

**DON MUANG TOLLWAY PUBLIC COMPANY LIMITED**

40/40 Viphavadi Rangsit Road,  
Sanambin, Don Muang, Bangkok 10210, Thailand  
ISO 9001, ISO 14001, ISO 45001 & ISO/IEC27001 CERTIFIED

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www.tollway.co.th  
Plc Registration No. 0107537001129

(Translation)

DMT/P/CS/146/68

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

Friday, April 25, 2025

through Electronic Meeting (E-AGM)

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Don Muang Tollway Public Company Limited (“the Company”) hosted the Annual General Meeting of Shareholders for 2025 (“the Meeting”) on Friday, April 25, 2025, at 10:00 a.m. in the form of an Electronic Meeting (E-AGM) pursuant to the Emergency Decree on Electronic Meetings B.E. 2563 (2020). The Meeting was broadcast from the Company’s Conference Room No. 40/40 on Vibhavadi Rangsit Road., Sanam Bin Sub-district, Don Muang District, Bangkok 10210.

**Directors attending in person**

- |                                 |   |
|---------------------------------|---|
| 1. Mr. Sombath Phanichewa       | Chairman of the Board of Directors  |
| 2. Mr. Rawat Chamchalerm        | Vice Chairman of the Board of Directors and Chairman of the Executive Committee   |
| 3. Mr. Somnuk Chaidejsuriya     | Director, Independent Director, Chairman of the Audit Committee and Member of the Nomination & Compensation Committee                   |
| 4. General Suebsan Dardarananda | Director, Independent Director and Chairman of the Nomination and Compensation Committee  |
| 5. Mr. Chumpol Rimsakorn        | Director, Independent Director, Member of the Audit Committee and Chairman of the Risk Management Committee                             |
| 6. Mr. Chanvit Amatamatucharti  | Director  |
| 7. Mr. Tarnin Phanichewa        | Director, Vice Chairman of the Executive Committee, Chief Executive Officer, and Secretary of the Nomination and Compensation Committee |
| 8. Dr. Sakda Panwai             | Director, Risk Management Committee, Executive Committee and Managing Director  |

**Directors attending the Meeting via Electronic Meeting**

- |                             |   |
|-----------------------------|---|
| 1. Dr. Vichya Kreangam      | Director, Independent Director, Member of the Audit Committee and Member of the Nomination and Compensation Committee |
| 2. Mr. Pornchai Thiraveja   | Director  |
| 3. M.L. Dhanavisuth Visuthi | Director and Executive Committee  |

(A total of 11 company directors attended the meeting, or 100% of all directors)

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Top Executives attending the Meeting in person

- |                              |   |
|------------------------------|---|
| 1. Mrs. Anoma Urit           | Executive Vice President – Operations (COO)         |
| 2. Ms. Bongkodrat Tangchukul | Executive Vice President - Business & Finance (CFO) |
| 3. Ms. Atchara Chareonporn   | Chief of Sustainable Development Officer            |
| 4. Mr. Tawan Boonyawat       | Chief of New Business Venture Officer               |
| 5. Mrs. Uraiwan Mekakakorn   | Company Secretary                                   |

Certified Public Accountants from KPMG Phoomchai Audit Limited (attending in person)

1. Ms. Sukanya Rodkroh
2. Ms. Natthacha Apinyarat

Legal Advisor from Rajah & Tann (Thailand) Limited (attending in person)

Mr. Surasak Vajasit

Mr. Surasak Vajasit performed the duty of overseeing and checking vote counts at the meeting for transparent voting in compliance with laws and company regulations.

Registration Examiner and Vote Counter on Each Agenda Item

Quidlab Company Limited

The Meeting convened at 10:00 a.m.

Miss Nattamon Poonpipatnan was assigned by the Company to function as the Master of Ceremony in conducting of the Meeting (**the MC**) welcomed shareholders to the Annual General Meeting of Shareholders for 2025 of Don Muang Tollway Public Company Limited, which was held in compliance with Section 98 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Article of Association Clause 31, which requires the Annual General Meeting of Shareholders to be held within four months of the last day of the accounting year of the Company.

The Company's Board of Directors Meeting No. 1/2025 on 20 February 2025 resolved to call the Annual General Meeting of Shareholders for 2025 on 25 April 2025 at 10:00 a.m. by meeting via electronic media in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020). The Company used systems of Quidlab Company Limited, which are consistent with the Notification of the Ministry of Communication and Information Technology re: Security Policy and Standards of the Meeting via Electronic Media B.E. 2563 (2020). In addition, Quidlab became one of

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two companies certified for Meeting control systems by the Electronic Transactions Development Agency (ETDA).

The MC then reported the number of shareholders in attendance when the Meeting convened with 8 shareholders who attended the Meeting in person and 46 shareholders who were granted proxy rights to attend the Meeting on behalf of others, a total of 54 shareholders with 943,490,619 shares or 79.8734 percent of all of the Company's total paid-up ordinary shares 1,181,232,800 shares, thereby constituting the quorum in accordance with the laws and the Company's Articles of Association. In addition, the MC introduced the Company Directors, Top Executives, Certified Public Accountants and the Company's Legal Advisor.

Prior to the beginning of the Meeting agendas, to enable the Meeting to proceed in an orderly manner and to comply with corporate governance principles, the MC informed the Meeting that the Company invited and informed shareholders of today's Meeting via the following three channels:

1. The Company has notified the Stock Exchange of Thailand of the scheduled date for the meeting and the dissemination of the notice of the meeting.
2. The Company sent meeting notices to every shareholder by post.
3. The Company has published the announcement and details of the meeting on the Company's website.

The Company provided the opportunity for shareholders to propose the meeting's agendas, nominate individuals to be elected as the Company Directors and send questions concerning the Meeting in advance for the Annual General Meeting of Shareholders for 2025 between 12 November 2024 to 31 December 2024. No shareholder proposed additional agendas or nominated individuals with suitable qualifications for appointment as a director and no questions concerning the Meeting were sent in advance.

The MC then explained about the Meeting's procedures, voting and vote counting methods. Shareholders and proxies must vote and pass resolutions on each agenda item as follows:

1. The Chairman of the Meeting will conduct the meeting to consider according to the agendas specified in Meeting Invitations continually without switching Meeting agendas.
2. **When voting at the Meeting**, every shareholder has votes equal to the amount of shares held. One share equals one vote. If any shareholder has special stakes in any topic, that

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shareholder will have no right to vote on that topic except in the case of voting to elect a director. When voting, shareholders may not divide votes. In cases where votes are tied, the Chairman of the Meeting will cast another vote as the deciding vote.

3. Shareholders may vote by pressing the button with the “check” mark in the first menu tab shown on the left side. After pressing, the agendas that can be opted on will be shown. Cast your votes on each agenda by pressing the “Approve”, “Disapprove” or the “Abstain” buttons and press the “Send” button to confirm votes.

Shareholders may vote/change votes or revise votes on each agenda until the Meeting announced the end of voting on that agenda. The Company will give a time of 1 minute to vote.

4. Shareholders who do not vote by using the voting program or pressing buttons to enter scores in the system are considered to have voted in approval according to the Chairman’s proposals to the Meeting.
5. In cases where shareholders prepared proxy by using Form B to allow others to attend the meeting or assign directors or independent directors to vote on shareholders’ behalf and directed proxies to vote according to shareholders’ intentions, proxies are required to vote according to shareholders’ intentions.
6. In the case of foreign shareholders who prepared proxy by using Form C and appointed a custodian in Thailand to accept deposits of shares and oversee shares, shareholders may vote in approval, disapproval or abstention simultaneously on each agenda by dividing votes which will be used in the number equal to the amount of shares held.
7. Base votes and shareholders on each agenda may not be equal due to gradual entry into the system by shareholders and proxies. Therefore, the number of meeting attendees on each agenda may not be equal.
8. **Votes counting** for agendas at the Annual General Meeting of Shareholders for 2025 are divided into the following two types:

- 8.1 Agendas requiring approval by **a majority vote** of shareholders who attended to the Meeting and casted their votes consist of Agenda 1, Agenda 3, Agenda 4, Agenda 5 and Agenda 7.

Agenda 5 is an agenda to consider and approve the nomination for the appointment of Directors to replace those who retire by rotation for the year 2025.

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The Company arranges for shareholders to consider approval for elections of individual nominees. The Company will read names of nominated directors and ask every shareholder to vote in approval, disapproval or abstention by pressing the button with the “check” symbol in the first menu on the menu tab shown on the left side.

- 8.2 Agendas requiring approval with **no less than two-thirds of all the votes** cased by shareholders attending the Meeting consist of Agenda 6.

In the cases of 8.1, all votes from shareholders in attendance in “Approve”, “Disapprove” and “Abstain” are counted as a base in vote counting. Votes in disapprove and abstain/no voting rights are deducted from all votes and the remaining votes are considered as votes in approve of that agenda.

**Agenda 2** is a report on the Company’s performance in 2024 and a matter for acknowledgement. No votes are to be casted on this agenda.

9. Votes on proxy sent by shareholders to the Company with the following characteristics are considered as invalid Ballots not included by the Company as votes on that agenda:

- 9.1) Votes with marks in more than one box except in the case of custodians.
- 9.2) Revisions or marks struck through votes without the shareholder’s signature.
- 9.3) Votes exceeding existing votes.

10. In tallying votes, only votes of shareholders at the meeting in disapprove and/or abstain on each agenda are counted before deduction from the total votes of shareholders at the Meeting. The remaining votes are counted as votes in approve. Votes cast by proxy grantors in proxy are counted and recorded in advance during registration to attend the Meeting. Shareholders may view voting results by pressing the button in the second menu item. Details on results from vote counting will show only agendas that have been considered.

11. The Company will announce voting results on each agenda to shareholders at the Meeting.

12. **Inquiries and expressions of opinion by shareholders and proxies** provide shareholders or proxies with opportunities to ask questions and express opinions on each agenda without disturbing shareholders’ time.

- 12.1 Before voting on each agenda, the Chairman will allow shareholders or proxies to ask questions concerning that agenda based on appropriateness, shareholders or

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proxies can ask questions by turning on the camera/microphone or express opinions to type questions in the chat window by pressing the fourth button on the menu on the left side and typing questions before pressing "Send" to confirm and send the aforementioned message to the Company.

Shareholders are able to type questions from the beginning of the Meeting. Shareholders or proxies who want to ask questions or express opinions are asked to specify the shareholder or proxy's first name-last name and status such as a shareholder attending in person or by proxy. In the case of proxies, proxies are required to specify the name of the shareholder who granted proxy rights for the Company to record in the minutes to the Meeting accurately and completely.

- 12.2 In cases where shareholders have questions or opinions other than the agenda being considered, shareholders are asked to make inquiries or express opinions on Agenda 8: Other Businesses at the end of the Meeting.

In cases where shareholders encountered problems when accessing the Meeting system or the voting system, please follow meeting instructions and specifications notified by the Company or contact the Company's staffers at Tel. 02-013-4322, Mobile Phone No. 080-008-7616 or Email: info@quidlab.com.

For the Annual General Meeting of Shareholders for 2025 today, this Meeting has 8 agendas according to the information shown in Meeting Invitation Letter sent to shareholders to study in advance of the Meeting. In this regard, the Company has recorded the meeting in the form of video media for lawful purposes and for the benefit of shareholders, and publishes the videos for shareholders to view through the company's website.

Mr. Sombath Phanichewa, the Chairman of the Board of Directors, presided as the Chairman of the Meeting (the Chairman) then opened the Meeting and assigned the MC and Mrs. Uraivan Mekakakorn, the Company Secretary, to conduct the Meeting according to the following agendas:

**Agenda 1** To adopt the Minutes of the Annual General Meeting of Shareholders for 2024

The Company Secretary proposed for the Annual General Meeting to adopt the minutes of the Annual General Meeting of Shareholders for 2024.

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The MC then proposed for the shareholder meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders for 2024 prepared on Thursday, 25 April 2024. The Company had completed the minutes to the Meeting.

The Board's opinion The Board of Directors considered and concluded that the Minutes of the Annual General Meeting of Shareholders for 2024 were accurate, complete and clear. Therefore, the Annual General Meeting of Shareholders for 2025 should consider and certify the Minutes of Annual General Meeting of Shareholders for 2024 held on Thursday, April 25, 2024. The details are as appeared on the copy of the Minutes sent to shareholders with this Notification (Attachment 1)

Shareholders were then allowed to express opinions or make inquiries.

When no shareholder express opinions or made inquiries, a resolution was asked from the Meeting.

This agenda requires approval by a majority of the votes of the shareholders who attend the Meeting and exercise their voting rights.

The Meeting's Resolution The Meeting adopted the Minutes of the Annual General Meeting of Shareholders for 2024 held on Thursday 25 April 2024, as proposed by the Board of Directors, a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	961,667,719	votes	or	99.9965	percent
Disapproved	-	votes	or	-	percent
Abstained	33,500	votes	or	0.0035	percent
Voided Ballots	-	votes	or	-	percent

For this agenda, there were additional 3 shareholders holding together 18,210,600 shares present from the commencement of the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 57 persons, representing 961,701,219 shares or 81.4150 percent.

Agenda 2 To Acknowledge the report of the Company's operating results for the year 2024

The Company Secretary proposed to the Annual General Meeting of Shareholders to acknowledge the report of the Company's operating results for the year 2024.

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The MC explained to the meeting that, in order to comply with the Public Company Limited Act B.E. 2535 (1992) and Company's Articles of Association, the Board of Directors is required to report the Company's performance in the past year to shareholders for acknowledgement at the Annual General Meeting.

The Company has summarized its past performance and significant changes occurred in 2024, with details as shown in the Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report) which is sent to shareholders with this Meeting's Invitations (Attachment 2).

The Board's opinion The Board of Directors considered it appropriate for the Annual General Meeting of Shareholders for 2025 to acknowledge the Company's 2024 operating results, which the Company summarized past performance and significant changes during the year in the Annual Registration Statement/Annual report 2024 (Form 56-1 One Report) in the QR Code (Attachment 2).

The Company Secretary then invited Mr. Tarnin Phanichewa, Chief Executive Officer, to summarize the Company's performance highlights in 2024 to the shareholders for acknowledgement. Then, Dr. Sakda Panwai, Managing Director, summarized the Company's operating results for the year 2024 and clarified operating plans of the current year to the shareholders for acknowledgement.

Mr. Tarnin Phanichewa, Chief Executive Officer, reported that in 2024, the Company has significant developments and changes, consisting of:

- The Board of Directors reviews and approves the organization's vision and mission on an annual basis. In 2024, the Board agreed to maintain the existing vision: "to be a Company operating in the transportation system and other businesses with an efficient, modern and sustainable management system." Additionally, the Board approved the enhancement of the company's mission by adding one new item: 'We will seek opportunities to create sustainability through the development of other businesses beyond the expressway business that are worthwhile and aligned with changes in consumer behavior.'

And In 2024, it marks another challenging year for the company due to various factors such as: 1) changes in Technology and the use of digital technology to change the working style or

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work process (Digitalization), 2) changes in consumer behavior, and 3) climate change and new laws resulting from climate change factors. In addition, the risk factors arising from both domestic situations and international impacts currently, the Company has implemented organizational adjustments in several areas under the sustainable management and development framework outlined in the Sustainability Business Plan for 2024-2028, which includes:

- 1) Development of management systems for both operations and maintenance, with the Company integrating international standards into its work processes, including ISO 9001, ISO 14001, ISO 14064-1, ISO 45001, and ISO/IEC 27001,
- 2) Organizational development in corporate governance, where the Company received an “Excellent” (5-star) rating in corporate governance assessment,
- 3) Organizational development in Environmental, Social, and Governance (ESG), with the Company being awarded a SET ESG Rating of AA for its sustainability performance this year,
- 4) Preparation of the Carbon Footprint of Organization,
- 5) Financial planning through the pursuit of Green Financing sources, including Green Loans and Sustainability Linked Loans,
- 6) Enhancement of various technologies to support management, services, and cost control,
- 7) Personnel development to effectively utilize technology, particularly through education and training in the application of Artificial Intelligence (AI), and
- 8) Spinning off the Company’s maintenance operations—built upon more than 30 years of experience—by forming a joint venture with three Japanese partners: Hanshin Expressway Co., Ltd., KFC Co., Ltd., and AKROS Trading Co., Ltd., all of which possess advanced expressway maintenance technologies and modern equipment. Together, they established a subsidiary, ASIAM Infra Co., Ltd (ASIAM). In 2024, ASIAM secured various civil maintenance projects. Beyond the continued revenue generated from ongoing projects, the subsidiary is also creating new

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knowledge beyond expressway maintenance, enhancing its capability to expand into other types of civil maintenance work.

**Milestones in 2024** are as follows:

- The Company has implemented the collection of toll rates as specified in the Tollway Concession Agreement, effective from December 22, 2024. The new rates are in accordance with the Memorandum of Agreement Amending the Tollway Concession Agreement No. 3/2007 dated September 12, 2007, which stipulates that toll rates shall be adjusted every five years. The new rates have been approved by the Department of Highways, Ministry of Transport, as appropriate rates calculated based on fair and reasonable criteria.
- In 2024, the Board of Directors approved the allocation of interim dividends from the operating results for the first 3-month, 6-month, and 9-month periods of the year, totaling 0.63 Baht per share. The Board also proposed to the 2025 Annual General Meeting of Shareholders to approve an additional dividend payment of 0.20 Baht per share from the operating results of 2024. This brings the total dividend payment from the 2024 operating results to 0.83 Baht per share, representing 109% of the net profit for 2024.

With a strong commitment to driving the business throughout 2024, the Company was selected for inclusion in the Sustainable Stock List for 2024 (SET ESG Rating 2024) for the third consecutive year. This recognition serves as a testament to the dedication of the management and employees in fostering sustainable growth, as well as upholding good Corporate Governance (CG) principles for the benefit of shareholders and all stakeholders.

**And received awards for success in standards and good governance in 2024 as follows:**

**On Quality and Service:**

- Certified for Information Security Management System (ISMS) ISO/IEC 27001:2022 by SGS (Thailand) Co., Ltd.
- Certified for Organizational Carbon Footprint in accordance with ISO 14064-1:2018 by Bureau Veritas (Thailand) Co., Ltd.

**On Corporate Image:**

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- Received the "Moral Business Forum 2024" award – Sustainable Happiness + Goodness with Empowerment, presented by the Moral Promotion Center (Public Organization) in collaboration with the Thai Health Promotion Foundation (ThaiHealth).
- Received an honorary mention award recognizing the Company as a business organization that has supported government efforts to promote and develop community forests, in support of the community forest initiatives of the Royal Forest Department in 2024.

**On Sustainability:**

- Received a perfect score (100 points) in the 2024 Annual General Meeting of Shareholders Assessment, achieving the level of "Excellent and Exemplary" for the third consecutive year.
- Achieved a 5-star "Excellent" rating for the second year in the Corporate Governance Report (CGR) assessment.
- Awarded the "Good" level Human Rights Model Organization Award 2024 in the large business sector category, by the Department of Rights and Liberties Protection.
- Achieved "Excellent (Gold Medal)" level in the Green Office assessment.

With a steadfast commitment to conducting business transparently and in alignment with ongoing anti-corruption measures, the Company has actively driven anti-corruption initiatives since 2022. The Company has been officially certified as a member of the Collective Action Coalition (CAC), with the certification results announced on March 29, 2024. The Company remains dedicated to combating all forms of corruption and actively promotes the participation of its partners and stakeholders in anti-corruption efforts. In 2024, the Company organized activities to enhance knowledge on anti-corruption principles and practices for its partners, and aims to further expand its network under the CAC Change Agent Program in 2025.

In addition, the Company has also integrated social responsibility as a part of its business under the implementation of 5 CSR activities: 1) Elevate the Educational Opportunity (Tollway Smart Way), 2) Elevate the environment (Tollway Green Way), 3) Elevate of Quality of Society

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(Tollway Better Way), 4) Elevate the good health of the community and society (Tollway Healthy Way), and 5) Elevate the Road Safety (Tollway Safety Way).

Especially in the area of “Tollway Smart Way,” which is operated under the “**Dream for Achievement Foundation**” (Foundation), a Foundation that provides scholarships to students who meet the specified criteria to receive continuous scholarships from the time of admission until Bachelor’s degree completion. Since 2013 until present, a total of 233 scholarships have been given to students of the foundation and every student has good behavior and academic results. As of 2024, 136 students have graduated, in which 81 (or 60%) of such students graduated with 1<sup>st</sup> and 2<sup>nd</sup> class honors.

And we would like to invite all shareholders to join the Company's Opportunity Day events every quarter to be informed of the ongoing operational results following what has been reported today (the 2024 operating results) that occur in each quarter of 2025. Furthermore, if shareholders have any additional questions, they can inquire with the company through the Opportunity Day events as another channel.

Thereafter, **Dr. Sakda Panwai, Managing Director**, summarizes the Company's operating results for 2024 and explains the current year's operating plans as follows:

For the overall average annual daily traffic (AADT) in 2024 was 111,922 vehicles per day increased by 4.7% compared to 2023, and the overall traffic performance remained within the framework that the management has projected.

Regarding the overall performance in 2024, there has been continuous adjustment, with total toll revenue for the whole year amounting to 2,458 million baht, an increase of 6 percent compared to 2023, with the Company's operating profit before interest, taxes, depreciation and amortization (EBITDA) of 1,886 million baht, and net profit of 899 million baht, equivalent to earnings per share (EPS) of 0.762 baht per share, which decreased by 10.34 percent from 2023, mainly due to the cost of providing elevated expressways, which is a non-cash operation from the increase in amortization of concession costs.

Furthermore, to manage the business efficiently and sustainably, the Company has adjusted its short-term and long-term business operation strategies. These strategies have been reviewed and approved by the Board of Directors as the Sustainability Business Plan for 2025-2029

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and the Annual Budget Plan for 2025. The overall operations will be driven by seven key strategies, comprising:

1. **Safer Road Traffic Management/Maintenance Strategy** is the main strategy to enhance development and create work standards and maintain the tollway to the highest satisfaction of regulatory agencies and tollway users.
2. **Inclusive Growth Strategy** is a strategy that strengthens the organization in terms of operating cost management, both in terms of service costs and financial costs, as well as enhancing competitive opportunities and attracts business partners to expand on new tollway projects and grow together.
3. **New Business Venture Strategy** is an educational strategy to invest in businesses other than tollway and expressway in order to reduce risks of having only one source of income and to promote long-term business stability.
4. **ESG In Process Strategy** is a strategy to drive business and various activities in the business plan for environmental, social, and corporate governance or economic sustainability in order to respond to changes in environmental laws and consumer behavior.
5. **HPO & Smart Working Place Strategy** is a strategy for developing the potential of employees to have advanced expertise and work flexibility, as well as creating a good working environment.
6. **Relationship/Partnership/Synergy Development Strategy** is a strategy for building alliances, business partners, or surrounding communities in order to increase competitiveness and responsiveness to changes in various fields.
7. **DMT Excellence Recognition Strategy** is a strategy that creates awareness of the Company's expertise to be acknowledged by stakeholders for confidence in business operations.

#### Guidelines for continuous development in 2024

- Continuous development of the toll collection system to ensure convenience, speed, and uninterrupted service for users:

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○ The Company is developing a SMART Payment system with the main goal of enhancing user convenience, reducing operational costs, and accommodating users transitioning toward a cashless society.

○ The system supports multiple payment channels such as QR codes, credit/debit cards, and e-wallets in the future.

■ **Research and Development (R&D) Projects for 2024:**

○ Asphalt Plastic Pavement Project: Implemented at the Din Daeng Toll Plaza, this project aims to incorporate recycled materials—specifically plastic—into road paving to reduce environmental impact and enhance road surface durability.

○ Solar Wall Project: A study and pilot installation of solar panels at the Don Mueang Toll Plaza to generate electricity for toll operations, with the goal of reducing energy costs.

■ **Environmental Operations in 2024**

The Company places great importance on energy efficiency and reducing greenhouse gas emissions. In 2024, several environmental initiatives were undertaken, including:

○ Installation of energy-saving equipment, such as upgrading to energy-efficient lighting and installing a Battery Energy Storage System (BESS).

○ Installation of Solar Rooftops at both the head office building and all nine toll plaza buildings.

○ EV Charging stations were established at the head office (MOC) and at Din Daeng Toll Plaza for both expressway users and the Company's electric vehicles.

○ Green Building renovation project: The Din Daeng Toll Plaza building was renovated and completed in January 2025, in line with long-term energy-efficient building standards.

**Study and follow-up to invest in tollway and expressway businesses**

Progress on following up on important projects that the Company has been monitoring and are projects that the government sector provides opportunities for the private sector to jointly invest in 2025, consisting of 3 projects: intercity special highway project Don Muang Tollway, Rangsit

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– Bang Pa-in (M5) section, intercity special highway project between Bang Khun Thian – Ban Phaeo (M82), and Bang Khun Thian – Bang Bua Thong (M9). The Company has prepared itself in terms of cost studies and set strategies for participating in the project.

In addition, the Company is in the process of studying new businesses other than tollway and expressway, such as Rest Area projects.

**Earthquake Response on March 28, 2025**

Following the earthquake in Myanmar on March 28, 2025, the tremors of which were felt in the Bangkok metropolitan area, affecting residents and high-rise buildings, the Company closely monitored for aftershocks throughout the day. Simultaneously, our team of engineers immediately inspected the infrastructure, covering office buildings, toll plazas, the entire route, and main structures. No damage to the main structures was reported, and the Company continued to provide services to road users as usual. Subsequent to the event, the Company arranged for an external agency to conduct a further inspection and structural assessment. The assessment report concluded that the structures were “safe / no damage to the main structures”. Furthermore, the Company has established a risk management plan and prepared for potential future events, including the installation of an Early Warning System / communication systems, the installation of sensors to monitor engineering and maintenance work, the review of emergency plans, and earthquake evacuation drills and training. We confirm that service operations continue as normal, and the main structures of the elevated expressway are "safe and stable".

Then, **the MC** gave the shareholders an opportunity to express their opinions or ask additional questions.

**Mr. Piyapong Prasarthong, a shareholder**, asked whether the earthquake in Myanmar on March 28<sup>th</sup> had affected Don Muang Tollway in terms of the elevated road structure, the elevated road piers , and the service operations of Don Muang Tollway.

**Dr. Sakda Panwai, Managing Director**, reported that as briefly informed earlier regarding the earthquake incident, approximately 10 minutes after the incident, the management instructed the Company's engineering team, divided into two teams, to inspect the structures on both the inbound and outbound sides, as well as the main structural components, including piers, columns, and

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beams, within approximately 2 hours. The inspection results revealed no damage to the main structures, and the Company was able to provide services as usual. Furthermore, a Business Continuity Plan under Crisis (BCP) meeting was held later on the day of the incident, and the Department of Highways, Ministry of Transport, was informed accordingly. On the following day, the Company arranged for an external engineering team to conduct a secondary inspection of the structures, which also found no damage to the main structural components.

**Mr. Piyapong Prasartthong, a shareholder,** asked what Don Muang Tollway will do after the concession expires.

**Dr. Sakda Panwai, Managing Director,** reported that currently, with approximately 9 years and 6 months remaining on the Don Mueang Tollway Concession Agreement, the Company has a strategic plan comprising 7 initiatives, as presented earlier. Key Strategies include "Inclusive growth" and "New business ventures." The "Inclusive growth" Strategy will play a role in developing new concession routes, while the "New business ventures" Strategy focuses on creating new businesses for risk diversification, while still being related to the Company's core business. Regarding participation in bidding for various projects, the Company has opportunities in both general public tenders and in competitive bidding against other private entities. However, under the Tollway Concession Agreement under the Public-Private Partnership Act B.E. 2562, Section 49, still allows for negotiations with the government within the 5-year period before the concession expires.

**Mr. Anucha Akkaraphisan, a shareholder,** asked if there were any future plans to expand operations beyond, or if there were only those presented at the meeting.

**Dr. Sakda Panwai, Managing Director,** reported that for the projects in which the government is allowing private sector participation in 2025, with upcoming bidding and the sale of tender documents, based on the monitored progress of the government, there will be three expressway or motorway projects as previously presented: the M5 Project, the M82 Project, and the M9 Project. From 2026 to 2029, bidding projects will continue to be introduced according to the government's plan. Among these will be Public-Private Partnership (PPP) projects of a scale similar to the Don Mueang Tollway, covering approximately 20 kilometers, expected to emerge within the next 20 years. In addition to expressways, there are also roadside rest area projects that the Company is currently

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studying. Furthermore, the Company has a subsidiary, ASIAM Infra Co., Ltd., which has been operating for approximately 2 years and has consistently shown good financial performance.

When no shareholder expressed opinions or made inquiries, the meeting was informed that Agenda 2 is an agenda for acknowledgement. Therefore, no voting took place on this agenda.

The Meeting's Resolution The Shareholder's Meeting acknowledged the report of the Company's operating results for the year 2024.

Agenda 3 To consider and approve the Financial Statements and the Independent Auditor's Report for the year ended December 31, 2024.

The Company Secretary proposed to the shareholder meeting to consider and approve the financial statements and the independent auditor's report for the year ended on 31 December 2024 and invited Ms. Bongkodrat Tangchukul, Executive Vice President – Business & Finance (CFO), to explain the Company's financial overview to shareholders according to the following information:

To comply with the Public Company Limited Act of B.E. 2535 (1992) (including 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, 2024, 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, 2024, displayed in the Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report) delivered to the shareholders with this Notification (Attachment 2).

Financial Status and operating results for 2024 compared to 2023

Financial positions of the Consolidated Financial Statements	31 DEC 2023	31 DEC 2024
Total Assets (million baht)	10,036.8	9,420.5
Total Liabilities (million baht)	1,534.4	942.9
Shareholders' Equity (million baht)	8,502.4	8,477.6
Revenue (million baht)	2,325.0	2,469.1
EBITDA (million baht)	1,803.8	1,885.5

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Financial positions of the Consolidated Financial Statements	31 DEC 2023	31 DEC 2024
Profit for the Cycle (million baht)	1,000.1	897.1
Debt on Equity (D/E) Ratio (times)	0.18	0.11
Return on Assets (ROA) Ratio (percent)	9.9	9.5
Return on Equity (ROE) Ratio (percent)	11.8	10.6
EBITDA Margin	76.55%	75.51%
Earnings Per Share (EPS)	0.85	0.76

Financial positions of the Separated Financial Statements	31 DEC 2023	31 DEC 2024
Total Assets (million baht)	10,022.3	9,406.1
Total Liabilities (million baht)	1,529.5	935.8
Shareholders' Equity (million baht)	8,492.7	8,470.3
Toll Income (million baht)	2,324.9	2,458.2
EBITDA (million baht)	1,806.2	1,886.7
Profit for the Cycle (million baht)	1,003.0	899.3
Debt on Equity (D/E) Ratio (times)	0.18	0.11
Return on Assets (ROA) Ratio (percent)	10.0	9.6
Return on Equity (ROE) Ratio (percent)	11.8	10.6
EBITDA Margin	77.69%	76.75%
Earnings Per Share (EPS)	0.85	0.76

**Unconditional Summary of Audit Results**

The auditor is of the opinion that the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated and separate financial positions of the Group and the Company, respectively, as of December 31, 2024, as well as their consolidated and separate financial performance and cash flows for the year then ended, in accordance with financial reporting standards.

**The Board's opinion** The Board of Directors has considered it appropriate for the Annual General Meeting of Shareholders for 2025 to approve the Financial Statements and the Auditor's Report for the year ended 31 December 2024, which have already been approved and endorsed by the Audit Committee.

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The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires a resolution in approval with a majority vote of the shareholders who attended the Meeting and exercised their voting rights.

The Meeting's Resolution The Meeting approved the Financial Statements and the Independent Auditor's Report for the year ended 31 December 2024, which had been approved and endorsed by the Audit Committee, a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	961,957,719	votes	or	99.9989	percent
Disapproved		votes	or	-	percent
Abstained	10,500	votes	or	0.0011	percent
Voided Ballots	-	votes	or	-	percent

For this agenda, there were additional 1 shareholder holding together 267,000 shares present from the commencement of the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 58 persons, representing 961,968,219 shares or 81.4376 percent.

Agenda 4 To consider and approve dividend payment for the operating results of 2024, and acknowledge the interim dividend payment.

The Company Secretary proposed for the shareholder meeting to consider and approve dividend payment for the operating results of the year 2024, and acknowledge the interim dividend payment.

The MC then explained to the meeting that Article 116 of the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and Clause 47 of the Company's Articles of Association requires allocation of part of annual profits as legal reserve at no less than five percent of annual net profit deducted by accrued losses brought forward (if any) until this legal reserve is no less than 10 percent of registered capital.

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The Company has a policy to pay out dividends to shareholder at the rate of no less than 90 percent of profit for the year after allocation of legal reserve while considering cash flow from operations, financial status, performance, future investment plans, conditions and limitations specified in loan agreements or relevant contracts (if any) and other factors involved.

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 2025 to consider and approve dividend payment for the operating results of the year 2024 for the accounting period ending 31 December 2024, and retained earnings at the rate of Baht 0.83 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 980,423,224 (Nine hundred eighty million four hundred twenty-three thousand two hundred twenty-four Baht only) equivalent to 109.02 percent of net profit for the year 2024 with details as follows:

1. To acknowledge the interim dividend payment from the operating results for the first 3 months at the rate of Baht 0.21 per share, the first 6 months at the rate of Baht 0.21 per share and the first 9 months at the rate of Baht 0.21 per share for a total of 3 times in 2024 at total rate of Baht 0.63 per share, or a total dividend amount of Baht 744,176,664 (Seven hundred and forty-four million one hundred and seventy-six thousand six hundred and sixty-four baht only) which was paid to shareholders on June 10, 2024, on September 6, 2024, and on December 12, 2024, respectively, according to the resolution of the Board of Directors' Meeting No. 2/2024 on May 10, 2024, No. 4/2024 on August 9, 2024 and No. 6/2024 on November 12, 2024, respectively.
2. To approve the dividend payment for the operating results of the Company for the accounting period ending 31 December 2024, and retained earnings at the rate of Baht

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0.20 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 236,246,560 (Two hundred thirty-six million two hundred and forty-six thousand five hundred and sixty Baht only) from the net profit for the year 2024 at the rate of Baht 0.13 per share for the operating results for the year 2024, totalling Baht 153,560,264 (One hundred and fifty-three million five hundred and sixty thousand two hundred and sixty-four Baht only) and paid from retained earnings at the rate of Baht 0.07 per share, amounting to Baht 82,686,296 (Eighty-two million six hundred and eighty-six thousand two hundred and ninety-six Baht only).

In this regard, dividend payment for the operating results of 2024 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.

The dividend payment will be made within 1 month after the approval by the Annual General Meeting of Shareholders for 2025, in which will due on May 23, 2025.

However, the dividend payment for the operating results of 2024 will be only distributed 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 March 7, 2025.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires a resolution in approval with a majority vote of the shareholders who attended the Meeting and exercised their voting rights.

**The Meeting's Resolution** The shareholder meeting approved dividend payment for the operating results of 2024, and acknowledge the allocation of profits as legal reserves and interim dividend payment as follows:

1. To acknowledge the interim dividend payment from the operating results for the first 3 months at the rate of Baht 0.21 per share, the first 6 months at the rate of Baht 0.21 per

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share and the first 9 months at the rate of Baht 0.21 per share for a total of 3 times in 2024 at total rate of Baht 0.63 per share, or a total dividend amount of Baht 744,176,664 (Seven hundred and forty-four million one hundred and seventy-six thousand six hundred and sixty-four baht only) which was paid to shareholders on June 10, 2024, on September 6, 2024, and on December 12, 2024, respectively.

2. Approve dividend payment for the operating results of the Company for the accounting period ending 31 December 2024, and retained earnings at the rate of Baht 0.20 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 236,246,560 (Two hundred thirty-six million two hundred and forty-six thousand five hundred and sixty Baht only) from the net profit for the year 2024 at the rate of Baht 0.13 per share, totaling Baht 153,560,264 (One hundred and fifty-three million five hundred and sixty thousand two hundred and sixty-four Baht only) and paid from retained earnings at the rate of Baht 0.07 per share, amounting to Baht 82,686,296 (Eighty-two million six hundred and eighty-six thousand two hundred and ninety-six Baht only).

And dividend payment for operating results of 2024 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-eighetieth (20/80) in accordance with the rules prescribed in Section 47 bis of the Revenue Code.

In this regard, the dividend payment shall be paid on May 23, 2025, according to the list of shareholders appearing on the record date for the right to receive dividend payment on March 7, 2025.

The Meeting approved this agenda by with the unanimous votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	961,968,219	votes	or	100.0000	percent
Disapproved	-	votes	or	-	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

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

The Company Secretary proposed for the shareholder meeting to consider the nomination for the appointment of Directors to replace those who retire by rotation. Before beginning on this agenda, in order to make elections innocent, fair and compliant with corporate governance guidelines, the Company Secretary asked all 4 directors whose terms expired and nominees for director positions in the meeting room and those who attended electronically to leave the meeting room temporarily in order to allow shareholders to inquire for information with convenience.

The MC then explained to the meeting that the Public Limited Companies Act B.E. 2535 (1992) (including its revisions) and 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 closest 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 2025, 4 directors shall retire by rotation, namely (1) Special Professor Rawat Chamchalerm (2) General Suebsan Dardarananda (3) Mr. Pornchai Thiraveja and (4) Dr. Sakda Panwai.

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 12, 2024 until December 31, 2024, 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,

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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 2025 to approve which the names are as follows:

- |  |   |
|--|---|
| (1) Special Professor Rawat Chamchalerms | Vice Chairman of the Board of Directors /<br>Chairman of the Executive Committee              |
| (2) General Suebsan Dardarananda         | Director / Independent Director /<br>Chairman of the Nomination and<br>Compensation Committee |
| (3) Mr. Pornchai Thiraveja               | Director  |
| (4) Dr. Sakda Panwai                     | Director / Executive Committee /<br>Risk Management Committee/<br>Managing Director           |

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) Special Professor Rawat Chamchalerms | Vice Chairman of the Board of Directors /<br>Chairman of the Executive Committee |
| (2) General Suebsan Dardarananda         | Director / Independent Director /  |

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	Chairman of the Nomination and Compensation Committee
(3) Mr. Pornchai Thiraveja	Director
(4) Dr. Sakda Panwai	Director / Executive Committee / Risk Management Committee/ Managing Director

The biographies of the 4 nominees are detailed in Attachment 3. The 2<sup>nd</sup> 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 2025.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution by having shareholders vote to approve appointments of individual directors in compliance with corporate governance guidelines.

This agenda requires a resolution in approval with a majority vote of the shareholders who attended the Meeting and exercised their voting rights.

**The Meeting's Resolution** The meeting approved the re-appointment of 4 directors who would be retired by rotation in this year to be directors of the Company for another term, including assuming their previous positions as directors of the Company and positions in various sub-committees, namely, (1) Special Professor Rawat Chamchalerm (2) General Suebsan Dardarananda (3) Mr. Pornchai Thiraveja and (4) Dr. Sakda Panwai.

All 4 directors who are appointed to be the director from the approval of the Annual General Meeting of Shareholders for 2025 have met with the qualification as specified in the Public Limited Companies Act B.E. 2535 and have knowledge, capability, experience in business relating to the Company's operation.

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The Meeting approved this agenda by a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights. The directors were appointed individually as follows:

- |    |                                     |  |
|----|-------------------------------------|--|
| 1) | Special Professor Rawat Chamchalerm | Vice Chairman of the Board of Directors /<br>Chairman of the Executive Committee           |
|    | Approved                            | 961,593,619 votes or 99.9611 percent   |
|    | Disapproved                         | 374,600 votes or 0.0389 percent  |
|    | Abstained                           | - votes or - percent   |
|    | Voided Ballots                      | - votes or - percent   |
| 2) | General Suebsan Dardarananda        | Director / Independent Director /<br>Chairman of the Nomination and Compensation Committee |
|    | Approved                            | 957,165,719 votes or 99.5008 percent   |
|    | Disapproved                         | 4,802,500 votes or 0.4992 percent  |
|    | Abstained                           | - votes or - percent   |
|    | Voided Ballots                      | - votes or - percent   |
| 3) | Mr. Pornchai Thiraveja              | Director   |
|    | Approved                            | 961,597,619 votes or 99.9615 percent   |
|    | Disapproved                         | 370,600 votes or 0.0385 percent  |
|    | Abstained                           | - votes or - percent   |
|    | Voided Ballots                      | - votes or - percent   |
| 4) | Dr. Sakda Panwai                    | Director / Executive Committee /<br>Risk Management Committee                              |
|    | Approved                            | 961,968,219 votes or 100.0000 percent  |
|    | Disapproved                         | - votes or - percent   |
|    | Abstained                           | - votes or - percent   |
|    | Voided Ballots                      | - votes or - percent   |

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When the approval of the appointment of directors to replace those due to retire by rotation has been completed, **the Company Secretary** invited the appointed directors back to the meeting room once again and to proceed with the next agenda of the meeting in.

**Agenda 6** To consider the determination of remuneration for the Board of Directors and various Sub-committees for 2025 and gratuity of 2024.

The **Company Secretary** proposed for the shareholder meeting to consider setting remuneration for the Board of Directors and sub-committees in 2025 and gratuity of 2024.

The MC then explained to the meeting that the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and the Company's Articles of Association, Clause 30, specified 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 DMT 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. 1/2025 on February 5, 2025 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

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operating results, the Shareholders' Meeting should consider and approve the remuneration for the Board of Directors and various Sub-committees for 2025 and gratuity of 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 2025 for directors and directors holding positions in various committees (except the Executive Director) (Equal to 2024), 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	96,600	12,075	6,118
- Vice Chairman	72,450	8,452.50	6,118
- Director	36,225	8,452.50	6,118
<u>Audit Committee</u>			
- Chairman	48,300	12,075	-
- Member	36,225	8,452.50	-
<u>Nomination and Compensation Committee</u>			
- Chairman	-	48,300	-
- Member	-	24,150	-
<u>Executive Committee</u>			
- Chairman	-	72,450	-
- Vice Chairman	-	-	-
- Director	-	36,225	-
<u>Risk Management</u>			
- Chairman	-	48,300	-
- Member	-	-	-

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

The Nomination and Compensation Committee is to be assigned to allocate the aforementioned remuneration.

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- 2) Gratuity of 2024 (paid once a year) that will be paid to the Company's Directors in 2025, not exceeding Baht 8,000,000 (Eight million Baht only). The calculation is under the same guidelines as the year 2024 as follows:

Position	Allocation
Chairman	2 parts
Vice Chairman	1.5 parts
Director	1 parts
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.	

In this regard, the Nomination and Compensation Committee being assigned to allocate the aforementioned annual gratuity.

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 2025 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 2025 for directors and directors holding positions in various committees (except the Executive Director) (Equal to 2024), 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 2024 (paid once a year) that will be paid to the Board of Directors in 2025, 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.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

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This agenda requires approval with a vote of no less than two-thirds of the total number of votes of the shareholders who attended the meeting.

**The Meeting's Resolution** The shareholder meeting approved the determination of remuneration for the Board of Directors and various Sub-committees for 2025 and gratuity of 2024, as proposed by the Board of Directors, as follows:

- 1) Approved the 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 2025 for directors and directors holding positions in various committees (except the Managing Director) (Equal to 2024), not exceeding Baht 14,000,000 (Fourteen million Baht), as per the details proposed above, 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	96,600	12,075	6,118
- Vice Chairman	72,450	8,452.50	6,118
- Director	36,225	8,452.50	6,118
<u>Audit Committee</u>			
- Chairman	48,300	12,075	-
- Member	36,225	8,452.50	-
<u>Nomination and Compensation Committee</u>			
- Chairman	-	48,300	-
- Member	-	24,150	-
<u>Executive Committee</u>			
- Chairman	-	72,450	-
- Vice Chairman	-	-	-
- Director	-	36,225	-
<u>Risk Management</u>			
- Chairman	-	48,300	-
- Member	-	-	-

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

The Nomination and Compensation Committee is to be assigned to allocate the aforementioned remuneration.

- 2) Approved the annual gratuity of 2024 (paid once a year) that will be paid to the Company's Directors in 2025, not exceeding Baht 8,000,000 (Eight million Baht only). The calculation is under the same guidelines as in 2024 as follows:

Position	Allocation
Chairman	2 parts
Vice Chairman	1.5 parts
Director	1 parts
For directors who 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.	

In this regard, the Nomination and Compensation Committee being assigned to allocate the aforementioned annual gratuity.

The meeting resolved to approve by the votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting as follows:

Approved	961,593,619	votes	or	99.9611	percent
Disapproved	374,600	votes	or	0.0389	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

**Agenda 7** To consider the appointment of the Company's auditor and the fixing of the auditing fee for 2025.

The Company Secretary proposed for the Annual General Meeting to consider the appointment of the company's auditor and the fixing of the auditing fee for 2025.

The MC then explained to the meeting that, in order to comply with Article 120 of the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and the Company's Articles of Association, Clause 40 (6), the Annual General Meeting is required to consider appointments of auditors and specification of the Company's auditing fees.

And the Notification of the Capital Market Supervisory Board No. Tor. Jor. 44/2013 (as

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amended by the Capital Market Supervisory Board No. Tor. Jor. 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's opinion 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 2025 (Attachment 4).

List of Auditors	CPA Registration No.	Number of years as an auditor for the Company
1) Ms. Sukanya Roadkroh	12089	1 years (2024)
2) Ms. Nadsasin Wattanapaisal	10767	-
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 2025 for the consolidated and separated financial statements at the total amount not exceeding Baht 2,000,000 (Two million Baht only), where the audit fee for quarterly financial review and accounting audit for 2025 for the consolidated and separated financial statements, increase by 190,000 baht or a rate of 10.50% when compared to 2024, This increase is due to the establishment of a new subsidiary in the first quarter of 2025 to operate a business providing services for digital payment systems and service, traffic management system and service, security management systems and service and property management systems and service, 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.

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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, 2025:
  - 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 2025 for the consolidated and separated financial statements at the total amount not exceeding Baht 2,000,000 (Two million Baht only). The audit fee for quarterly financial review and accounting audit for 2025 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.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires a resolution in approval with a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights.

The Meeting's Resolution The shareholder meeting approved the appointment of the auditors of KPMG Phoomchai Audit Ltd., namely, Ms. Sukanya Roadkroh, CPA Registration No. 12089 or Ms.

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Nadsasin Wattanapaisal, CPA Registration No. 10767 or Ms. Nawarat Nitikeatipong, CPA Registration No. 7789 or Ms. Marisa Tharathornbunpakul, CPA Registration No. 5752, 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 2025. The Meeting also approved the auditing fee for 2025, which will be for quarterly financial review and accounting audit for 2025 for the consolidated and separated financial statements at the total amount not exceeding Baht 2,000,000 (Two million Baht only), where the audit fee for quarterly financial review and accounting audit for 2025 for the consolidated and separated financial statements, increase by 190,000 baht or a rate of 10.50% when compared to 2024, This increase is due to the establishment of a new subsidiary in the first quarter of 2025 to operate a business providing services for digital payment systems and service, traffic management system and service, security management systems and service and property management systems and service, which the amount excludes out-of-pocket expenses arising while providing services such as travel, telephone, postal, photocopy expenses, etc., as proposed by the Board of Directors, with the unanimous votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	961,968,219	votes	or	100.0000	percent
Disapproved	-	votes	or	-	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

**Agenda 8: Other Topics (if any)**

The MC explained to the meeting that this agenda was specified in the meeting to allow shareholders to ask questions, consult and/or provide recommendations for the Board of Directors and/or the Company's management (if any). Therefore, no other topics will be presented for the meeting to consider and no decisions will be made on this agenda.

After that, the MC gave the shareholders an opportunity to express their opinions or ask additional questions.

When no shareholder expressed more opinions or made more inquiries, the Chairman thanked shareholders and every representative for their time at today's meeting and adjourned the meeting.

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Meeting adjourned at 12:00 pm.

Signed ..... Chairman of the Meeting  
(Mr. Sombath Phanichewa)

Signed ..... Company Secretary/  
(Mrs. Uraiwan Mekakakorn) Meeting Recorder