



DOCUMENTS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR 2024

Don Muang Tollway Public Company Limited

Thursday, 25th April, 2024 at 10:00 a.m.

Live from the Company's Conference Room, 2nd Floor

No. 40/40 Viphavadi Rangsit Road, Sanambin Sub-district, Don Muang District,

Bangkok 10210

Via Electronic Meeting (E-AGM) only

According to the Emergency Decree on Electronic Meetings, B.E. 2563 (2020)
and other related laws and regulations.

The registration will start at 8:00 a.m.

For any shareholder or proxies who wish to attend the Meeting,
Please register their attendance and verify their identity by following the steps
for using E-AGM as detailed in **Attachment 8**

บริษัท ทางยกระดับดอนเมือง จำกัด (มหาชน)
Don Muang Tollway Public Company Limited

40/40 ถนนวิภาวดีรังสิต แขวงสนามบึง
เขตดอนเมือง กรุงเทพมหานคร 10210
โทร : (66) (02) 792-6500
โทรสาร : (66) (02) 552-8065
เลขทะเบียน บมจ. 0107537001129



40/40 Viphavadi Rangsit Road,
Sanambin, Don Muang, Bangkok 10210
Tel. : (66) (02) 792-6500
Fax. : (66) (02) 552-8065
Plc Registration No. 0107537001129

ISO 9001, ISO 14001 & ISO 45001 CERTIFIED

Precautionary Measures and Practical Guidelines
for Attendance at the Annual General Meeting of Shareholders for 2024

The current technology allows meeting attendees to comfortably discuss from different places via electronic meeting. For this year, the Company will hold the Annual General Meeting of Shareholders for 2024 through the Electronic Meeting (E-AGM). Therefore, the Company would like to inform all attendees to follow the explanation on the appointment of proxy, registration process, registration documents, voting and vote counting as detailed in Attachment 9, and the explanation on electronic meeting procedure via a system of Quidlab Company Limited, which is a service provider that complies with the requirements of Electronic Transactions Development Agency (ETDA) as detailed in Attachment 8.

For the benefits of all shareholders to attend the meeting and to cast their votes in the meeting, the shareholders can appoint proxies to one of the Company's independent directors to attend the E-AGM meeting on their behalf if they are unable to attend. The shareholders must fill in and sign the proxy form (the Company recommends the Proxy Form B. that enables the shareholders to clearly specify their votes) as detailed in Attachment 6, affix a Baht 20 stamp duty, enclose documents as prescribed in Attachment 9, and deliver to:

Company Secretary Office and Corporate Governance
Don Muang Tollway Public Company Limited
No. 40/40 Viphavadi Rangsit Road, Sanambin Sub-district,
Don Muang District, Bangkok 10210

บริษัท ทางยกระดับดอนเมือง จำกัด (มหาชน)
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DMT/P/CS/096/24

March 27, 2024

Subject: Notice of the Annual General Meeting of Shareholders for 2024 via Electronic Meeting (E-AGM)

To: Shareholders

- Attachments:
1. Copy of the Minutes of the Annual General Meeting of Shareholders for 2023
 2. Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) (QR Code) and Instruction on the use of QR Code
 3. Information of the persons nominated for appointment as the Company's directors replacing those who retire by rotation
 4. Biography of the Auditors nominated for 2024
 5. Information of independent directors nominated by the Company for appointment as a proxy of shareholders and qualifications of independent directors
 6. Proxy Forms – Forms A, B, and C (Form B is recommended)
 7. The Company's Articles of Association concerning shareholders' meeting and vote casting
 8. Procedures for identity proofing and attend the 2024 E-AGM
 9. Documents required for attending the E-AGM and procedure for proxy granting, registration and voting
 10. Request form for hard copy of Annual Registration Statement/the Annual Report 2023 (Form 56-1 One Report)
 11. Personal Data Protection Act Notice (PDPA)

The Board of Directors Meeting No. 1/2024 of Don Muang Tollway Public Company Limited ("the Company") on Wednesday, February 21, 2024 resolved to call the Annual General Meeting of shareholders for 2024 on Thursday, April 25, 2024, 10:00 a.m. through Electronic Meeting (E-AGM) live from the Company's Conference Room, 40/40 Viphavadi Rangsit Road, Khwaeng Sanambin, Khet Don Muang, Bangkok 10210, to consider various matters according to the agenda items as follows:

Agenda 1 **To adopt the Minutes of the Annual General Meeting of Shareholders for 2023**

Facts and reasons: The Annual General Meeting of Shareholders for 2023 was held on Tuesday, April 25, 2023, which the Company has already prepared the Minutes of Meeting.

The Board's opinion: The Board of Directors considered and concluded that the Minutes of the Annual General Meeting of Shareholders for 2023 were accurate, complete and clear. Therefore, the Annual General Meeting of Shareholders for 2024 should consider and certify the Minutes of Annual General Meeting of Shareholders for 2023 held on Tuesday, April 25, 2023. The details are as appeared on the copy of the Minutes sent to shareholders with this Notification (**Attachment 1**).

Voting requirement: A resolution approving this agenda requires a majority of the votes of the shareholders who attend the Meeting and have the rights to vote.

Agenda 2 **To acknowledge the report of the Company's operating results for the year 2023**

Facts and reasons: The Company has summarized its past performance and significant changes occurred in 2023, with details as shown in the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) which is sent in the QR Code with this Notification (**Attachment 2**).

The Board's opinion: The Board of Directors considered it appropriate for the Annual General Meeting of Shareholders for 2024 to acknowledge the Company's 2023 operating results, which summarize performance and significant changes occurred in the past year in the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) in the QR Code (**Attachment 2**).

Voting requirement: No resolution is required for this agenda as it is reported for acknowledgement.

Agenda 3 **To consider and approve the Financial Statements and the Independent Auditor's Report for the year ended December 31, 2023.**

Facts and Reasons: In order to comply with the Public Limited Companies Act B.E. 2535 (1992) (including its revisions) and the Company's Articles of Association on preparation of the annual Financial Statements as at the end of the accounting period, the Company therefore proposes a summary report of the Financial Statements and the Independent Auditor's Report (by KPMG Phoomchai Audit Ltd.) for the year ended December 31, 2023, which have been considered and approved by the Audit Committee and the Board of Directors. The details appear in the Company's Financial Statements for the year ended December 31, 2023, displayed in the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) delivered to the shareholders with this Notification (**Attachment 2**).

Summary of Financial Information of the Company compared to last year as follows:

Unit: Million Baht

Items	Consolidated Financial Statements	Separated Financial Statements	
	2023	2023	2022
Total Assets	10,036.80	10,022.23	10,463.81
Total Liabilities	1,534.42	1,529.58	692.11
Total Equity	8,502.38	8,492.75	9,771.70
Total Revenues	2,356.52	2,356.44	1,845.99
Net Profit	1,000.08	1,003.05	780.57
Earnings per Share (Baht)	0.85	0.85	0.66
Book Value per Share (Baht)	7.19	7.19	8.27

The Board's opinion: The Board of Directors has considered it appropriate for the Annual General Meeting of Shareholders for 2024 to approve the Financial Statements and the Auditor's Report for the year ended December 31, 2023, which have already been approved and endorsed by the Audit Committee.

Voting requirement: This agenda must be approved by a majority vote of the shareholders who attend the meeting and have the rights to vote.

Agenda 4 To consider and approve dividend payment for the operating results of 2023, and acknowledge the allocation of profits as legal reserves and interim dividend payment.

Facts and Reasons: According to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (including its revisions), and Clause 47 of the Company's Articles of Association, the Company has to allocate part of its annual profit as legal reserve at no less than 5% of the annual net profit less accumulated losses brought forward (if any) until the reserve amounts to no less than 10% of the registered capital.

The Company has a policy to pay dividends to shareholders at a rate of not less than 90% of the profit for the year after the allocation of the legal reserve by taking into account cash flows from operations, financial status and operating results, future investment plans, conditions and limitations as set forth in the loan agreements or related contracts (if any), and other relevant factors.

In this regard, the Board of Directors may pay interim dividends to shareholders when it deems that the Company has profits and sufficient cash flows for dividend payment. Once the interim payment has been made, it shall be reported to the next shareholders' meeting.

The Board of Directors may review and amend the dividend policy from time to time in order to comply with the Company's future business growth plans, investment and working capital requirements, and other factors as deemed appropriate.

The Board's opinion: The Board of Directors has considered it as appropriate for the Annual General Meeting of Shareholders for 2024 to consider and approve dividend payment for the operating results of the year 2023 for the accounting period ending 31 December 2023, and retained earnings at the rate of Baht 1.20 per share of the total number of registered and paid-up shares of 1,181,232,800 shares or the total dividend payment of Baht 1,417,479,360 (One thousand four hundred and seventeen million four hundred and seventy nine thousand Three hundred and sixty Baht only) equivalent to 141.32 percent of net profit for the year 2023 with details as follows:

1. To acknowledge as December 31, 2022, the Company has allocated the profit as legal reserves, totaling Baht 614,241,056 (Six hundred fourteen million two hundred forty-one thousand and fifty-six Baht only), representing 10 percent of the registered capital, which is complete according to laws and articles of association of the Company.

Therefore, the Company does not have to make additional allocation annual net profits of legal reserves.

2. To acknowledge the interim dividend payment from the operating results for the first 3 months at the rate of Baht 0.35 per share, the first 6 months at the rate of Baht 0.35 per share and the 9 months at the rate of Baht 0.35 per share for a total of 3 times in 2023 at total rate of Baht 1.05 per share, or a total dividend amount of Baht 1,240,294,440 (One thousand, two hundred and forty million two hundred and ninety-four thousand four hundred and forty Baht only) equivalent to 123.65 percent of dividend payout ratio for the year 2023 which was paid to shareholders on June 9, 2023, on September 8, 2023, and on December 8, 2023, respectively, according to the resolution of the Board of Directors' Meeting No. 2/2023 on May 11, 2023, No. 3/2023 on August 10, 2023 and No. 4/2023 on November 9, 2023, respectively.
3. To approve the dividend payment for the operating results of 2023 from the net profit for the operating results of 2023 as at December 31, 2023 to the Company's shareholders at the rate of Baht 0.15 per share of the total number of registered and paid-up shares of 1,181,232,800 shares, in the total amount of Baht 177,184,920.00 (One hundred seventy-seven million one hundred eighty-four thousand nine hundred and twenty Baht only).

In this regard, dividend payment for the operating results of 2023 came from profits subjected to corporate income tax at the rate of 20%. Therefore, individual shareholders can claim a tax credit equal to the dividends multiplied by twenty-eighth (20/80) in accordance with the rules prescribed in Section 47 bis of the Revenue Code.

Details of comparison of dividend payments between 2022 and 2023.

Details	2023 (Proposed year)	2022
Profit attributable to owners of the parent (Baht Million)	1,003.05	780.57
Number of shares (million shares)	1,181.32	1,181.32
Annual dividend payment (Baht per share)	1.20	1.13
- Interim dividend payment (Baht per share)	1.05	0.63
- The remaining dividend payment (Baht per share)	0.15	0.50
Total dividend payment (Baht Million)	1,417.47	1,334.79
Dividend payout ratio (%)	141.32	171.00

The Board of Directors' Meeting has considered and opined that the dividend payment for the year 2023 is appropriate and in line with Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (including its revisions), and Clause 47 of the Company's Articles of Association including the Company's dividend payment policy.

The such dividend will be paid to shareholders who are entitled to receive dividends in accordance with the Company's Articles of Association with their names listed as of the record date on May 7, 2024 and dividend payment will be made on May 24, 2024.

However, the rights to receive such dividends are uncertain until approved by the Annual General Meeting of Shareholders for 2024.

The Company does not have to allocate the net profit for the year 2023 as legal reserve since the Company has fully appropriated legal reserve since the Company has fully appropriated legal reserve.

Voting requirement: A resolution approving this agenda requires a majority of the votes of the shareholders who attend the Meeting and have the rights to vote. However, the matter relating to acknowledgement of the the allocation of profits as legal reserves and interim dividend payment do not require voting.

Agenda 5 To consider the nomination for the appointment of Directors to replace those who retire by rotation.

Facts and Reasons: To comply with the Public Limited Companies Act B.E. 2535 (1992) (including its revisions) and the Company's Articles of Association, Clause 16, specify as follows:

"Clause 16: at every Annual General Meeting of Shareholders, at least one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closet to one-third (1/3) shall retire. The directors who must retire from office in the first and second years after the registration of the Company shall be determined by drawing lots. In subsequent years, the director who has held office the longest shall retire. The retired directors may be re-elected."

At the Annual General Meeting of Shareholders for 2024, 4 directors shall retire by rotation, namely 1. Mr. Sombath Phanichewa, 2. Mr. Somnuk Chaidejsuriya, 3. M.L. Dhanavisuth Visuthi, and 4. Mr.Chumpol Rimsakorn.

In order to comply with the Good Corporate Governance Promotion Policy, and to demonstrate the fair and equitable treatment of all shareholders, the Company offered an opportunity for shareholders to nominate persons deemed qualified, knowledgeable, competent and suitable to represent them as directors in advance, from November 9, 2023 until December 31, 2023, but apparently no shareholders nominated any person for election as director.

The Nomination and Compensation Committee, excluding stakeholder directors, has nominated and selected persons suitable to replace the directors retiring by rotation through a process of careful consideration and scrutiny in order to ensure compliance with the criteria for nomination and appointment of the Company's directors, which consist of possessing full qualifications and lacking prohibited characteristics according to relevant laws and regulations, including the Company's Articles of Association, good corporate governance, composition and structure of the Board of Directors. Therefore, it is deemed appropriate to nominate the 4 qualified persons to be re-elected as the Company's director for another term of duty, including assuming their previous positions as directors of the Company and positions in various sub-committees

to the Board of Directors' Meeting for consideration and to propose to the Annual General Meeting of Shareholders for 2024 to approve which the names are as follows:

- (1) Mr. Sombath Phanichewa Chairman of the Board of Director
- (2) Mr. Somnuk Chaidejsuriya Director / Independent Director /
Nomination and Compensation Committee /
Chairman of the Audit Committee
- (3) M.L. Dhanavisuth Visuthi Director / Executive Committee
- (4) Mr. Chumpol Rimsakorn Director / Independent Director /
Audit Committee / Chairman of the Risk Management

The Board's opinion: the Board of Directors, excluding stakeholder directors, has considered the opinions of the Nomination and Compensation Committee and concurred that the 4 nominated persons have qualifications according to the Public Company Limited Act B.E. 2535 (1992) (including its revisions) and the announcement of the Stock Exchange of Thailand, Securities and Exchange Commission, and Thai Capital Market Supervisory Board, and have no prohibited characteristics, as well as having qualifications, experience and expertise in specific fields suitable for and beneficial to the Company's business. Therefore, it is appropriate to propose to the Shareholders' Meeting to consider re-electing the following 4 persons as the Company's director for another term of duty, including assuming their previous positions as directors of the Company and positions in various sub-committees as follows:

- (1) Mr. Sombath Phanichewa Chairman of the Board of Director
- (2) Mr. Somnuk Chaidejsuriya Director / Independent Director /
Nomination and Compensation Committee /
Chairman of the Audit Committee
- (3) M.L. Dhanavisuth Visuthi Director / Executive Committee
- (4) Mr. Chumpol Rimsakorn Director / Independent Director /
Audit Committee / Chairman of the Risk Management

The biographies of the 4 nominees are detailed in **Attachment 3**. The 2nd and the 4th nominees has been considered by the Board of Directors as possessing complete independent

qualifications according to the Company's definition of independent directors (more details in **Attachment 3**) and are in line with the Public Limited Companies Act B.E. 2535 (1992) (including its revisions), Securities and Exchange Act B.E. 2535 (1992) (including its revisions), and relevant rules.

For such remuneration shall be in accordance with the resolution of the Shareholders' Meeting to consider and approve the remuneration for the year 2024.

Voting requirement: a resolution approving this agenda requires a majority of the votes of the shareholders who attend the Meeting and have the rights to vote. In order to comply with the Company's principles of good corporate governance for this election, it is proposed that the Shareholders' Meeting shall consider voting for individual directors.

Agenda 6 To consider the determination of remuneration for the Board of Directors and various Sub-committees for 2024 and gratuity of 2023.

Facts and Reasons: the Public Limited Companies Act B.E. 2535 (1992) (including its revisions) and the Company's Articles of Association, Clause 30, specify that "the directors' bonus and remuneration shall be as resolved by the Shareholders' Meeting; directors are entitled to receive remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or benefits in other forms as per the Articles of Association or as resolved by the Shareholders' Meeting, which can be determined as a fixed amount or as set under criteria and determined from time to time or in effect until further notice. Besides, directors are entitled to receive per diem and welfares in accordance with the Company's regulations.

The words in the prior paragraph have no effects on the rights of the Company's employees, who are elected as directors, to receive remuneration and benefits in the capacity of the Company's employees.

The payment of remuneration in Paragraphs 1 and 2 shall not be contradictory or opposed to the maintenance of independent director's qualifications as required by Securities and Exchange Commission law."

The Nomination and Compensation Committee's Meeting No. 1/2024 on February 8, 2024 considered the remuneration of directors under the criteria and policy on the determination

of remuneration for the Board of Directors and various Sub-committees by taking into account suitability and compliance with duties and responsibilities of each director, the Company's financial status and performance, and remuneration rate of companies in the same business group or industry, and concluded that as the Board of Directors had contributed to the Company's operation leading to good operating results, the Shareholders' Meeting should consider and approve the remuneration for the Board of Directors and various Sub-committees for 2024 and gratuity of 2023 as follows:

- 1) Monthly remuneration (remuneration paid regularly on a monthly basis), meeting allowance (for directors attending a meeting), and other forms of remuneration such as toll coupons for 2024 for directors and directors holding positions in various committees (except the Executive Director) at the same rate as that was allocated in 2023, not exceeding Baht 14,000,000 (Fourteen million Baht), with details as follows:

Position	Monthly remuneration (Baht/month)	Meeting allowance (Baht/person/time)	Other remuneration (Baht/month)
<u>Board of Directors</u> (only non-executive directors)			
- Chairman	84,000	10,500	5,320
- Vice Chairman	63,000	7,350	5,320
- Director	31,500	7,350	5,320
<u>Audit Committee</u>			
- Chairman	42,000	10,500	-
- Member	31,500	7,350	-
<u>Nomination and Compensation Committee</u>			
- Chairman	-	42,000	-
- Member	-	21,000	-
<u>Executive Committee</u>			
- Chairman	-	63,000	-
- Vice Chairman	-	-	-
- Member	-	31,500	-
<u>Risk Management Committee</u>			
- Chairman	-	42,000	-
- Director	-	-	-

In which, executive directors will not receive the above-mentioned remuneration for directors while holding the executive positions.

- 2) Gratuity of 2023 (paid once a year) that will be paid to the Company's Directors in 2024, not exceeding Baht 8,000,000 (Eight million Baht only).

Table comparing the gratuity with last year

2023 (Proposed year)	2022	2021
not exceeding Baht 8,000,000	Baht 5,85,4313	Baht 3,032,258

The calculation is under the same guidelines as the year 2023 as follows:

Position	Allocation
Chairman	2 parts
Vice Chairman	1.5 parts
Director	1 part
For directors who have resigned or have been in office for less than 1 year, the remuneration shall be paid in proportion to their tenure in that year.	
Executive directors will not receive the above-mentioned gratuities.	

The Board's opinion: the Board of Directors has considered and concurred with the opinion of the Nomination and Compensation Committee, and shall propose to the Shareholders' Meeting to approve on the remuneration of the Board of Directors and directors holding positions in various Sub-committees (except the Executive Director) for 2024 as follows:

- 1) Monthly remuneration (remuneration paid regularly on a monthly basis), meeting allowance (for directors attending a meeting), and other forms of remuneration such as toll coupons for 2024 for directors and directors holding positions in various committees (except the Executive Director) at the same rate as that was allocated in 2023, not exceeding Baht 14,000,000 (Fourteen million Baht), as per the details proposed above, with the Nomination and Compensation Committee being assigned to allocate the remuneration.

2) Gratuity of 2023 (paid once a year) that will be paid to the Board of Directors in 2024, not exceeding Baht 8,000,000 (Eight million Baht only), as per the details proposed above, with the Nomination and Compensation Committee being assigned to allocate the annual gratuity.

Voting requirement: a resolution approving this agenda requires no less than two-thirds (2/3) of the total number of votes of the shareholders who attend the Meeting.

Agenda 7 To consider the appointment of the company's auditor and the fixing of the auditing fee for 2024.

Facts and Reasons: to comply with Section 120 of the Public Limited Companies B.E. 2535 (1992) (including its revisions) and the Company's Articles of Association, Clause 40 (6), the Annual General Meeting of Shareholders has to consider the appointment of the Company's auditor and the fixing of the audit fee.

And the Notification of the Capital Market Supervisory Board No. TorJor. 44/2013 (as amended by the Capital Market Supervisory Board No. TorJor. 76/2018) specifies that listed companies are required to have auditor turnover in the event that any auditor has performed the duty of reviewing or auditing and expressing opinions on the Company's financial statements for 7 fiscal years, whether consecutively or otherwise. The Company may appoint that auditor to be the Company's auditor after the period of at least 5 consecutive fiscal years has elapsed.

The Audit Committee has considered the Company's current auditor, KPMG Phoomchai Audit Ltd., based on the Auditor's independence, skills, knowledge, abilities, and experiences in auditing that are beneficial to the business, as well as the auditing fees. Therefore, it is deemed appropriate to consider proposing to the Board of Directors' Meeting to propose to the Shareholders' Meeting for approval as the Company's auditor, from KPMG Phoomchai Audit Ltd., with any of the name list below being the Company's auditor in the fiscal year 2024 (**Attachment 4**):

List of Auditors	CPA Registration No.	Number of years as an auditor for the Company
1) Ms. Sukanya Roadkroh	12089	-
2) Ms. Nadsasin Wattanapaisal	10767	2 years (from 2022 to 2023)
3) Ms. Nawarat Nitikeatipong	7789	-
4) Ms. Marisa Tharathornbunpakul	5752	-

And KPMG Phoomchai Audit Ltd. has proposed the audit fee for quarterly financial review and accounting audit for 2024 for the consolidated and separated financial statements at the total amount not exceeding Baht 1,810,000 (One million eight hundred and ten thousand Baht only), where the audit fee for quarterly financial review and accounting audit for 2024 for the consolidated and separated financial statements, decreased from 2023 to 70,000 baht or a rate of 3.72% when compared to 2023, which the amount excludes out-of-pocket expenses arising while providing services such as travel, telephone, postal, photocopy expenses, etc. The Audit Committee has considered that the auditor's performance in the past was satisfactory to the management. Therefore, the audit fee should be proposed to the Shareholders' Meeting for approval.

Items	2024 (Proposed year)	2023
Audit fee	1,810,000	1,880,000
Non-audit fee	-	-
Totle	1,810,000	1,880,000

In addition, KPMG Phoomchai Audit Ltd. is also the auditor of the Company's subsidiaries is ASIAM Infra Co., Ltd. on the Company's Financial Statements for the fiscal year ending December 31, 2024. The audit fee mentioned above does not include those of the subsidiaries.

The Board's opinion: the Board of Directors has considered and concurred with the opinion of the Audit Committee, and shall propose to the Shareholders' Meeting to approve on the followings:

1. The appointment of the auditors of KPMG Phoomchai Audit Ltd., as per the name list below, as the Company's auditor, with any of them being the auditor and giving opinions on the Company's Financial Statements for the fiscal year ending December 31, 2024:

- 1) Ms. Sukanya Roadkroh CPA Registration No. 12089
- 2) Ms. Nadsasin Wattanapaisal CPA Registration No. 10767
- 3) Ms. Nawarat Nitikeatipong CPA Registration No. 7789
- 4) Ms. Marisa Tharathornbunpakul CPA Registration No. 5752

In this regard, KPMG Phoomchai Audit Ltd., and the auditors proposed as auditor of the Company and its subsidiary companies have no relationship or any interest with the Company or its subsidiary companies, Managements, Major Shareholders or related persons, which may have an impact on performing task independently.

2. Determining the audit fee for quarterly financial review and accounting audit for 2024 for the consolidated and separated financial statements at the total amount not exceeding Baht 1,810,000 (One million eight hundred and ten thousand Baht only). The audit fee for quarterly financial review and accounting audit for 2024 for the consolidated and separated financial statements, the amount excludes out-of-pocket expenses arising while providing services such as travel, telephone, postal, photocopy expenses, etc.

Voting requirement: a resolution approving this agenda requires a majority of the votes of the shareholders who attend the Meeting and have the rights to vote.

Agenda 8 Other Business (if any)

This agenda is set forth in the Shareholders' Meeting for shareholders to ask questions, discuss and/or give recommendations to the Board of Directors and/or the management of the Company (if any). Therefore, no items will be approved and no voting will take place during this agenda.

As the Company provided the opportunity for shareholders to propose the agenda for the Annual General Meeting of Shareholders for 2024 in advance from November 9, 2023 until December 31, 2023, it appeared that no issues were proposed to be included in the meeting's agenda. Therefore, there is no additional agenda from the shareholders. The Board of Directors has thus finalized the meeting's agenda, of which the information and details have been published on the Company's website www.tollway.co.th in

advance since March 27, 2024 in order to provide shareholders the opportunity to consider various agendas prior to the meeting date.

The Company has determined Thursday, March 7, 2024 as the record date for the shareholder's right to attend the Annual General Meeting of Shareholders for 2024. The Company hereby invites shareholders to attend the Annual General Meeting of Shareholders through Electronic Meeting (E-AGM) in regard to the date, time and system as mentioned above. The system shall be opened for registration from 8.00 a.m. The Company recommends Shareholders and/or Proxy holders to study registration procedure and submit all relevant documents that require to identity proofing for receiving **Username** and **Password** before the meeting date, together with study vote casting procedures as detailed in **Attachment 9** and **Attachment 8** in order to reserve the rights and benefits of shareholders as they are unable to attend the meeting and have intention to grant proxy to one of the Company's independent directors to act as their proxy and casting their votes. The shareholders may grant their proxy to **General Suebsan Dardarananda, Chairman of the Nomination and Compensation Committee** or **Dr. Vichya Kreangam, member of the Audit Committee**, who are the Independent Directors with no conflicts of interest, to attend the meeting and cast votes in every agenda proposed in this meeting (**Attachment 5**) or any other person as a proxy to attend the meeting and cast votes. Therefore, the shareholders shall fill details in and sign the proxy Form B as attached in (**Attachment 6**) and deliver with relevant documents to the address hereto:

- 1) **By post:** "Don Muang Tollway Public Company Limited
Office of the Company Secretary and Corporate Governance
No. 40/40, Viphavadi Rangsit Road, Sanambin Sub-district,
Don Muang District, Bangkok 10210"
- 2) **By E-mail:** companysecretary@tollway.co.th

For convenience in document inspection, the Company asks shareholders and/or proxy to deliver the documents to the Company by April 22, 2024. In order for the Annual General Meeting of Shareholders for 2024 to be carried out with efficiency, shareholders are invited to submit questions related to the meeting's agenda in advance. Also, the Company asks foreign shareholders to prior send questions to the Company so that the Company has sufficient time to summarize and translate the questions and answers into Thai for every attendee to have the same understanding during the meeting. The shareholders are asked to submit questions with their names/shareholder registration numbers/phone numbers and other contact information (if any) to "Investor Relations" at IR@tollway.co.th, or by registered post to "Office of the Company Secretary and Corporate Governance" with the aforementioned address.

As the Company uses **Username** for the registration and vote counting in proportion to the shares of the attendees in the Shareholders' Meeting, the shareholders or proxies are required to verify their identification with other relevant supporting documents as detailed in **(Attachment 9)**.

Please be informed accordingly and the Company truly appreciates your understanding and looks forward to your kind cooperation.

Respectfully yours,

By order of the Board of Directors
Don Muang Public Company Limited

-Tarnin Phanichewa-

(Mr. Tarnin Phanichewa)

Chief Executive Officer

-Sakda Panwai-

(Dr. Sakda Panwai)

Managing Director

Office of Company Secretary and Corporate Governance

E-mail address: companysecretary@tollway.co.th

Telephone: 02-792-6511/6515/6550/6557 Fax: 02-552-8065