only.

Only one proxy from one shareholder can participate meeting and vote, it could not be divided to many proxies for separated vote.

The Company has applied barcode system for voting process for every agenda in order to provide convenient, quick and accurate voting process according to the guidelines provided by the Stock Exchange of Thailand and Securities Exchange Commission. The voting process is that every shareholder received a voting ballot with all voting agendas upon the registration. The voting ballot would indicate number of votes of the shareholder. The voting ballot provides 3 voting choices, approved, objected, or abstained. Upon the end of every agenda, the Chairman would ask the meeting to vote. The Company's staff would collect the voting ballot from shareholders. To ensure a quick and efficient voting process, during the voting of every agenda, except agenda which is the director's appointment, shareholders shall only cast objected and abstaining votes. The approved votes shall be deducted by subtracting those votes from the total participating shares.

Except for Agenda 6, to consider the election of directors to replace those who retired by rotation. must have a vote. One of the channels is Agree, Disagree, or Abstain by voting on the ballot for the election of directors classified individually.

For a ballot that has more than one mark or a ballot that has been crossed out. or clearly expressed intent and without a signature will be regarded as an invalid card and not counted as votes in that resolution. Therefore, if the attendees want to make changes, cross out the original ones, and sign to prevent it from being a void card

In case the shareholder was not present during any agenda and wished to preserve the voting right, the shareholder could notify the staff at the registration table to deduct shares held by the shareholder from total participating shares, which will be added back to the participating share counts upon arrival. If the shareholders did not notify the staff, it shall be deemed that the shareholders gave approval votes.

In case the shareholder need to leave the meeting before it is over and did not wish to vote on the remaining agenda, the shareholder must indicate the intention to the registration staff. Otherwise, it shall be deemed that the shareholders gave approval votes.

As the company has delivered the meeting agenda to all shareholders. and gave the opportunity to shareholders to propose agenda for consideration in this meeting through the Company's website. Since October 15 , 2024 – January 15, 2025 , but it appears that there is no shareholder Propose an agenda for consideration to the company.

In addition, the Company provides an opportunity for shareholders to send questions about each agenda item or important information of the Company to the Company Secretary in advance of the meeting date. During April 1 – 15, 2025 via email [thitikan@prodigy.co.th](mailto:thitikan@prodigy.co.th) Via facsimile number 034 - 332613 , it appears that no shareholder sent any questions to the Company.

The Chairman opened the meeting and welcomed the shareholders attending the 2025 Annual General Meeting of Shareholders . Then, the Chairman introduced the directors attending the meeting to the shareholders. and assigned Mr.Thongchai to introduce Executives attending this meeting informed the meeting.

**Agenda 1      The matters, the Chairman notify in the 2025 Annual General Meeting of Shareholders.**

The chairman assigned Mr.Thongchai Tansutat, Managing Director report to the meeting about the operations of The companies in the past year are as follows:

**1. Anti-corruption and bribery actions**

**1.1 Policy Review**

The Board of Directors has reviewed the Anti-Corruption Policy to ensure its alignment with the current situation and cover all forms of corruption on February 14, 2024 and has resolved to officially announce the policy as the Company's policy.

**1.2 Dissemination and promotion of awareness**

The Company has disseminated its anti-corruption policy to both internal and external stakeholders, with the following operational guidelines:

- Provide orientation training for new employees to ensure they are aware of and comply with the company's policies.
- Prepare internal circular letters and send them to all departments/divisions, and publish them via the company's Line Official channel so that all levels of personnel are fully informed.
- Send a letter to inform business partners and customers to acknowledge and request their cooperation in complying with the policy.
- Post and publish the policy on the Company's website to facilitate easy and transparent access to information.

**1.3 Risk Management**

The executives give importance to risk management to prevent and reduce the opportunities for corruption in all forms by creating awareness among the employees to perform their duties with accuracy, transparency and accountability.

**1.4 Declaration of Intent to Participate in the Collective Action Against Corruption.**

The Company has applied for the renewal of its membership certification of the Private Sector Collective Action Coalition Against Corruption (CAC) and was officially certified for the second time last year, which is a clear demonstration of the Company's intention to conduct business with good governance .

**2. Assessment of corporate governance of listed companies**

The Company has participated in the Corporate Governance Report of Thai Listed Companies 2024 project , which is conducted by the Thai Institute of Directors Association (IOD) that total of 808 listed companies participating in the assessment in the last year.

The Company received an evaluation result at the “Very Good” or 4-star level, reflecting effective and ethical corporate governance .

3. Certification and maintenance of quality management system standards

In the past year, the company has been continuously certified for various management system standards to enhance the quality of operations and build confidence for customers as follows:

- ISO 14001:2015 (Environmental) Standard
- ISO 9001:2015 (Quality) Standard
- HACCP & GHPs standards for product manufacturing processes

The company continues to focus on maintaining and developing standards consistently, taking into account the quality of products, safety and customer satisfaction in every business process.

The meeting acknowledged

**Agenda 2 To consider and certify the Minutes of the 2024 Annual General Meeting of shareholders as April 24,2024**

The Company held its 2024 Annual General Meeting of Shareholders on Wednesday , April 24 , 2024. With a copy of the report. The meeting is as shown in Appendix 1. As previously sent the meeting invitation letter in QR Code format to shareholders, the Company has prepared the meeting report within 14 days from the date of the general shareholders' meeting. The Company has submitted it to the Stock Exchange of Thailand and the Ministry of Commerce within the time period stipulated by law and published on the Company's website .

The Committee is of the opinion that the minutes of the meeting were recorded correctly and in accordance with the facts. Then, it is deemed appropriate to propose that shareholders approve the meeting report. However, if any shareholder has considered the report and wishes to amend any part, Please inform the meeting.

When no shareholder requested any amendment to the 2024 Annual General Meeting of Shareholders report On Wednesday, April 2 , 2024. The Chairman therefore requested the meeting to consider approving the report of the 2024 annual general meeting of shareholders .

**Meeting resolution** The meeting considered and resolved to approve the minutes of the 2024 annual general meeting of shareholders. The unanimous vote of the shareholders attending the meeting and casting votes. The voting result is as follows:

	Votes	Percent of total votes of shareholders who present at the meeting and cast their votes
Approved	204,599,083	100.000
Disapproved	0	0.000
Abstained	0	0.000
Voided Ballot	0	0.000
<b>Total Votes</b>	<b>204,599,083</b>	<b>100.000</b>

(Abstentions are not included in the calculation of the vote count.)

42 participants in total with a total number of votes of 204,599,083 votes.

**Agenda 3 To inform and Report the company's operating results for the year 2024.**

The Chairman assigned Mr.Thongchai Tansutat, Managing Director, to report the company's operating results for the year 2024 . In the past, the meeting was informed.

The Managing Director informed shareholders of the Company's performance report for the year 2024 , which was published through the 2024 Annual Report , Form 56-1 One Report , the Stock Exchange of Thailand's website and the Company's website .

The Managing Director provides additional information.

**Global Economic Overview**

The global economy remains highly volatile amid international economic and political uncertainty. Major factors affecting the situation include geopolitical conflicts in several regions, such as the ongoing war in Europe, the violence in the Gaza Strip, and tensions in Asia, especially in the South China Sea.

In addition, inflation in many countries remains high, affecting the purchasing power of consumers worldwide and leading to a slowdown in international consumption and investment. In addition, there are trade sanctions at the bilateral and multilateral levels, such as the US government's measures to limit the export of computer chips to China and the announcement of an oil embargo with Iran, all of which are factors that exacerbate the fragility of the global economy.

**Overview of the Domestic Economy**

Domestic Economic policy implementation continues to be affected by delays in government formation, which has resulted in budget approvals and economic stimulus measures not being implemented as planned, resulting in delays in the country's economic drive.

The manufacturing sector in 2024 will be pressured by persistently high production costs, which will have an impact on many industries. At the same time, Thailand will face the problem of an influx of low-priced goods from China, which will put pressure on domestic manufacturers, especially in some industries that have been severely affected, to the point of having to lay off workers or close down businesses.

In terms of finance and consumption, households still have high debt levels, while the non-performing loan ( NPL) rate within the financial system is at a worrying level, causing financial institutions to be more cautious in approving loans, especially in the real estate and auto hire-purchase sectors, leading to car sales falling by more than 20 percent compared to the same period last year.

Although the government has implemented economic stimulus measures in many areas, it has not been able to stimulate the circulation of money within the economic system as expected. In 2024, the gross domestic product ( GDP) grew by 2.5 percent, which is considered low when compared to neighboring countries in the ASEAN region and close to the lowest level of the group.

As mentioned above, the Company can operate according to the operating results report for 2024 as follows:

(Unit : MB)

	Year 2567	% On Sale	Year 2566	% On Sale	% 2024/2023
Total income	633.502	100.00	634.413	100.00	(0.14)
Cost of Goods Sold	480.093	75.78	533.848	84.14	(10.07)
Gross profit	153.409	24.22	100.566	15.85	52.55
Selling and administrative expenses	63.077	9.96	67.160	10.58	(6.08)
Earnings before interest	85.835	13.55	33.889	5.34	153.28
Financial expenses and interest expenses	0.330	0.05	0.325	0.05	1.54
Profit before tax	88.139	13.91	35.946	5.66	145.20
Income tax	17.559	2.77	7.050	1.11	149.06
Net profit	70.581	11.14	28.897	4.55	144.25

From the operating results, it can be seen that the company has sales in 2024 at 633.502 million baht , which is similar to the previous year. In the past year, The company has implemented effective and appropriate cost management measures. When compared to the previous year, the cost of goods sold decreased by 10.07 percent , resulting in a gross profit of 153.409 million baht , an increase of 52.55 percent when compared to the previous year.

#### In terms of expenses

Selling and administrative expenses were 63.077 million baht , decreased 6.08 percent from the previous year , with financial expenses such as bank fees for various transactions, etc., at a level similar to the previous year.

As a result, in 2024 , the company had a net profit of 70.581 million baht, an increase of 144.25 percent compared to 2023. The cause was better cost management with the main components classified as follows:

1. Resulted from the declining trend in PET plastic resin prices.
2. Significantly lower energy costs compared to the previous year.
3. Improved efficiency in production process management, contributing to more effective cost control.

The Managing Director allows attendees to have questions by writing their questions on question cards so that the company's staff can collect the questions to answer. Or if attendees are unable to submit their questions in time for that agenda, the company's staff will collect the questions to answer in the next agenda.

Since this agenda is for information, there will be no voting.

**Meeting resolution** To acknowledge the company's performance report for the year 2024.

Agenda 4 To consider and approve the Company's financial statements for the year 2024, as ended December 31, 2024.

The chairman invited Mr.Thongchai Tansutat, Managing Director reported to the meeting for consideration.

Statement of financial position and profit and loss statement for the year 2024, as ended December 31 , 2024.

Financial information Ends on December 31, 2024	Year 2024	Year 2023	Year 2022
Cash (million baht)	338.287	309.779	265.471
Total assets (million baht)	719.771	764.480	721.040
Total debt (million baht)	136.023	176,000	104.464
Shareholders' equity (million baht)	583.748	588.481	616.576

Cash and cash equivalents 338.287 million baht Increased from the previous year by 28.508 million baht Total assets were 719.771 million baht, decreased 44.709 million baht or 5.85 percent from the previous year. Total debt was 136.023 million baht , decreased 39.977 million baht from the previous year , or 22.71 percent . Shareholders' equity was 583.748 million baht , decreased 4.733 million baht as 0.80 percent from the previous year.

Overall, the Company's financial position in 2024 was better managed compared to the previous year.

Financial information Ends on December 31 , 2024	Year 2024	Year 2023	Year 2022
<b>Total income (million baht)</b>	633.502	634.414	759.072
<b>Total expenses (million baht)</b>	547.667	600.525	708.298
<b>Profit before income tax (million baht)</b>	88.139	35.946	50.897
<b>Net profit (million baht)</b>	70.581	28.897	40.627
<b>Earnings per share (baht)</b>	0.24	0.10	0.14

From the above operating results table presented for shareholders to consider, it can be seen that there will be an increase in net profit when compared to 2023, an increase of 144.25 percent , with profit per share at 0.24 baht .

The key financial ratios are as follows:

Financial ratios	Year 2024	Year 2023	Year 2022
Liquidity ratio (times)	5.20	5.97	4.27
Net profit ratio ( %)	11.14	4.55	5.37
Debt to Equity Ratio (times)	0.20	0.18	0.19
Return on Equity ( %)	11.62	4.90	6.96

Current Ratio is 5.20 times , Net Profit Ratio is 11.14 percent , Debt to Equity Ratio (D / E) is 0.20 times and Return of Equity is 11.62 percent . Overall, it is in a positive direction when compared to 2023 .

The financial statement and profit and loss statement for the period ending 31 December 2024 have been prepared by the Company. In accordance with Generally accepted accounting principles and have been prepared and certified by public accountant from EY Office Limited and have been audited and reviewed by the Audit Committee, including the consideration of the Board of Directors for presentation to shareholders for consideration and approval. Shareholders can view the details in the Company's annual report , which has been sent to shareholders together with the Company's meeting invitation letter. The Board of Directors has considered and found that the financial statements and profit and loss statements have been prepared correctly and have been audited in accordance with all procedures.

The Managing Director allowed the participants to ask additional questions about this agenda by writing questions on question cards. It turned out that some participants had questions, which were as follows:

**Mr. Hungchai Akkhawatskul as the proxy.**

**Question:** Is there any preparation for management this year? I believe that competition in business will become more intense.

**Mr. Thongchai Tansutat Managing Director**

**Answer:** From your question, it can be seen that the trend in terms of business direction in many categories may be received. The impact of the various measures of the President of the United States on the Company's part may not be affected. In this section, since the company operates domestically, it is not involved in the import business and export, but may be indirectly affected in the case that the customer is an import and export business. Another issue that may have an impact on the Company's business is because the Company's business is an internal business. If the domestic economy is not good, it will affect the company's performance, which in many years

In the past, the company has been indirectly affected in this area to some extent. Therefore, the company has a management approach as follows:

1. Expand the company's customer base
  - 1.1 Expand customer base in existing product groups, The operation has been ongoing until now.
  - 1.2 Expand your customer base by creating new product lines

The operation started last year with the addition of a customer group in the pharmaceutical Group in the past year, Over the past years, customers in this group have been able to generate sales for the company of up to 30 million baht and are able to replace the sales of products in the group, whose sales decreased, resulting in the company having income in the past year.

In addition, the pharmaceutical product group has a relatively high margin

compared to products in other groups. Especially when compared to the drinking water market segment with the lowest margin, it helps to improve the results of operating in 2024, gross profit and net profit were better than the previous year.

From the above guidelines, the Company will continue to use them as the main principles for continuous management. For the management direction in 2025, the Company has guidelines for expanding new business groups through:

The Board of Directors has considered and approved the investment in purchasing plastic injection machines to expand the business direction. In terms of injection molding, such as vegetable oil caps, fish sauce caps, etc., the company originally ordered the caps from suppliers. To be distributed to the company's customers, but in 2025 the company will proceed with injecting plastic caps (some categories). To sell to customers, it is a new business expansion approach of the company that will start operations in 2025.

**Mr. Parinya Thienwon Shareholders**

**Question** 1. What is the trend in raw material costs in 2025 that decreasing or increasing, and in what manner?

**Mr. Thongchai Tansutat Managing Director**

**Answer:** The trend of raw material costs in 2025 is in a downward direction, which has continued since 2024. Overall, There is still uncertainty and the company's main raw material is PET plastic pellets, which are related to global crude oil. And there is uncertainty all the time, with factors affecting many aspects, including the problem of climate Political science and the world's largest producers

**Question** 2. The impact of sales from various measures of the President of the United States of America on the Company. How is the impact assessed?

**Mr.Thongchai Tansutat Managing Director**

**Answer** The measures of the US President may have some impact on the company, but not much. As mentioned above, the Company does not conduct any business related to import-export. All businesses are domestic operations that rely on domestic consumption. However, the impact will be caused by indirect impacts such as reduced domestic purchasing power, consumers' purchasing power declines, etc., which the company initially has the solution to this impact is to expand the customer base in both the original group and expand the expanded customer base in the Group Continuous new products.

**Question** 3. When will long-term debt mature and is there a policy to repay all debt?

**Mr. Thongchai Tansutat Managing Director**

**Answer:** Our Company has no long-term debt (no borrowing from financial institutions), therefore, it has only debt from operational business is just a debt for purchasing goods and services that will be paid according to the specified payment cycle. The Company's financial position presented

above shows that the Company has cash in 2024 of 338.287 million baht, so it is expected that there will be no impact on any debt.

When no shareholders raised any further questions or objections

The Chairman, therefore, requested that the shareholders' meeting consider approving the financial statement and profit and loss statement as of the date December 31, 2024.

**Meeting resolution** The meeting considered and resolved to approve the financial statement and profit and loss statement as of 31 December 2024. The unanimous vote of the shareholders attending the meeting and casting votes. The voting result is as follows:

	Votes	Percent of total votes of shareholders who present at the meeting and cast their votes
Approved	204,599,083	100.000
Disapproved	0	0.000
Abstained	0	0.000
Voided Ballot	0	0.000
<b>Total Votes</b>	<b>204,599,083</b>	<b>100.000</b>

(Abstentions are not included in the calculation of the vote count.)

42 participants in total with a total number of votes of 204,599,083 votes.

**Agenda 5** To consider and approve the dividend payment for the company's operation for the year 2024 end of December, 2024.

The Chairman assigned Mr. Thongchai Tansutat, Managing Director to explain the details to the meeting participants under Section 115 of the Public Limited Companies Act B.E. 2535 and the Company's regulations. Section 46 prohibits the Company from paying dividends from any other type of money besides profits. In the event that the Company still has accumulated losses, dividends shall not be paid.

the operating results for the year 2024, the Company has a net profit according to the consolidated financial statements of 70,580,714 baht and has no accumulated losses. The Company is therefore able to pay dividends. The Board of Directors therefore, sees fit to propose to the shareholders' meeting to consider approving the payment of dividends for the operating results for the year 2024 to the Company's shareholders at the rate of 0.24 baht (twenty-four satang) per share, totaling 296,999,929 shares that totaling 71,279,982.96 Baht, representing 100.99 percent of the dividend payout ratio compared to net profit to the Company's shareholders. This is in accordance with the Company's dividend payment policy, which stipulates a minimum payout of not less than 50 percent of the net profit.

In this regard, the Company has already paid an interim dividend for the Company's operating results in the first half of 2024 at the rate of 0.09 baht (nine satang) per share on September 5, 2024, leaving the remaining dividend to be paid at the rate of 0.15 baht (fifteen satang) per share, for a total dividend payment of 44,549,989.35 baht.

All dividends are subject to withholding tax at the rate prescribed by law. The list of shareholders entitled to receive dividends will be determined on Wednesday, March 19, 2025 and the dividend payment will be made on Wednesday, May 21, 2025, That is in accordance with the Company's dividend payment policy. The Company's dividend payment information for the operating results of 2024 is as follows:

Company 's dividend payment information for the operating results for the years 2025 - 2023 Compare the past 3 years according to the table presented. as follows.

Payment details	Year 2025	Year 2024	Year 2023
1. Net profit (million baht)	70.58	28.90	40.63
2. Number of shares (shares)	296,999,929	296,999,929	296,999,929
3. Dividends (baht/share)	0.24	0.09	0.13
- Dividend for the first 6 months (baht/share)	0.09	0.01	0.08
- Dividend for the last 6 months (baht/share)	0.15	0.08	0.05
4. Total dividends paid (million baht)	71.28	26.73	38.61
5. Proportion of dividend payment compared to net profit ( % )	100.99	92.50	95.03

**Mr. Hungchai Akkhawatskul as the proxy.**

**Suggestion** The company should set the XD date after the shareholders' meeting to give investors time to make investment decisions. In the company's securities, which is an opportunity for small investors to have the right to receive dividends. In addition, we would like to commend the Company for its decision to declare dividend payments to shareholders, which is contrary to the current economic climate.

**Mr. Thongchai Tansutat Managing Director**

**Answer:** On behalf of the Board of Directors, We have considered the benefits and taken into account the rights of shareholders. Therefore, when the company Since there is profit, it is appropriate to return the profit to shareholders by paying dividends.

No shareholders raised any further questions or objections.

The Chairman therefore requested that the shareholders' meeting consider approving the payment of dividends for the operating results for the year 2024.

**Meeting resolution** The meeting resolved to approve the payment of dividends for the operating results for the year 2024, ending on December 31, 2024. The unanimous vote of the shareholders attending the meeting and casting votes. The voting result is as follows:

	Votes	Percent of total votes of shareholders who present at the meeting and cast their votes
Approved	204,599,083	100.000
Disapproved	0	0.000
Abstained	0	0.000
Voided Ballot	0	0.000
<b>Total Votes</b>	<b>204,599,083</b>	<b>100.000</b>

(Abstentions are not included in the calculation of the vote count.)

42 participants in total with a total number of votes of 204,599,083 votes.

**Agenda 6 To consider appointing directors to replace the directors who have completed their term.**

The Chairman invited Mr.Thongchai Tansutat, Managing Director to conduct the meeting in this agenda and inform the meeting of the details. Under the Company's regulations, Section 18 , at every general meeting of shareholders, at least one- third of the total number of directors must leave their positions. Directors who have left their positions may be re-elected . In this general meeting of shareholders, there are 3 directors who must resign according to their terms , namely :

1. Associate Professor Prayoon Boonprasurd Independent Director/ Chairman
2. Ms. Thipawan Uthaisang Independent Director /Chairman of the Audit Committee
3. Ms. Pikul Taksinwarajarn Independent Director/ Chairman of the Corporate Governance Nomination and Remuneration Committee

In accordance with good corporate governance practices, the Chairman kindly requests the three directors who are due to retire by rotation to temporarily leave the meeting room .

In this regard, the Company has provided opportunities for shareholders to participate in nominating individuals with knowledge, ability and appropriate qualifications to be considered for advance election as a director of the company, with submissions from shareholders accepted from October 15, 2024, until January 15, 2025 , it was published through the Stock Exchange and the Company's website. Upon the expiration of the nomination period, the shareholders have proposed two individuals for nomination as company directors. The list of nominated individuals is as follows

1. Ms.Nardredee Arj-harnwongse
2. Mr. Pirachai Bencharongkul

The Corporate Governance Nomination and Remuneration Committee has considered the qualifications and criteria as specified by the Company, both in terms of shareholders who proposed the names and those who were nominated, and has acted correctly and by the regulations. Therefore, it is proposed for the Board of Directors' consideration. The Board of Directors has considered and found that both persons who were nominated have the knowledge, ability and expertise that are appropriate for conducting business.

three independent directors who must resign from their positions by rotation this time are members of the Corporate Governance Nomination and Remuneration Committee for the sake of transparency in accordance with the principles of good corporate governance, the Corporate Governance, Nomination and Remuneration Committee did not consider the matter of appointing directors to replace those who resign by rotation, as they are stakeholders, therefore, they propose that the Board of Directors consider the matter of appointing directors.

Therefore, the Board of Directors (by a majority vote and excluding directors with vested interests who are due to retire by rotation) and the persons nominated this time have been carefully and cautiously considered by the Board of Directors as being suitable. In addition, 2 out of 3 independent directors who must retire by rotation this time, namely Assoc.Prof.Prayoon Boonprasurd and Ms. Pikul Taksinwarajarn have expressed their intention not to renew their terms and will perform their duties until the end of their terms at the 2025 Annual General Meeting of Shareholders .

When considering the performance of the directors who have left their positions according to their terms, it is seen that they have appropriate qualifications and have had satisfactory performance throughout their tenure. Therefore, it is appropriate to propose to the 2025 Annual shareholders' meeting for consideration.

**1. Re-Appointment of Director Retiring by Rotation**

The Board of Directors resolved to re-appoint Ms. Thipawan Uthaisang, an Independent Director, who was due to retire by rotation for another term. Although Ms. Thipawan Uthaisang has served as an Independent Director for a continuous period of 11 years, the Board has carefully considered and concluded that she possesses extensive knowledge, expertise, and a profound understanding of the Company's business, along with valuable experience that significantly contributes to the Company's operations.

**2. Appointed two individuals nominated by the shareholders as directors, namely**

2.1 Ms.Nardredee Arj-harnwongse Independent Director

2. 2 Mr.Pirachai Bencharongkul Independent Director

To replace the directors who are due to retire by rotation, as mentioned above.

The Board of Directors has considered that the nominated individuals, who are to be appointed as independent directors are capable of providing opinions independently and by the relevant criteria.

The history of the three persons who have been nominated as directors is shown in the documents. Appendix 2 to the meeting invitation letter on page 22 – 27 and Annual Report 2024 Form 56 - 1 One Report on page 6 and got presented on the screen

For voting on this agenda, there are meeting regulations for counting votes as follows: Shareholders are requested to vote individually for all 3 persons, divided into the following agendas:

Agenda 6.1 Consideration of the appointment of Ms. Thipawan Uthaisang to return to the position for another term.

Agenda 6.2 Consideration of the appointment of Ms. Nardrerdee Arj-harnwongse as a director to replace the director who is retiring by rotation .

Agenda 6.3 Consideration of the appointment of Mr. Pirachai Bencharongkul as a director to replace the director who is retiring by rotation.

This agenda, shareholders vote in all cases, whether they agree, disagree, or abstain. The officers will collect the ballots separately according to the agenda . 6.1 6.2 and 6.3 When completed , the scores will be counted using a barcode system, with independent auditors joining in to verify the counting of scores to ensure that the counting of scores is smooth and accurate .

Then, Mr. Thongchai gave an opportunity for the participants who had questions or suggestions on this agenda to inform their intention to send the question cards to the question card receiving officer, but no participants asked any questions.

The Chairman therefore requested the shareholders' meeting to consider appointing directors to replace those who are retiring by rotation.

**Meeting Resolution** The Meeting resolved to reappoint Ms.Thipawan Uthaisang for another term by a majority vote of the shareholders who attended the meeting and cast their votes. The Meeting also resolved to appoint Ms.Nardrerdee Arj-harnwongse and Mr. Pirachai Bencharongkul as directors to replace those who retired by rotation, with unanimous. Approval of the shareholders who attended the meeting and cast their votes, as follows:

Agenda 6.1 Consideration of the appointment of Ms. Thipawan Uthaisang to return to the position for another term.

	Votes	Percent of total votes of shareholders who present at the meeting and cast their votes
Approved	201,598,973	99.999
Disapproved	110	0.0001
Abstained	0	0.000
Voided Ballot	0	0.000
<b>Total Votes</b>	<b>204,599,083</b>	<b>100.000</b>

(Abstentions are not included in the calculation of the vote count.)

42 participants in total with a total number of votes of 204,599,083 votes.

Agenda 6.2 Consideration of the appointment of Ms. Nardrerdee Arj-harnwongse as a director to replace the director who is retiring by rotation .

	Votes	Percent of total votes of shareholders who present at the meeting and cast their votes
Approved	204,599,083	100.00
Disapproved	0	0.000
Abstained	0	0.000
Voided Ballot	0	0.000
<b>Total Votes</b>	<b>204,599,083</b>	<b>100.000</b>

(Abstentions are not included in the calculation of the vote count.)

42 participants in total with a total number of votes of 204,599,083 votes.

Agenda 6.3 Consideration of the appointment of Mr. Pirachai Bencharongkul as a director to replace the director who is retiring by rotation.

	Votes	Percent of total votes of shareholders who present at the meeting and cast their votes
Approved	204,599,083	100.00
Disapproved	0	0.000
Abstained	0	0.000
Voided Ballot	0	0.000
<b>Total Votes</b>	<b>204,599,083</b>	<b>100.000</b>

(Abstentions are not included in the calculation of the vote count.)

42 participants in total with a total number of votes of 204,599,083 votes.

**Agenda 7 To consider reducing the number of the Board of Directors.**

The chairman assigned Mr.Thongchai Tansutat Managing Director, to explain the details to the meeting participants as follows:

The company has a vacant director position because Mr. Purnrak Nacob, a director has expressed his intention to resign, which results in the number of the Company's board of directors is reduced to nine from the original ten , in accordance with the principles of good corporate governance for the Company registered in 2017. The board of directors should consider the appropriate number of directors who can perform their duties effectively. The image depends on the size, type and complexity of the business.

The Board of Directors has considered the benefits and consistency with the Company's business operations. Therefore, it is resolved to propose the agenda to the 2025 Annual General Meeting of Shareholders for consideration and approval of the reduction of the number of directors from the original number of 10 people to 9 people.

In this regard, the Company must register changes in directors, number of directors and names. The Board of Directors and the Department of Business Development Ministry of Commerce, the Company may have to amend the wording or text to make additional corrections according to the order, advice or opinion of the Registrar of the Department of Business Development Ministry of Commerce, it is therefore proposed to the shareholders.

**To consider the delegation of authority as follows:**

1. The authorized directors,
2. The Managing Director, and/or
3. Any other person appointed by the authorized directors or the Managing Director,

shall have the authority to amend or modify any wording or statements in the application for registration of amendments with the Department of Business Development, Ministry of Commerce, including the authority to further delegate such powers, without requiring further approval from the Board of Directors or the Shareholders' Meeting.

Then, Mr. Thongchai gave an opportunity for the participants who had questions or suggestions on this agenda to inform their intention to send the question cards to the question card receiving officer, but no participants asked any questions.

The Chairman, therefore, requested the shareholders' meeting to consider the voting on this agenda item.

**Meeting Resolution** The meeting resolved to reduce the number of the company's directors from 10 to 9.

The unanimous vote of the shareholders attending the meeting and casting votes as follows:

	Votes	Percent of total votes of shareholders who present at the meeting and cast their votes
Approved	204,599,083	100.000
Disapproved	0	0.000
Abstained	0	0.000
Voided Ballot	0	0.000
<b>Total Votes</b>	<b>204,599,083</b>	<b>100.000</b>

(Abstentions are not included in the calculation of the vote count.)

42 participants in total with a total number of votes of 204,599,083 votes.

**Agenda 8 To consider the Annual remuneration for the Board of Directors for the year 2025.**

The Chairman assigned Mr.Thongchai to inform the meeting that the Corporate Governance, Nomination and Remuneration Committee has considered reviewed and resolved to determine the remuneration of the Board of Directors for the year 2025 . The total amount is no more than 5,000,000 baht ( five million baht ) . Taking into account the principles of good corporate governance, increased responsibilities, increased meeting frequency, to be consistent with listed companies in the same industry and of the same size listed on the stock exchange, with compensation in the form of meeting allowances and rewards. Other benefits such as board training expenses, D&O insurance for board members and submitted the resolution to the board of directors for consideration .

Pursuant to the Company's Regulations, Section 30 , directors are entitled to receive remuneration from the Company in the form of meeting allowances and bonuses. Bonuses or other benefits in accordance with the regulations or as considered by the shareholders' meeting. The Board of Directors has considered and screened the appropriateness in various aspects, especially good corporate governance and increased responsibilities. Therefore, it is appropriate to propose to the shareholders' meeting to consider and approve the remuneration of the directors for the year 2025 in the amount not exceeding 5,000,000 . Baht (five million baht) , which is the same amount as last year. With comparative details of compensation payments over the past 3 years as follows:

	Year 2025 (F)	Year 2024	Year 2023	Million Baht Year 2022
Board remuneration	3,144,000	3,144,000	2,932,000	2,868,000
Meeting allowance	1,530,000	1,530,000	1,345,000	1,330,000
D&O Liability Insurance	181,900	181,900	179,405	200,800
<b>Total compensation</b>	<b>4,855,900</b>	<b>4,855,900</b>	<b>4,456,405</b>	<b>4,398,800</b>

The details of the allocation of remuneration for directors and subcommittees are disclosed in the annual report, Form 56-1 . One Report for the year 2024 of the company, pages 132 - 133

Then, Mr. Thongchai gave an opportunity for the participants who had questions or suggestions on this agenda to inform their intention to send the question cards to the question card receiving officer, b u t n o participants asked any questions.

The Chairman, therefore requested the shareholders' meeting to consider determining the remuneration of the Company's directors for the year 2025.

**Meeting Resolution** The meeting resolved to approve the determination of annual remuneration for 2025. Total amount not exceeding 5,000,000 baht. To the Board of Directors, with the Board of Directors assigned to allocate as appropriate. The unanimous vote of the shareholders attending the meeting and casting votes as follows:

	Votes	Percent of total votes of shareholders who present at the meeting and cast their votes
Approved	204,599,083	100.000
Disapproved	0	0.000
Abstained	0	0.000
Voided Ballot	0	0.000
<b>Total Votes</b>	<b>204,599,083</b>	<b>100.000</b>

(Abstentions are not included in the calculation of the vote count.)

42 participants in total with a total number of votes of 204,599,083 votes

**Agenda item 9** To consider the appointment of the auditor and the auditor's remuneration for the year 2025.

The Chairman assigned Mr. Thongchai to explain to the meeting that in order to comply with the Public Limited Companies Act B.E. 2535 and its amendments, Section 120, and the Securities and Exchange Commission's announcement No. 161/2561 adjusting the auditor rotation criteria to be in line with international standards to promote independence and build confidence among investors in using financial reports in making investment decisions, listed companies must rotate auditors (who sign to certify financial statements) every 7 accounting periods, and can rotate to use other auditors in the same auditing office, and when a new auditor is used, the listed company must wait at least 5 accounting cycles before returning to using the same auditor. And according to the Company's regulations, Section 40, it is required that the annual general meeting of shareholders consider the appointment of an auditor and determine the annual auditor's remuneration.

Therefore, the Audit Committee has considered the above requirements and compared the audit fees with other companies and found that the audit fees are appropriate. In addition, the qualifications of the auditors are in line with the SEC announcement. Therefore, the auditors in the same audit office are rotated. Therefore, it is appropriate to propose the appointment of the following auditors:

List of auditors	Auditor Number Permission granted	Nominated for appointment as Company auditor
Ms. Itsaraporn Wituthiyan	7480	For the year 2023 – 2025 or
Mr. Chatchai Kasemsrithanawat	5813	For the year 2018 – 2025 or
Mr. Vacharin Pasarapongkul	6660	For the year 2018 - 2025

of EY Office Co., Ltd. is the Company's auditor for the year 2025. and determine the remuneration of the auditors for the year 2025 with the following details:

	Year 2568 (baht )	Year 2024 (Baht )	Year 2023 (Baht )
Audited financial statements Quarter 1 <sup>st</sup>	180,000	170,000	160,000
Audited financial statements Quarter 2 <sup>nd</sup>	180,000	170,000	160,000
Audited financial statements Quarter 3 <sup>rd</sup>	180,000	1760,000	160,000
Annual audit budget	700,000	680,000	680,000
<b>Total</b>	<b>1,240,000</b>	<b>1,190,000</b>	<b>1,160,000</b>

The audit fee does not include other related expenses such as document fees, printing fees, postage fees, materials , and communication fees, which the auditor will charge the Company based on the actual payment. In 2024, the Company did not have any other non- audit service fees paid to EY Office Co., Ltd.

All three auditors are qualified according to the Company's regulations and the Office 's requirements. The Securities and Exchange Commission and has no relationship or interest with the company/executives/major shareholders or any person related to such persons in any way. The Audit Committee has taken care of and ensured that the audit complies with the principles of good corporate governance and accounting standards. Therefore, it is appropriate to propose to the general meeting. Shareholders to appoint auditors and determine the remuneration of the auditors for the year 2025 In this regard, the shareholders' meeting is requested to authorize the board of directors to give their approval when EY Office Co., Ltd. arranges for another auditor to replace the above auditors who are unable to perform their duties.

Then, the shareholders were given the opportunity to ask questions. No shareholders asked any questions.

When no shareholders raised any questions, the meeting was requested to consider approving the appointment of the auditors and the auditors' remuneration for the year 2025 and to authorize the Company's directors to approve EY Office Co., Ltd. to find another auditor in the event that the aforementioned auditors are unable to perform their duties.

**Meeting Resolution**      The meeting resolved to approve the appointment of auditors and the auditors' remuneration for the year 2025. The unanimous vote of both authorizes the board of directors to give their approval when the company, EY Office Co., Ltd. Find another Auditor in case the above auditors are unable to perform their duties. The unanimous vote of the shareholders attending the meeting and casting votes as follows:

	Votes	Percent of total votes of shareholders who present at the meeting and cast their votes
Approved	204,599,083	100.000
Disapproved	0	0.000
Abstained	0	0.000
Voided Ballot	0	0.000
<b>Total Votes</b>	<b>204,599,083</b>	<b>100.000</b>

(Abstentions are not included in the calculation of the vote count.)

42 participants in total with a total number of votes of 204,599,083 votes

#### **Agenda 10 Other matters**

The Chairman asked the meeting to consider proposing any other matters to the shareholders' meeting in addition to the specified agenda. Suggestions or guidelines that will be beneficial to the company's operations or anything else. With shareholders and proxies making suggestions, the details of which are as follows:

**Mr. Hangchai Akkhawatskul as the proxy.**

**Suggestions:** Physical meeting is a meeting that allows shareholders to have the opportunity to talk and ask questions directly to the board of directors, which is a good thing and is considered more appropriate than holding meetings online. Therefore, it is proposed that listed companies should consider holding shareholder meetings in a physical format.

**Mr. Thongchai Tansutat Managing Director**

Thank you to all participants for providing suggestions to the company, which the company will consider. Take further appropriate action.

When no shareholders raised any questions, the Chairman was invited to close the meeting.

The Chairman expressed gratitude to all parties for their continued support in the performance of duties as an Independent Director and Chairman of the Board of Directors, in overseeing and protecting the interests of minority shareholders effectively.

The Chairman also extended appreciation to the shareholders, proxy holders, all involved parties, and the representative from the Thai Investors Association who attended this meeting as an observer. Their valuable time and participation greatly contributed to the successful and orderly completion of the meeting in accordance with the scheduled agenda. Finally, the Chairman wished all attendees a safe journey home.

**The meeting closed at 11:35 AM.**

Signed by Assoc. Prof. Prayoon Boonprasit, Chairman of the Meeting  
(Assoc.Prof. Prayoon Boonprasurd)

Thitikan Sa-nganetpetch Secretary of the Meeting  
(Ms.Thitikan Sa-nganetpetch)

**Attachment 2:** The biography of the person nominated to be appointed as a director to replace the director who must retire according to the term.

The biography of the individual that the board of directors deems appropriate to propose to the shareholders' meeting for consideration to reappoint as a director of the company.

Name	:	Mr.Thongchai Tansutat	
Position	:	Director/ Strategy, Risk and Sustainability Committee/ Chairman of Executive Committee	
Age	:	66 Years	
Shareholding (Direct)	:	2.22%	
Shareholding (Indirect)	:	None	
% of Shareholding change	:	-	
Position in Other Business	:	Other Listed Companies - Other None Listed Companies -	
Date of Appointment	:	April 1992	
Year as Director	:	33 Years (Reappointed as an independent director for another 3 years, a total of 36 years)	
Proposed Position	:	Director <ul style="list-style-type: none"> <li>● Passed the moderation procedures and careful consideration of the Board of Directors and did not have the shareholders to propose.</li> <li>● Suitable for the Company's business</li> </ul>	
Criteria of Nomination	:	The qualifications of a director according to the law and does not have any disqualifying characteristics according to the announcement of Capital Market Commission.	
Educations & Certificates	:	Master Degree, MBA, Kasetsart University Mini MBA, Thammasat University Holistic Finance for the Boss The Psychology for Management	
IOD Certification	:	Create Everlasting Company : Sustainability, Succession and Strategy Mai listed company association (2024) Company Reporting Program (CRP 8/2014) Board Reporting Program (BRP 13/2014) Directors Certification Program (DCP 170/2013) Risk Management Committee Program (RMP 1/2013) Seminar Engaging Board in ESG the path of effective Sustainability CTO Course (Chief Transformation Officer) OF SET	
Present Position	:	1992-Present : Director/ Strategy, Risk and Sustainability Committee/ Chairman of Executive Committee Prodigy Public Company Limited	

## Experiences

- 1992 – 2025
- : Managing Director, Prodigy Public Company Limited
  - : Sales Manager, Cheer (Thailand) Co.,Ltd.
  - : Sales Manager, Nokornchaisri Oil Co.,Ltd.
  - : Retail Manager, B&P Product Co.,Ltd.

## Attendance Record

Board of Directors Meeting	7 Meetings	Attended	7 Meetings	100%
Strategy, Risk and Sustainability Committee	2 Meetings	Attended	2 Meetings	100%
Executive Committee	12 Meetings	Attended	12 Meetings	100%

- Position in Related Business : None
- 10 Years Illegal Record : None
- Relationship with directors : None

The biography of the individual that the board of directors deems appropriate to propose to the shareholders' meeting for consideration as a director of the company.

Name	:	Mr.Vachara Vitayatanagorn	
Position	:	Director/ Investment Committee	
Age	:	54 years	
Share Holding (Direct)	:	2.22%	
Share Holding (Indirect)	:	None	
% of Shareholding change	:	-	
Position in Other Business	:	Other Listed Companies 1 Oher None Listed Companies 1	
Date of proposed appointment	:	April 2008	
Year as Director	:	17 Years (Reappointed as an independent director for another 3 years, a total of 20 years)	
Proposed Position	:	Director <ul style="list-style-type: none"> <li>● Passed the moderation procedures and careful consideration of the Board of Directors and did not have the shareholders to propose.</li> <li>● Suitable for the Company's business</li> </ul>	
Criteria of Nomination	:	The qualifications of a director according to the law and does not have any disqualifying characteristics according to the announcement of Capital Market Commission.	
Educations & Certificates	:	Master of Arts in Economic, University of Colorado at Denver, U.S.A. Bachelor Bachelor of Business Administration in Finance and Banking, Assumption University Thailand Energy Academy, Leadership Program Class 12/2018 Leadership Program Class 22/2016 Capital Market Academy (CMA), Capital Market	
IOD Certification	:	National Director Conference 2021 Effective Minute Taking (EMT 28/2014) Company Reporting Program (CRP 8/2014) Board Reporting Program (BRP 13/2014) How to Develop a Risk Management Plan (HRP 5/2014) Directors Certification Program (DCP 174/2013) Risk Management Committee Program (RMP 1/2013)	
Present Position	:	2013-Present : Director, Thai Vegetable Oil Public Company Limited 2018-Present 2008-Present : Director, Prodigy Public Company Limited 2025-Present : Investment Committee, Prodigy Public Company Limited 2018-Present : Director, Gloden Thread Co.,Ltd.	

## Experience


2008-2025	:	Executive Committee/ Risk Committee, Prodigy Public Company Limited
2018-2019	:	Advisor, Committee on Economics, Monetary and Finance (NLA)
2013-2016	:	Corporate Secretary, Prodigy Public Company Limited
2004-2016	:	Admin and Warehouse Manager, Prodigy Public Company Limited
2004-2013	:	Marketing Manager, Prodigy Public Company Limited
2000-2004	:	Assistant Managing Director, Prodigy Public Company Limited

## Attendance Record

Board of Directors Meeting	7 Meetings	Attended	7 Meetings	100%
Investment Committee Meeting	1 Meeting	Attended	1 Meeting	100%

Position in Related Business	:	None
10 Years Illegal Record	:	None
Relationship with directors	:	Yes

The biography of the individual that the board of directors deems appropriate to propose to the shareholders' meeting for consideration as a director of the company.

Name	:	Mr.Pachai Chapitaksa	
Position	:	Director/ Investment Committee/ Strategy, Risk and Sustainability Committee	
Age	:	41 years	
Share Holding (Direct)	:	2.22%	
Share Holding (Indirect)	:	None	
% of Shareholding change	:	-	
Position in Other Business	:	Other Listed Companies 1 Oher None Listed Companies -	
Date of proposed appointment	:	April 2008	
Year as Director	:	3 Years (Reappointed as an independent director for another 3 years, a total of 6 years)	
Proposed Position	:	Director <ul style="list-style-type: none"> <li>● Passed the moderation procedures and careful consideration of the Board of Directors and did not have the shareholders to propose.</li> <li>● Suitable for the Company's business</li> </ul>	
Criteria of Nomination	:	The qualifications of a director according to the law and does not have any disqualifying characteristics according to the announcement of Capital Market Commission.	
Educations & Certificates	:	Master of Sciences in Technical Venture and foundation of entrepreneurship, University College London & London Business School, United Kingdom  Bachelor of Engineering in Engineering with Business and Finance, University College London & London School of Economics and Political Sciences, United Kingdom	
IOD Certification	:	<b>The Institute of Director (IOD)</b> -Engaging Board in ESG: The Path to Effective Sustainability 2023 -Successful Formulation & Execution of Strategy (SFE) 43/2023 -Engaging Board in ESG: The Path to Effective Sustainability 2023 -National Director Conference 2021 -Boards that Make a Difference (BMD 9/2019) -Director Certification Program (DCP) 216/2016 -Executive Development Program : Academy of Business of Creativity (Batch 5), Sripatum University : Executive Development Program, Listed Companies Association : Digital Edge Fusion (DEF 1/2017), Sripatum University : Professional Symposium for CEO in Real Estate (RE-CU 3/2017),	

- The Real Estate Executive Association of Chulalongkorn University
- : Leadership Succession program, Institute of Research and Development for Public Enterprises
- : Basic Course on the Personal Data Protection Act B.E. 2562 (2019), Baker & McKenzie Ltd.
- : Things to know about the Personal Data Protection Act (PDPA) by Baker & Mckenzie Ltd.
- : CG Code 2017: Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company Limited
- : Potential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited
- : Carbon Footprint for Organization by senior researcher, VGREEN, Faculty of Environment Kasetsart University
- : Agriculture and Cooperatives Executive Program (ACE 3/2023), Agricultural Research Development Agency, Ministry of Agriculture and Cooperatives
- : The Culliana: The Making of the digital Board 3/2024 by Thailand Management Association.
- : AI for Business 2/2024 By Sripatum University
- : Net Zero CEO Leadership Program 1/2024 By Carbon Institute for Sustainability
- : Executive Communication Program (Ex.com) 1/2025
- Sauce skill VS The Standard & Bluebik

Present Position

- April 2023 - Present : Director, Prodigy Public Company Limited
- 2025 – Present : Investment Committee/ Strategy, Risk and Sustainability Committee Prodigy Public Company Limited
- August 2022 –Present : Chief Executive Officer/ Environmental, Social, and Governance Committee Thai Vegetable Oil Public Company Limited
- 2017 – Present : Director, Thai Vegetable Oil Public Company Limited

Experience

- 2021 – July 2022 : Managing Director/ Chief Operating Officer of Production Thai Vegetable Oil Public Company Limited
- 2017 - 2020 : Deputy Managing Director Supply and Trading Department Thai Vegetable Oil Public Company Limited
- 2017 - 2018 : Executive Director, Thai Vegetable Oil Public Company Limited

## Attendance Record

Board of Directors Meeting	7 Meetings	Attended	7 Meetings	100%
Investment Committee Meeting	1 Meeting	Attended	1 Meeting	100%
Strategy, Risk and Sustainability Committee Meeting	2 Meeting	Attended	2 Meeting	100%

Position in Related Business : None  
10 Years Illegal Record : None  
Relationship with directors : Yes

### **The Attachment 3 : Definition of Independent Director**

The independent directors qualified in accordance with the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. (Referring to the notification of capital market supervisory Tor. Chor. 28/2551)

#### **Qualifications**

1. Shall not hold shares exceeding one percent of the total number of voting shares of the Company, or the parent company, subsidiary company, associated company, major shareholder, or controlling person, whilst the number of shares held by any related person of such independent director must also be counted.
2. Shall not a director participating in a management role, or an employee, all officer an advisor who receives a regular salary, or a person having controlling power, of the Company or the parent company, subsidiary company, associated company, a subsidiary company in the same level, major shareholder, or controlling person, unless such an independent director has not possessed the characteristics referred to above for a least two years, provided always that such prohibited characteristics shall not apply to an independent director who used to be a government officer or an advisor to a government authority, which is a major shareholder or the controlling person of the Company.
3. Shall not a person related by blood or legal registration as a father, mother, spouse, sibling, or child including as a spouse of a child of other directors, management person, major shareholder, controlling person, or the person being nominated to be a director, management person or a controlling person of the Company or the subsidiary company.
4. Shall neither have nor have ever had any business relationship with the Company of the parent Company, subsidiary company, associated company, major shareholder, of controlling person in the manner in which his/her independent discretion might be affected and is not and has not been a significant shareholder or a controlling person of the person that has business relationship with the Company, or the parent company, subsidiary company, associated company, major shareholder, or controlling person, unless such an independent director has not possessed the characteristics referred above for a least two years.
5. Shall not be nor have ever been an auditor of the Company or the parent company, subsidiary company, associated company, major shareholder, or controlling person or a partner of any auditing firm of which the auditor of the Company, or the parent company, subsidiary company, associated company, major shareholder, or controlling person is wording, unless such an independent director has not possessed the characteristics referred to above for at least two years.
6. Shall not be nor have ever been any professional service provider, including legal or financial advisor who obtains fee of more than Baht two million per year from the Company or the parent company, subsidiary company, associated company, major shareholder, ore controlling person, and not be significant shareholder, or a controlling person, or a partner of any of such professional service provider, unless such an independent director has not possessed the characteristics referred to above for at least two years.
7. Shall not be a director appointed as a representative of the Board of Directors. Major shareholder, or shareholder who is a related to major shareholder of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee,

staff member, or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.

9. Shall not have any other characteristics that may restrict such person from offering independent opinions regarding the Company's operations.

**Attachment 4: Information of the Independent Director for a shareholder prefers to appoint to be the Proxy Holder**

1. Name : Miss Thipawan Uthaisang  
 Type of Director : Independent Director /Chairman of the Audit Committee  
 Age : 66 Years  
 Nationality : Thai  
 Shares Possession : None  
 Share Holding (Including Related Person) : None  
 Address : 91 On-much 65, On-nuch RD., Pravet Sub-District, Pravet District, Bangkok 10250  
 Conflict of Interest : **None**



2. Name : Miss Nardrerdee Arj-harnwongse  
 Type of Director : Independent Director/Chairman of Corporate Governance Nomination and Remuneration Committee/ Audit Committee  
 Age : 58 Years  
 Nationality : Thai  
 Shares Possession : None  
 Share Holding (Including Related Person) : None  
 Address : 24/7 Domus 18 Condominium, Soi 18, Sukhumvit Road, Klongtoey Sub-district, Klongtoey District, Bangkok 10110  
 Conflict of Interest : **None**



3. Name : Mr.Pirachai Bencharongkul  
 Type of Director : Independent Director/ Corporate Governance Nomination and Remuneration Committee/ Audit Committee/ Investment Committee  
 Age : 34 Years  
 Nationality : Thai  
 Shares Possession : None  
 Share Holding (Including Related Person) : None  
 Address : United Telecom Sales & Services Co.,Ltd. 499, Kamphaeng Phet 6 Road, Ladyao Sub-district, Chatuchak District, Bangkok 10900  
 Conflict of Interest : **None**



## **Attachment 5: The Articles of Association which related to the General Meeting of shareholders**

### **The Meeting of Shareholders**

#### **Calling of the Shareholders' Meeting**

**Article 33.** A meeting of Shareholders shall be convened by the Board of Directors as an Annual General Meeting at least once a year and within four months from the last day of the accounting period of the company.

Meetings of Shareholders other than those stated above shall be classified as Extraordinary Meetings. The Board of Directors may convene an Extraordinary Meeting at any time whenever it thinks fit, or when a letter, subscribed by Shareholders holding an aggregate number of not less than one-fifth of the total number of shares issued, or by at least 25 Shareholders holding in aggregate number of not less than one-tenth of the total number of shares issued, was sent to request the meeting by clearly specifying their reasons for requesting the Board of Directors to convene Extraordinary Meeting of Shareholders. In such a case, the Board of Directors shall convene a meeting within one month from the date of its receipt of the letter from the Shareholders.

**Article 34.** The summoning a meeting of Shareholders, the Board of Directors shall prepare the notice calling for the meeting which specifies the location, date, time, agenda, and matters to be tabled therein together with reasonable details, including the opinions of the Board of Directors on such matters and shall send to the Shareholders and Registrar not less than seven days prior to the due of such meeting and shall publish the notice of the meeting in a newspaper for three consecutive days, which must not be less than three days prior to the meeting.

#### **The Quorum**

**Article 35.** A Quorum of a meeting of shareholders shall be formed by at least twenty-five Shareholders, or by no less than half of the total number of Shareholders attending the meeting either in person or by proxy (if any) with an aggregate number of shares no less than one-third of the total number of share issued.

At a meeting of Shareholders, if an hour should have lapsed after the time fixed for the meeting and the quorum as prescribed above is not present, then in case of a meeting called at the request of Shareholders, it shall be canceled forthwith. However, such a meeting and a notice to Shareholders shall be sent out at least seven days before the date of the meeting. A quorum is not, however, required for this latter meeting.

#### **Dividend payment and Legal reserve**

**Article 46.** No dividends may be distributed out of any funds other than profits and the Company may not make any payment of dividends if there is still any accumulated loss. Dividends shall be divided by the number of shares and in equal partition for all shares.

**Article 47.** The Board of Directors may pay interim dividends to Shareholders from time to time when it determines that the Company has appropriate profits to do so. A report thereof will be made to the Shareholders at its next meeting.

Payment of dividends shall be made within one month from the date resolved by the meeting of shareholders or the Board of Directors.

**Article 48.** The Company must appropriate a certain portion of the net profit for the year as a reserve at not less than five percent of the year less the amount of accumulated loss (if any) until the reserve reaches not less than ten or more percent of the registered capital of the Company.

#### **Appointment of Director who retires by rotation**

**Article 18.** During every Annual General Meeting shareholders, one-third of the directors shall be retired by rotation. If cannot divide by one-third, the nearest amount shall be retired.

The directors who retire from office in the first and second year following company registration are drawn by lots. The following year, the one who remains the longest will be retired. The retired directors could be re-appointed to the posts.

#### **Number of Director**

**Article 15.** The company shall have a committee. It consists of not less than five (5) directors and not less than half of the total number of directors must reside in the Kingdom.

#### **Director's Remuneration**

**Article 30.** The directors may be remunerated in terms of meeting allowance, bonus, or other remuneration according to the regulation or as approved by the shareholders' meeting. It may be prescribed in fixed amount or established by rules each time, or being perpetual rules until it is changed. Moreover, the directors have the right to receive allowances and welfare according to the company's regulation.

#### **Voting**

**Article 39.** A resolution of the meeting of Shareholders is required to carry the following votes;

- (1) In normal circumstances, the majority votes of Shareholders attending the meeting and who are entitled to vote. In case of a tie, the presiding Chairman shall be entitled to cast a decisive vote.
- (2) In the following circumstances, a resolution shall be passed by no less than three-fourths of the total votes of all Shareholders attending the meeting and who are entitled to vote:
  - (A) Sale, or transfer of the Company's material business, wholly or partially, to third parties
  - (B) Purchase or acceptance of the transfer of businesses of other companies or private companies to the company
  - (C) Execution, amendment, or termination of agreements relating to the Leasing out of the Company's material businesses, either wholly or partially, assignment to other persons to manage the Company's business, or amalgamation of the business with other parties with the purpose of sharing profits and loss
  - (D) The amendment of the Memorandum and Articles of Association
  - (E) Capital increase or decrease and Offering Bonds
  - (F) Company's Merger or Defunct

## **Attachment 6: Evidence of the right to attend the annual shareholders' meeting**

### **Evidence of the right to attend the meeting**

Participants must present the following documents before attending the meeting (as applicable).

#### **Individual shareholders**

1. In the case where shareholders attend the meeting in person
  - Meeting invitation with a barcode
  - National ID card, civil servant ID card, or passport (in the case of foreigners)
2. In case of a power of attorney
  - The power of attorney that the company has sent, please fill in the information completely.
  - Copy of the national ID card, civil servant ID card, or passport (in the case of foreigners) of the grantor and the grantee, certified as a true copy.

#### **Corporate shareholders**

1. In the case where an authorized signatory of a legal entity attends the meeting in person:
  - Meeting invitation with a barcode
  - Copy of the national ID card, or copy of the civil servant ID card, or copy of the passport (In the case of a foreigner) certified true copy
  - Copy of the certificate from the Ministry of Commerce, certified as a true copy with the authorized signatory representing the legal entity
2. In case of a power of attorney
  - The power of attorney that the company sent must be filled out completely.
  - A copy of the national ID card, a copy of the civil servant ID card, or a copy of the passport (in the case of foreigners) of the authorized signatory on behalf of the legal entity and the an authorized representative with certified true copies.
  - Copy of the certificate from the Ministry of Commerce or a copy of the corporate registration certificate (in case of being a legal entity Foreign registration) certified true copy

## **Attachment 7: Instructions on Proxy Appointment, Registration, Proof of Identity for Meeting Participation, and Voting at the Shareholders' Meeting**

### **Method of granting a power of attorney**

The company has sent proxy forms Type B as specified by the Department of Business Development, Ministry of Commerce. This form outlines detailed and clear items for granting proxies to shareholders, allowing those who cannot attend the meeting in person to consider whether to grant a proxy to another person or one of the directors nominated by the company. The details of the directors nominated by the company for shareholders to choose from are included in the attached documents. Shareholders may specify more than one proxy to ensure flexibility in case one proxy cannot attend the meeting. However, only one proxy can attend and vote on behalf of the shareholder. It is not possible to divide the number of shares among multiple proxies for separate voting. Additionally, for each agenda item, shareholders have the right to vote in favor, against, or abstain from voting.

Additionally, the company has provided a proxy form type A, which is a simple and uncomplicated general proxy form, and a proxy form type B, which is specifically for cases where the shareholder is a foreign investor and appoints a custodian in Thailand to hold and manage the shares. Interested shareholders can print the information from the company's website [www.prodigy.co.th](http://www.prodigy.co.th).

### **Registration for the meeting**

The company will start accepting registrations for the shareholders' meeting 2 hours before the meeting begins. Registration will start at 08:00 AM onwards at Pinklao Room 1, 9th floor, Royal City Hotel, 798, 800 Borommaratchachonnani Road, Bang Bamru Sub-district, Bang Phlat District, Bangkok 10700, according to the attached map of the meeting venue.

### **Proof of identity for attending the meeting**

Participants are requested to present the following documents (as applicable) before attending the meeting.

#### **Shareholders who are individual Thai nationals**

1. In the case where shareholders attend the meeting in person:
  - Identification documents issued by government agencies that display the photograph, first name, and last name of the shareholder and are still valid, such as a national ID card, civil servant ID card, or passport. In case of a name or surname change, supporting evidence must be submitted.
2. In the case of a power of attorney:
  - The power of attorney that the company has sent along with the notice calling for a meeting, which has been fully filled out and signed by both the grantor and the grantee.
  - A copy of the identification document issued by the government agency of the shareholder as per item 1, and the shareholder has signed to certify the copy as correct.
  - The identification document issued by the government agency for the authorized recipient, similar to item 1.

### **Shareholders who are legal entities registered in Thailand**

1. In the case where an authorized signatory of a legal entity attends the meeting in person:
  - Identification documents issued by government agencies for representatives of legal entities, similar to those for individuals as per Clause 1.
  - Certificate of registration of the legal entity of the shareholder, certified as a true copy by the representative of the legal entity, and containing a statement indicating that the representative of the legal entity attending the meeting has the authority to act on behalf of the legal entity, which is the shareholder.
2. In the case of a power of attorney:
  - A power of attorney that has been fully completed and signed by the corporate representative, who is both the grantor and the grantee?
  - A certified copy of the corporate registration certificate of the shareholder, certified as a true copy by the corporate representative, with a statement indicating that the corporate representative who signed the power of attorney has the authority to act on behalf of the corporate shareholder.
  - The identification document issued by the government agency for the authorized representative, Similar to the case of an individual as per item 1.
  - A copy of the identification document issued by the government agency for the corporate representative, similar to item 1, signed in the power of attorney, which the corporate representative has been certified as a true copy.

### **Individual shareholders who are not Thai nationals or entities established under foreign laws**

Prepare the documents as in the case of individual shareholders and corporate shareholders. For identification documents, use the following documents (as applicable).

- A copy of the passport of the shareholder, corporate representative, or authorized signatory (as applicable), certified as a true copy by their signature.
- A certified copy of the certificate of incorporation issued by the governmental authority of the country where the legal entity is located, signed by the representative of the legal entity, must include details such as the name of the legal entity, the authorized signatory binding the legal entity, and the conditions or limitations of the signing authority, as well as the registered office address.
- Documents that are not originally in English must be accompanied by an English translation and the shareholder or legal representative must sign to certify the accuracy of the translation.

### **Foreign investors appoint a custodian in Thailand to hold and manage their shares.**

- The documents are the same as in the case of a legal entity.
- A power of attorney from the shareholders authorizing the custodian to sign the proxy on their behalf
- The letter confirms that the custodian who signed the power of attorney is authorized to conduct custodian business.

## **Voting**

1. Voting shall count one share as one vote, and the majority vote shall be considered the resolution. In case of a tie, the chairman shall cast an additional deciding vote.
2. Any shareholder who has a special interest in any agenda item of the meeting is prohibited from voting on that item, except for voting in the election of directors. The chairman may invite shareholders with a special interest in that agenda item to temporarily leave the meeting.
3. Shareholders attending the meeting in person can cast their votes on the ballots distributed during registration. In the case of proxy holders, they should cast their votes on the ballots according to the wishes of the shareholders as specified in the proxy letter. When the chairman calls for a vote on each agenda item, shareholders and proxy holders should submit the ballots to the officers, who will record them along with the votes of the shareholders who have granted proxies to the directors nominated by the company, which have been pre-recorded.
4. The chairman will inform the meeting of the voting results for each agenda item. The counted votes will be the total votes from shareholders who attended the meeting in person or by proxy. For each agenda item, unless otherwise specified by law or the company's regulations, a majority vote from the shareholders present and voting on that agenda item is required.

**Attachment 8: Proxy Form**

Duty  
Stamp  
20 Baht

Proxy Form A  
(General Standard/Non-Complicated Form)

.....

Written at .....

Date..... Month..... Year.....

(1) I ..... Nationality..... Address No. ....  
Road.....Sub-district.....,District.....,  
Province....., Post code.....

(2) I am the shareholder of Prodigy Public Company Limited holding ..... shares which is  
equivalent to ..... votes, classified into:

Common shares ..... share, equivalent to ..... votes.

(3) Hereby appoint

(1) Name ..... Age..... years Address No.....  
Road..... Sub-district.....District.....  
Province....., Post code.....

(2) Miss Thipawan Uthaisang, Position Independent Director, Age 66 years  
Address 91 Soi On-nuch 65, On-nuch Road, Pravate, Bangkok 10250, or

(3) Miss Nardredee Arj-harnwongse Position: Independent Director, Age 58 years  
Address 24/7 Domus 18 Condominium, Soi 18, Sukhumvit Road, Klongtoey Sub-district,  
Klongtoey District, Bangkok 10110 or

(4) Mr. Pirachai Bencharongkul Position Independent Director Age 34 years  
Address United Telecom Sales & Services Co.,Ltd. 499, Kamphaeng Phet 6 Road,  
Ladyao Sub-district, Chatuchak District, Bangkok 10900

As only one person to be/our proxy to attend and vote on my/ our behalf at the 2026  
Annual General Meeting of Shareholders to be held on Thursday 23, April 2026 at 10.00 a.m. in Pinklao 1 Room,  
9<sup>th</sup> Floor, The Royal City Hotel, No. 798, 800 Borommarathchachonnani Road, Bang Bamru Bud-district, Bang Phlat  
District, Bangkok, 10700, or such other date, time, and place as may be adjourned.

Any acts executed by the proxy holder in the meeting shall be deemed to be acts executed by  
myself/ ourselves.

Signed ..... Authorizer  
(.....)

Signed ..... Proxy  
(.....)

**Remarks** The shareholder appointing the proxy must authorize only one proxy holder to attend and vote in the meeting and may not split  
the number of shares to several proxies for splitting votes.

**Proxy Form B.**

**(Like the one that specifies various items for the irrevocable power of attorney in detail)**

Written at .....

Date..... Month..... Year.....

(1) I,..... Nationality..... address.....  
Street..... sub-district.....district.....  
Province.....Post Code .....

(2) As a shareholder of Prodigy Public Company Limited, holding a total of.....  
shares and having voting rights equivalent to..... votes as follows

Common shares.....shares with voting rights equal to.....votes

(3) I would like to grant a power of attorney.

(1) Name.....Age.....years, address.....  
Street..... Sub-district .....District.....  
Province..... Postal code.....or

(2) Name.....Age.....years, address.....  
Street..... Sub-district .....District.....  
Province..... Postal code.....or

(3) Name.....Age.....years, address.....  
Street..... Sub-district .....District.....  
Province..... Postal code.....or

(4) Miss Thipwan Uthaisang Position: Independent Director Age 66 years  
Address 91 Soi On-nuch 65, On-nuch Road, Pravate Sub-district, Pravate District, Bangkok 10250, or

(5) Miss Nardrerdee Arj-harnwongse Position: Independent Director Age 58 years  
Address 24/7 Domus 18 Condominium, Soi 18, Sukhumvit Road, Klongtoey Sub-district, Klongtoey  
District, Bangkok 10110 or

(6) Mr. Pirachai Bencharongkul Position Independent Director Age 34 years  
Address United Telecom Sales & Services Co.,Ltd. 499, Kamphaeng Phet 6 Road, Ladyao  
Sub-district, Chatuchak District, Bangkok 10900

One person alone is appointed as my representative to attend and vote on my behalf at the Annual General Meeting of Shareholders for the year 2026, on Thursday, April 23, 2026, at 10:00 AM, in Pinklao Room 1, 9<sup>th</sup> floor, Royal City Hotel, 798, 800 Borommaratchachonnani Road, Bang Bamru Sub-district, Bang Phlat District, Bangkok 10700, or to be rescheduled to another date, time, and place.

(4) I hereby authorize the proxy to cast votes on my behalf at this meeting as follows.

Agenda 1 The matter, the Chairman notified in the 2026 Annual General Meeting of Shareholders.

(a) Grant the proxy the right to consider and vote on my behalf in all matters as deemed appropriate.

- (b) Allow the proxy to vote according to my wishes as follows  
 Agree             Disagree             Abstain
- Agenda 2 To consider and certify the Minutes of the 2025 Annual General Meeting of Shareholders.  
 (a) Grant the proxy the right to consider and vote on my behalf in all matters as deemed appropriate.  
 (b) Allow the proxy to vote according to my wishes as follows  
 Agree             Disagree             Abstain
- Agenda 3 To inform and report on the Company's operating results for the year 2025.  
 (a) The authorized representative shall have the right to consider and vote on my behalf in all matters as deemed appropriate.  
 (b) Allow the proxy to vote according to my wishes as follows  
 Agree             Disagree             Abstain
- Agenda 4 To consider and approve the Company's financial statements for the year 2025 ended December 31, 2025.  
 (a) The authorized representative shall have the right to consider and vote on my behalf in all matters as deemed appropriate.  
 (b) Allow the proxy to vote according to my wishes as follows  
 Agree             Disagree             Abstain
- Agenda 5 To consider and approve the dividend payment for the company's operation for the year 2025 ended on December 31, 2025.  
 (a) The authorized representative shall have the right to consider and vote on my behalf in all matters as deemed appropriate.  
 (b) Allow the proxy to vote according to my wishes as follows  
 Agree             Disagree             Abstain
- Agenda 6 To consider appointing directors to replace the directors who have completed their term.  
 (a) The authorized representative shall have the right to consider and vote on my behalf in all matters as deemed appropriate.  
 (b) Allow the proxy to vote according to my wishes as follows  
 Appointment of the entire committee  
 Agree             Disagree             Abstain  
 The appointment of individual directors  
6.1 Mr. Thongchai    Tansutat            Director  
 Agree             Disagree             Abstain  
6.2 Mr. Vachara        Vitayatanagorn    Director  
 Agree             Disagree             Abstain  
6.3 Mr. Pachai        Chanpitaksa        Director  
 Agree             Disagree             Abstain

- Agenda 7 To consider the Annual remuneration for the Board of Directors for the year 2026.
  - (a) The authorized representative shall have the right to consider and vote on my behalf in all matters as deemed appropriate.
  - (b) Allow the proxy to vote according to my wishes as follows
    - Agree       Disagree       Abstain
- Agenda 8 To consider the appointment of the auditor and auditor and auditor's remuneration for the year 2026.
  - (a) The authorized representative shall have the right to consider and vote on my behalf in all matters as deemed appropriate.
  - (b) Allow the proxy to vote according to my wishes as follows
    - Agree       Disagree       Abstain
- Agenda 9 Other matters (if any)
  - (a) The authorized representative shall have the right to consider and vote on my behalf in all matters as deemed appropriate.
  - (b) Allow the proxy to vote according to my wishes as follows
    - Agree       Disagree       Abstain

(5) The voting of the proxy in any agenda that does not comply with the provisions of this proxy shall be considered as That vote is incorrect and does not represent my vote as a shareholder.

(6) In the event that I do not specify my voting intention on any agenda item, or if it is not specified, or if the meeting considers or votes on any matter not mentioned above, including any amendments or additions to the facts, the proxy shall have the right to consider and vote on my behalf in any manner deemed appropriate.

Any actions taken by the proxy during the meeting, unless the proxy votes contrary to my instructions in the proxy letter, shall be considered as if I had taken them myself in every respect.

Signature.....Authorizer  
(.....)

Signature.....Proxy  
(.....)

**Note**

1. Shareholders granting a proxy must appoint only one proxy to attend the meeting and vote.  
Cannot divide the number of shares among multiple proxies to separate the voting.
2. The term for electing directors can be to elect the entire board or to elect directors individually.
3. If there are agenda to be considered in the meeting beyond those specified above, the proxy can add an agenda in the proxy form as per the proxy form B

**Continuous registration Proxy Form B.**

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**The proxy appointment of shareholders of Prodigy Public Company Limited**

**At the annual general meeting of shareholders for the year 2026 on Thursday, April 23, 2026, at 10:00 AM at Pinklao 1, 9<sup>th</sup> floor, The Royal City Hotel, 798, 800 Borommaratchachonnani Road, Bang Bamru Subdistrict, Bang Phlat District, Bangkok 10700. Or it may be postponed to another date, time, and location.**

- Agenda ..... Subject.....
  - (a) The authorized representative shall have the right to consider and vote on my behalf in all matters as deemed appropriate.
  - (b) Allow the proxy to vote according to my wishes as follows
    - Agree                       Disagree                       Abstain
- Agenda ..... Subject.....
  - (a) The authorized representative shall have the right to consider and vote on my behalf in all matters as deemed appropriate.
  - (b) Allow the proxy to vote according to my wishes as follows
    - Agree                       Disagree                       Abstain
- Agenda ..... Subject.....
  - (a) The authorized representative shall have the right to consider and vote on my behalf in all matters as deemed appropriate.
  - (b) Allow the proxy to vote according to my wishes as follows
    - Agree                       Disagree                       Abstain

**Attachment 9**

QR Code

For downloading meeting documents in digital format



<https://prodigy.co.th/wp-content/uploads/2026/03/ANRP-2568-EN-310369.pdf>

## Using QR codes to download meeting documents

According to the Stock Exchange of Thailand by Thailand Securities Depository Co., Ltd. ("TSD") As the securities registrar, we have developed a system to allow listed companies on the Stock Exchange to send meeting documents and annual reports in electronic format via QR Code, enabling shareholders to access information conveniently and quickly. Shareholders can download the information through the QR Code following these steps.

### For the IOS operating system

1. Open the camera on the mobile phone
2. Scan (point the camera on your mobile phone) at the QR Code
3. The screen will display a notification at the top. Click on that message to view the meeting documents.

**Note:** In case there are no notifications on the mobile phone, shareholders can scan the QR Code using other applications such as QR CODE READER, Facebook, Line, etc.

### For the Android operating system

1. Open the QR CODE READER, Facebook, or Line application.  
Steps to scan a QR Code using the Line application
  - 1.1 Go into Line and select Add Friend.
  - 1.2 Select QR Code
  - 1.3 Scan QR Code
2. Scan the QR Code to view the meeting documents.





บริษัท พรอดดิจี้ จำกัด (มหาชน)

**PRODIGY PUBLIC COMPANY LIMITED**

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7/3 หมู่ 3 บางกระบือ นครชัยศรี นครปฐม 73120

โทรศัพท์ 0-3433-2611-2, 0-3422-8298-301 โทรสาร 0-34332613

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