

Minutes of the 2026 Annual General Meeting of Shareholders Jaymart Group Holdings Public Company Limited

The 2026 Annual General Meeting of Shareholders was held on April 9, 2026, at 2:00 p.m., at Meeting Room, 2nd Floor, Building B, Jaymart Group Holdings Public Company Limited, No. 189, Jaymart Building, Ramkhamhaeng Road, Rat Phatthana Sub-district, Saphan Sung District, Bangkok 10240, Thailand.

At this meeting, a total of 7 directors attended the meeting, either in person at the meeting venue or via electronic means, out of a total of 8 directors, representing 87.50% of the total number of directors.

Ms. Yuvadee Pong-acha was unable to attend the meeting due to illness.

Directors present at the meeting were listed as follows:

- | | | |
|----|--------------------------|---|
| 1. | Mr. Pisnu Pong-acha | Chairman of the Board, attending the meeting at the venue |
| 2. | Mr. Adisak Sukumvitaya | Director/Chief Executive Officer, attending the meeting at the venue |
| 3. | Mr. Kitipat Chollavuth | Director, attending the meeting at the venue |
| 4. | Mr. Phisit Dachanabhirom | Independent Director/ Chairman of the Risk Management and Audit Committee/ Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee, Attending the meeting via online |
| 5. | Mr. Suwit Kingkaew | Independent Director/ Risk Management and Audit Committee/Chairman of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee, attending the meeting at the venue |
| 6. | Dr.Somsak Nontaganok | Independent Director / Risk Management and Audit Committee, attending the meeting via online |
| 7. | Mrs. Chitkasem Moo-Ming | Director, attending the meeting at the venue |

Director absent the meeting:

- | | | |
|----|-----------------------|---|
| 1. | Ms. Yuvadee Pong-acha | Director/ Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee |
|----|-----------------------|---|

Prior to proceeding with the meeting agenda, the moderator informed the meeting that the Company had arranged for video recording of the meeting for the purpose of preparing the meeting minutes, as well as for public relations purposes through electronic and printed media.

In this regard, such recording of audio, images, and video may include the appearance of meeting participants, including the identification of shareholders' names, for purposes related to the conduct of the shareholders' meeting as determined by the Company.

Voting and Vote Counting at the Shareholders' Meeting

The Company would like to inform all shareholders of the procedures for casting votes and counting results for each agenda item as follows:

- Each shareholder is entitled to one vote per share, either held directly or by proxy. Voting ballots will be distributed upon registration. If you have not received your ballot, please contact the staff immediately.
- Shareholders participating via electronic means will not receive a physical voting ballot.
- For any agenda item, shareholders who wish to vote against or abstain must mark their ballot accordingly and raise their hand to allow staff to collect the ballot. The total number of "disagree" and "abstain" votes will be deducted from the total votes of all attendees. The remaining votes will be considered as approvals of the proposed resolution. If no objections or differing opinions are raised, the resolution will be deemed unanimously approved.
- Shareholders attending electronically should use the E-Voting tab to cast their votes within the allotted time (1 minute). After making a selection, a confirmation pop-up will appear; please click "Confirm" to submit your vote. For agenda items presented for acknowledgment only, voting will not be available.
- If you wish to change your vote, you may do so by selecting a new option before the voting session closes. Once voting has ended for an agenda item, no further votes or changes will be accepted.
- For mobile or tablet users, please switch from the Zoom application to the Chrome browser to access the E-Voting menu. After voting, return to the Zoom (E-Meeting) window to continue following the meeting. The Company will consolidate votes from both the E-Voting system and proxy forms submitted in advance.
- Shareholders or proxy holders who join the meeting starting from a particular agenda item will be eligible to vote from that agenda onward. If a shareholder with a voting ballot needs to leave the meeting during any agenda item, they should submit their completed ballot to the staff in advance to ensure their vote is counted.
- If a shareholder logs into the meeting but does not cast a vote for any agenda item, the system will automatically count the vote as in favor of the proposed resolution.

Meeting Resolutions and Vote Counting

The following criteria will be used to determine whether a resolution has been approved by the meeting:

- Agenda Items 1, 3, 4, and 7: Approval requires a majority vote of the shareholders present and casting their votes.
- Agenda Item 2: This item is for acknowledgment only; no voting is required.
- Agenda Item 5: Approval requires not less than two-thirds of the total votes of the shareholders present at the meeting.
- Agenda Item 6: Approval requires a majority vote of the shareholders present and casting their votes.
(Voting will be conducted on an individual basis for director appointments.)

Spoiled Ballots

The following cases will be considered as spoiled ballots:

1. A ballot marked in more than one voting box.
2. A ballot that has been crossed out without the shareholder's signature next to the correction.
3. If a shareholder wishes to change their vote, they must cross out the original mark and countersign the correction.
4. Spoiled ballots shall be excluded from the total vote count and shall not be considered in the calculation of voting results.

If any comments or questions raised by shareholders are not related to the current agenda item, the Chairman will request that such matters be raised again during the relevant agenda item or during Agenda Item 8 – "Other Matters."

The meeting will proceed in the order of the agenda items as stated in the Notice of Meeting. For each item, relevant information will be presented, and shareholders will be given an opportunity to ask questions or express opinions before the resolution for that item is voted upon.

For shareholders or proxy holders attending the meeting in person, those who wish to ask questions or express opinions are kindly requested to raise their hand. Once permitted by the Chairman, please state whether you are a shareholder or a proxy holder, and kindly provide your full name before proceeding with your comment or question.

For shareholders attending the meeting online, questions may be submitted through the Q&A function, or by clicking the "raise hand" button to ask a question live. Meeting staff will enable the microphone for participants accordingly.

Additionally, the Company has provided a channel for shareholders to submit questions in advance of the meeting. These questions will be addressed during the meeting as appropriate.

In organizing the 2026 Annual General Meeting of Shareholders, the Company adhered to the principles of good corporate governance by providing shareholders with an opportunity to participate in advance of the meeting. During the period from October 1, 2025, to December 31, 2025, shareholders were invited to propose qualified candidates for directorship, submit agenda items, and submit questions regarding the Company.

Upon the expiration of the aforementioned period, no shareholder proposed any candidates for directorship, agenda items, or submitted any advance questions.

For this meeting, the Company invited shareholder rights volunteers from the Thai Investors Association to attend as observers in order to enhance transparency and ensure that the meeting was conducted in accordance with good corporate governance principles, as well as to safeguard the equitable treatment of shareholders. The details are as follows:

- Ms. Keeratika Paenglad attended the meeting in person (Physical Meeting).
- Ms. Umachasaya Charoenchai attended the meeting via electronic means (E-AGM).

In addition, to ensure transparency and integrity in the vote-counting process, the Company invited Mr. Somchai Chinraksa, an independent legal advisor from Thep Co., Ltd., to act as an inspector and observer of the meeting, as well as to oversee the vote-counting process. This was to ensure that the conduct of the meeting was transparent, verifiable, and in full compliance with the principles of good corporate governance.

Subsequently, Mr. Pisnu Pong-acha, the Chairman of the Board, presided over the meeting was invited to declare the meeting open and continue the session.

Mr. Pisnu Pong-acha, the Chairman of the Board, presided over the Meeting; "**the Chairman**" greeted and thanked all the shareholders who attended the 2026 Annual General Meeting of Shareholders of Jaymart Group Holdings Public Company Limited on April 9, 2026. It was at 02:15 p.m.

The 2026 Annual General Meeting of Shareholders was conducted via electronic means (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other applicable laws. As of the meeting date, April 9, 2026, the attendance was as follows:

- 55 shareholders attended the meeting in person, representing a total of 372,592,963 shares, equivalent to 25.45% of the total issued shares with voting rights of 1,463,972,340 shares.

- 3 shareholders attended the meeting via electronic means in person, representing a total of 74,220 shares, equivalent to 0.00%.
- 40 proxy holders attended the meeting, representing a total of 322,893,885 shares, equivalent to 22.06% of the total issued shares with voting rights.

In total, 98 attendees were present at the meeting, representing an aggregate of 695,561,068 shares, or 47.51% of the total issued shares with voting rights of 1,463,972,340 shares. A quorum was thus duly constituted in accordance with the Company's Articles of Association, and the Chairman declared the meeting open.

In this regard, the Company excluded treasury shares totaling 7,739,300 shares from the voting base for the purpose of calculating voting rights for each agenda item.

Meeting Commenced

Agenda 1. To Consider and Approve the Minutes of the 2025 Annual General Meeting of Shareholders

The Chairman assigned Mr. Panya Chutisiriwong, the Company's Meeting Facilitator, to present the details of this agenda item.

Mr. Panya Chutisiriwong, the moderator of the meeting, informed the meeting that Agenda Item 1 was to consider and approve the minutes of the 2025 Annual General Meeting of Shareholders, which was held on April 10, 2025.

The Company had distributed a copy of such minutes to all shareholders together with the notice of the meeting for their prior consideration.

The Board of Directors had reviewed and was of the opinion that the minutes were accurately and completely recorded and were consistent with the resolutions of the meeting in all respects. It was therefore deemed appropriate to propose that the meeting consider and approve such minutes.

The moderator then invited the shareholders to raise any questions, or to propose any amendments or additions to the minutes, if any.

Mr. Panya Chutisiriwong then invited shareholders to propose any amendments or raise any questions regarding the minutes. A one-minute period was allocated for this purpose.

He further informed that, for shareholders attending the meeting onsite, any comments or questions should be made by raising their hand. Once recognized by the Chairman, shareholders were requested to clearly state whether they were attending in person or by proxy and to provide their full name before making their comments.

For shareholders participating via the online platform, questions could be submitted through the Q&A function or by clicking the "Raise Hand" button, after which staff would activate their microphone.

No shareholders had submitted any advance questions concerning this agenda item prior to the Meeting.

As no shareholders raised any questions or comments, the Meeting Facilitator, Mr. Panya Chutisiriwong, invited the Meeting to proceed with the voting process. He noted that the resolution under this agenda item required a majority vote of the shareholders present and casting their votes.

Mr. Panya Chutisiriwong informed shareholders attending the meeting in person that they could submit their completed voting ballots to the staff within the meeting room.

For shareholders participating via the online platform, Mr. Panya instructed them to access the E-Voting window and cast their votes within the allotted time of one minute. Once a voting option was selected, a pop-up confirmation window would appear asking for final confirmation. Shareholders were asked to click "Confirm" to complete the voting process.

He also clarified that, if any shareholders failed to submit their ballots or did not vote through the E-Voting system for any given agenda item, their votes would be considered as "approved" in accordance with the Meeting procedure.

A one-minute period was provided for shareholders to cast their votes.

After the time allocated for voting had elapsed, Mr. Panya Chutisiriwong announced the closure of the voting process for this agenda item. Shareholders attending via the online platform were then requested to return to the Zoom meeting window to continue viewing the Meeting proceedings. Meanwhile, the staff collected and compiled all votes from both the physical and online voting systems.

Resolution After due consideration, the Meeting resolved unanimously to approve and adopt the minutes of the 2025 Annual General Meeting of Shareholders as proposed in all respects. The voting results were as follows:

Resolution	Number of Votes Cast (1 Share per 1 Vote)	%
Approved	695,814,111	100.0000
Disapproved	-	-
Total	695,814,111	100.0000

Resolution	Number of Votes Cast (1 Share per 1 Vote)	%
Abstained	-	-
Voided Ballot	-	-

Remark: In this agenda item, 5 additional shareholders attended the Meeting, representing 253,043 shares. Accordingly, a total of 103 shareholders attended the Meeting, representing an aggregate of 695,814,111 shares.

Agenda 2. To Acknowledge the Company’s Operating Results for the Year 2025

Mr. Panya Chutisiriwong, the Meeting Facilitator, informed the Meeting that this agenda item was for informational purposes only, and no approval or voting would be required.

The Company has summarized its operating results for the year 2025 in the 2025 Annual Report (Form 56-1 One Report), which includes the complete statement of financial position and the statement of comprehensive income for the year.

In this regard, the Company has distributed the said Annual Report to all shareholders in advance within the prescribed period in accordance with the CGR Checklist, not less than 28 days prior to the meeting date, to allow sufficient time for shareholders to review the information before the Meeting.

To comply with good corporate governance principles, the Company would like to report its operating results for the year 2025 as follows:

Overall, the structure of the Jaymart Group’s business in 2025 has not undergone any material changes in terms of corporate structure. The shareholding structure and core business operations remain largely consistent with those of 2024, and the Group continues to operate in accordance with its established strategic direction.

During the year, the Company divested part of its investment in PRTR. However, despite such divestment, the Company and PRTR continue to maintain a good business partnership and ongoing cooperation in various areas.

In terms of business operations, the Company continues to structure its operations into three core business segments, namely Commerce, Finance, and Technology & AI. These three business segments continue to support and create synergies within the Jaymart ecosystem, strengthening the Group’s long-term growth potential and supporting adaptation to technological changes and evolving consumer behavior.

The Company remains committed to its existing vision, which is reviewed annually by the Board of Directors, namely to create sustainable value for all stakeholders. The Company focuses on investments in three core businesses—retail, financial services, and technology—in order to drive and strengthen a sustainable ecosystem synergy in the long term.

For the operating results of 2025, the Company recorded total revenue of THB 15,403 million, an increase of THB 1,271.7 million or 9% compared to the previous year, reflecting the recovery and growth of the Group's core businesses.

Breaking down key revenue components, revenue from contracts with customers amounted to THB 10,651.4 million, an increase of 19%, mainly driven by mobile phone distribution sales from Jaymart Mobile, as well as the continued expansion of the Jaymart Network.

Revenue from debt management business amounted to THB 4,019.6 million, a decrease of 7.6%, primarily due to slower debt collection in line with the economic conditions and the continued high level of household debt.

Rental income amounted to THB 422.1 million, an increase of 11.8%, driven by the opening of new community malls, namely JAS Green Village Prawet and Ramkhamhaeng branches.

Insurance revenue amounted to THB 309.5 million, a decrease of 35.4%, as a result of a strategic shift focusing on insurance portfolios with lower loss ratios in order to manage risk and enhance long-term sustainability.

In 2025, the Company's cost of sales and services amounted to THB 10,945 million, an increase of THB 1,267.3 million or 13.1% from the previous year, in line with the overall growth in sales.

The main factor was the increase in mobile phone selling prices in the market, which resulted in higher product costs in line with industry trends. However, such increase moved in the same direction as revenue growth.

Gross profit from consolidated financial statements in 2025 amounted to THB 4,457 million, an increase of THB 4.4 million or 0.1% from the previous year. The main contribution continued to come from sales growth in the mobile phone distribution business under Jaymart Mobile, which remains a key driver of the Group's revenue.

Selling, general and administrative expenses amounted to THB 3,582 million, an increase of THB 544 million or 18% from the previous year, mainly due to an increase in expected credit losses (ECL) in the debt management business of JMT, which resulted in higher consolidated expenses.

Such provision was made in accordance with accounting prudence and reflects risk management under continued economic uncertainty.

For the year 2025, the Company recorded a net loss attributable to equity holders of the parent of THB 161.8 million, a decrease of THB 1,302.6 million or 114.2% compared to the previous year.

Although the mobile phone distribution business continued to grow and generate higher profits, the overall performance was affected by several non-cash accounting items.

These include increased expected credit loss provisions, fair value adjustments of investment properties, impairment of fixed assets, and unrealized losses from fair value measurement of investments at the reporting date.

Such items are accounting adjustments in accordance with financial reporting standards and do not directly affect the Company's operating cash flow.

As of 31 December 2025, the Company had total assets of THB 56,130.1 million on a consolidated basis, a decrease of THB 3,606.8 million or 6.04% from the end of 2024.

This change was mainly due to the Company's asset portfolio management and liquidity enhancement activities to increase financial flexibility and support future operations.

Total liabilities amounted to THB 23,371.0 million, a decrease of THB 2,210.6 million or 8.6% from the previous year, reflecting continuous capital structure management to strengthen financial stability.

Total Shareholders' Equity amounted to THB 32,718.5 million, a decrease of THB 1,396.2 million or 4.1%, mainly due to changes in investment valuation in line with market conditions, which are subject to capital market fluctuations.

Regarding capital adequacy, the Company currently has sufficient cash flow to repay debentures maturing within the next 12 months.

The Company is in the process of issuing new debentures (rollover) during 7–9 April 2026, and is expected to successfully raise the full target amount of THB 2,000 million as planned. The proceeds will be used to repay debentures due in May 2026.

The Company would like to inform the Meeting that the successful fund-raising reflects investor confidence and the strong credit profile of the Jaymart Group. The Company places great importance on maintaining confidence among both shareholders and debenture holders.

In addition, the Company also has sufficient additional funding sources, including long-term credit facilities from major financial institutions, as well as dividend income from subsidiaries and associated companies. Previously, JMT Network Services Public Company Limited, a subsidiary, has declared dividend payment, which the Company expects to receive on 6 May 2026.

Overall, the Company has sufficient cash flow and funding sources to manage its debt obligations and business operations over the next 12 months in a stable manner.

ESG Key Developments

The Company has developed the **JMART Sustainability Framework 2030** as its corporate sustainability framework, covering Environmental, Social, and Governance (ESG) dimensions.

The Company has also conducted a review of its material sustainability issues, comprising a total of 14 key issues deemed material to the Company’s operations, which have been duly presented to the Board of Directors.

In addition, the Company has clearly established its sustainability governance structure from the Board level to the operational level, and continuously reports progress to the Board of Directors.

During 2025, the Company’s ESG performance has continued to improve and has been assessed by external organizations across multiple dimensions as follows:

- The Company participated in the Corporate Governance Report of Thai Listed Companies (CGR) and was assessed at the “Excellent” level, or 5-star rating, reflecting the continuous commitment of the Board of Directors and management to enhancing corporate governance standards.
- The Company participated in the SET ESG Ratings assessment and was upgraded to an “AA” rating from “A” in the previous year, reflecting tangible progress in sustainability performance.
- The Company was formally certified as a member of the Thai Private Sector Collective Action Against Corruption (CAC) in 2024, reflecting its commitment to conducting business with good governance and transparency.

- The Company participated in the Annual General Meeting quality assessment (AGM Checklist) and achieved a full score of 100 points, or 5-diamond rating, reflecting transparency and strong commitment to shareholders.
- The Company underwent verification of its Carbon Footprint of Organization (CFO) in accordance with ISO 14064-1 standards.
- The Company has continuously prepared its Sustainability Report for four consecutive years since 2022, reflecting its commitment to transparent ESG disclosure for all stakeholders.

Overall ESG Performance in 2025

Social and Human Capital

The Company places strong emphasis on human capital development and diversity promotion. The workforce consists of 60% female employees and 40% male employees, reflecting an organizational culture that promotes equality and diversity.

The average training hours per employee were 8 hours per person per year. The Company recorded zero work-related fatalities and no cybersecurity incidents during the year. In addition, the Company supported a total of 7 community engagement projects.

Employee engagement was recorded at 76.51%, while community and social satisfaction stood at 82.41%, and customer satisfaction at 93%.

Environmental Performance

The Company continues to promote clean energy usage through ongoing installation of solar rooftop systems. In 2025, renewable energy accounted for 12.77% of total electricity consumption.

In terms of waste management, 8% of waste was recycled and 92% was disposed of via landfill. Paper recycling accounted for 36.54% of total paper usage.

In 2025, the Company's greenhouse gas emissions amounted to 493.63 tons of carbon dioxide equivalent (tCO₂e), with 2025 designated as the base year for emissions tracking.

2026 Outlook and ESG Targets

For 2026, the Company remains committed to maintaining and further improving its external ESG performance assessments across all dimensions, including:

- Maintaining CAC membership status

- Sustaining CGR “Excellent” (5-star) rating
- Maintaining AGM 5-diamond rating
- Further improving FTSE Russell ESG Scores from 3.3 in 2025
- Continuing greenhouse gas emissions verification activities

In addition, the Jaymart Group has participated in the Stock Exchange of Thailand’s “Jump+” program and has set a 2028 target of consolidated net profit of THB 2,000 million. This will be driven through three key dimensions: Business, Governance, and Climate Action.

Business Dimension

As a holding company, the Company aims to promote the use of “**JPoint**” as a **Revenue Synergy Platform** to connect the Group’s ecosystem, enhance repurchase behavior from existing customers, and systematically expand the customer base.

The Company also aims to become an **AI-driven organization (AI-driven operational excellence)** to enhance efficiency, reduce costs, and improve overall productivity and operational quality.

Furthermore, the Company plans to unlock value from high-potential subsidiaries through potential **spin-off listings**, in order to more clearly reflect the intrinsic value of each business unit.

Governance Dimension

The Company emphasizes enhanced transparency and credibility through the development of an **Anti-Corruption Framework**, strengthening of whistleblowing mechanisms, and implementation of **Responsible AI governance** in the use of artificial intelligence technologies.

Climate Action Dimension

The Company targets at least a **3% reduction in greenhouse gas emissions from the base year by 2028**, in order to support long-term sustainable development.

For shareholders interested in further details regarding the Jump+ program, additional information can be accessed via YouTube by searching for “**Jump+ JMART**”.

In the next agenda item, the meeting facilitator invited Mr. Adisak Sukumvitaya, Chief Executive Officer, to present the strategic direction and key operational plans for the year 2026 for the shareholders’ acknowledgement, as follows:

Mr. Adisak Sukumvitaya reported to the Meeting the overall business overview and strategic direction of the Group, which may be summarized as follows:

Management expressed the view that, overall, the operating performance of the subsidiaries in the fourth quarter showed a positive trend. The only subsidiary reporting a loss was JAS Asset Public Company Limited, which was an accounting loss. Nevertheless, most group companies continued to demonstrate a clear growth trajectory.

Jaymart Mobile Company Limited (JMB) showed outstanding growth momentum and is expected to achieve a new record high in profitability. The Company plays a key role in supporting the “Lock Phone” business in collaboration with Singer Thailand Public Company Limited through a dealer network of more than 3,000 distributors, resulting in continuous growth in both revenue and profit. In addition, the Company sees opportunities to expand into the gadget product segment, which is expected to further support future growth.

SG Capital Public Company Limited (SGC), a subsidiary of Singer Thailand Public Company Limited, is expected to continue its growth trajectory and is also anticipated to achieve a new record high, supported by clearer business direction.

For KB J Capital Company Limited (KBJ), in which the Company has invested for more than four years, operating results have shown significant growth of more than 400%, with a customer base exceeding 2 million accounts. The Company has been able to effectively manage non-performing loans (NPLs) and expand its business through technology utilization.

Singer Thailand Public Company Limited is currently in a strong financial position, with significantly reduced credit risk exposure, sufficient cash and liquid assets, and well-managed inventory levels.

For JMT Network Services Public Company Limited (JMT), one of the core companies within the Group, the outlook indicates a return to stable performance, with expected credit loss (ECL) provisions maintained at an appropriate level and potential for future reversal of provisions.

However, the Company remains aware of external risks such as rising cost pressures and global economic uncertainty. Accordingly, scenario planning has been implemented to manage uncertainties and sustain business growth.

In addition, J Ventures Company Limited (JVC), which operates in the technology platform business, is planning to submit a filing to raise funds via an initial public offering (IPO) in the future to support business expansion and technology-related acquisitions.

For other investments such as “Suki Teenoi,” the Company views it as a high-potential investment and an additional long-term value driver for the Group.

Overall, companies in which the Group has invested continue to demonstrate clear growth potential and significantly reduced risk. It is also expected that several companies within the Group, such as JVC, KBJ, and Suki Teenoi, may be ready for listing on the Stock Exchange of Thailand in the future, which will further enhance long-term growth and value creation for the Group.

Suki Teenoi Business Update

Mr. Kittipat Chollavuth, in his capacity as a representative director from the Jaymart Group, reported to the Meeting on the business plan of BNN Restaurant Group Company Limited (“Suki Teenoi”), summarized as follows:

Suki Teenoi has set a sales target of approximately THB 13,000 million for 2026 and plans to expand to 60 additional branches, bringing the total number of branches to approximately 170 locations within the year.

In terms of marketing strategy, Suki Teenoi continues to develop and expand its brand portfolio, currently consisting of four brands: Suki Teenoi, Teenoi BBQ, Teenoi Gold, and Teenoi Plus, each targeting different customer segments. The Company also plans to launch a new brand, “Nai Phraan Mookata,” targeting upcountry customers with an affordable price point (not exceeding THB 200 per head), offering an Isaan-style buffet menu.

On cost management, the Company is aware of fluctuations in energy and raw material prices. However, meat prices remain lower compared to the previous year, allowing partial cost control, while transportation costs may be affected. To mitigate logistics costs and support expansion, the Company plans to establish an additional distribution center in the northeastern region, which is currently under negotiation for site selection.

The investment budget for 2026 is set at approximately THB 1,200–1,500 million, with an average investment of THB 12–15 million per branch, including distribution center development.

In terms of performance, the Company focuses on productivity improvement and net profit margin enhancement. In the previous year, net profit declined from approximately THB 1,100 million to THB 860 million, mainly due to promotional campaigns in Q3–Q4 aimed at maintaining the customer base amid increased competition.

Currently, Suki Teenoi has approximately 2 million members, with a target to expand to 3 million members in the near term.

The Company also places strong emphasis on human resource development, training, and employee welfare. Regional expansion into upcountry areas also helps create local employment opportunities.

In terms of corporate social responsibility (CSR), the Company provides opportunities for local farmers and small entrepreneurs to sell products at upcountry branches without rental charges, in order to support local communities during the current economic environment.

Shareholders Questions and Answers

Mr. Panya Chutisiriwong, the Meeting Moderator, opened the floor for shareholders to raise questions.

The Moderator informed the Meeting that any shareholders wishing to ask questions or express opinions on this agenda item were requested to raise their hand. Upon being granted permission by the Chairperson, they were kindly requested to identify themselves as either a shareholder or a proxy, and to state their full name prior to asking questions.

For shareholders attending the Meeting via online platform, they were able to submit questions through the Q&A function or press the “raise hand” button, after which the staff would unmute their microphone accordingly.

It was also noted that no advance questions were submitted prior to the Meeting for this agenda item.

Questions from Shareholders (Investor Rights Volunteers from the Thai Investors Association)

Mrs. Kritika Panglad, acting as an Investor Rights Volunteer from the Thai Investors Association, raised comments and inquiries to the Meeting, summarized as follows:

1. The shareholder inquired about the determination of Key Performance Indicators (KPIs) for the Company as a holding company, particularly how KPIs are set for subsidiaries and investee companies in the short-, medium-, and long-term, in order to ensure sustainable investment performance.
2. The shareholder asked about the assessment of market share for investee businesses, such as Suki Teenoi, Singer, and other businesses, including their competitive positioning within the industry and strategies to enhance competitiveness in cases where the Company is not the market leader.

3. The shareholder inquired about the impact of price competition, particularly in the restaurant business such as Suki Teenoi, and how the Company manages cost structure and maintains profitability under promotional and pricing pressures.
4. The shareholder asked about capital structure management as a holding company, including capital allocation across businesses, financial cost management, and maintaining an appropriate capital structure, particularly in relation to debenture issuance and rollovers.
5. The shareholder also inquired about the adoption of Generative AI technology within the organization, including governance approaches to ensure appropriate and responsible use, and to mitigate risks from potentially inaccurate or misleading information in decision-making.

Management Response

Mr. Adisak Sukumvitaya responded to the Meeting, summarized as follows:

Regarding KPI management, the Company closely monitors operating performance on a weekly basis, in addition to quarterly and annual reviews, in order to ensure timely tracking and corrective actions. This reflects a proactive management approach.

In terms of market share, the Company focuses on quality growth together with profitability, rather than pursuing market leadership in all segments if such growth does not generate appropriate returns. Nevertheless, several group companies maintain strong competitive positions, such as businesses related to the “Lock Phone” ecosystem, where certain subsidiaries hold leading market positions in specific segments.

Regarding price competition in the restaurant business, such as “Suki Teenoi,” the Company continues to implement strict cost control measures, while the business strategy may initially focus on market expansion before shifting toward profitability enhancement in later stages.

On capital structure, the Group incurs approximately THB 400 million in annual interest expenses. The Company views current investment levels as having sufficient upside potential to cover financial costs. In addition, the Company has the flexibility to reduce leverage and improve liquidity should the investment portfolio be adjusted.

Ms. Ladda Waruntarakul further clarified that investment decisions are based on: (1) sufficiency of cash flow, (2) access to funding sources from financial institutions considering expected investment yield, and (3) debt financing through instruments such as debentures, which requires long-term debt servicing capability assessment. The Company’s cost of capital also depends on its corporate credit rating.

Regarding AI adoption, the Company applies a practical, use-case-based approach through the “J.AI Arena” initiative, which serves as a platform for employees across the Group to develop, test, and scale AI applications in business operations, thereby accelerating AI adoption.

Mr. Panya Chutisiriwong further added that the Company emphasizes AI maturity development, focusing on achieving tangible business outcomes through Human-AI collaboration rather than standalone AI operation. The Company has also established a Responsible AI governance framework, taking into account personal data protection and stakeholder impacts to ensure that AI adoption is appropriate, transparent, and sustainable.

The Meeting Moderator then asked whether any shareholders wished to raise additional questions or express further opinions. No further questions were raised.

The Moderator therefore informed the Meeting that this agenda item was for acknowledgment only and no voting was required. The Meeting acknowledged the 2025 annual operating performance report as presented.

Note: In this agenda item, an additional 1 shareholder joined the Meeting, representing 5,100 shares. Accordingly, a total of 104 shareholders attended the Meeting, representing an aggregate of 695,819,211 shares.

Agenda 3. To Consider and Approve the Statement of Financial Position and the Statement of Comprehensive Income for the Year Ended 31 December 2025

The Chairman of the Meeting assigned Panya Chutisiriwong, the Company’s Meeting Moderator, to present the details of this agenda item.

Mr. Panya Chutisiriwong reported to the Meeting that this agenda item was proposed for consideration and approval of the statement of financial position and the statement of comprehensive income of the Company for the year ended 31 December 2025. The said financial statements have been duly prepared and audited by the Company’s certified auditor.

The Company’s financial statements, including the statement of comprehensive income and the auditor’s report, have been reviewed by the Audit and Risk Management Committee and duly examined and certified by the Company’s external auditor.

In addition, the Company has distributed the said information to shareholders in advance, as included in the 2025 Annual Report (Form 56-1 One Report), to allow sufficient time for shareholders’ consideration.

Details of the Company's operating results and financial position had already been presented to the Meeting in the previous agenda item.

Mr. Panya Chutisiriwong, the Meeting Facilitator, informed the Meeting that if any shareholder wished to ask a question or express an opinion regarding this agenda item, they were kindly requested to raise their hand. Once acknowledged by the Chairman, they should state whether they are a shareholder or a proxy, and provide their full name before proceeding with their question.

For shareholders participating via the online platform, questions could be submitted through the Q&A channel or by using the "Raise Hand" function. The meeting staff would then enable the microphone for the respective shareholder.

Mr. Panya further informed the Meeting that no questions had been submitted in advance for this agenda item.

A one-minute opportunity was provided for shareholders to raise any questions. As no questions were raised, the Facilitator proposed that the Meeting proceed to the voting process. Approval of this agenda item required a majority vote of the shareholders present and eligible to vote.

Mr. Panya Chutisiriwong instructed that shareholders attending in person may submit their voting ballots directly to the meeting staff.

Shareholders attending online were requested to access the E-Voting window to cast their votes within the designated one-minute voting period. Upon selecting their vote, a confirmation pop-up would appear, prompting them to confirm their selection. Shareholders were required to click "Confirm" to finalize their vote. If a shareholder did not submit a physical ballot or failed to vote via the online system for any agenda item, their vote would be automatically counted as in favor of the resolution.

A one-minute period was provided for shareholders to vote. Upon the expiration of the voting period, Mr. Panya declared the closing of the vote for this agenda item. Shareholders participating online were requested to return to the Zoom meeting to continue following the proceedings. The meeting staff would then collect and compile all votes submitted through the voting system.

Resolution After due consideration, the Meeting unanimously resolved to approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2025 in all respects as presented. The voting results were as follows:

Resolution	Number of Votes Cast (1 Share per 1 Vote)	%
Approved	695,819,211	100.0000
Disapproved	-	-
Total	695,819,211	100.0000
Abstained	-	-
Voided Ballot	-	-

Remark: In this agenda item, no additional shareholders joined the Meeting. Accordingly, the total number of attendees remained at 104 shareholders, representing an aggregate of 695,819,211 shares.

Agenda 4. To Acknowledge the Interim Dividend Payment and to Consider and Approve the Omission of the Allocation of Net Profit for the Year 2025 to the Legal Reserve and the Omission of Dividend Payment for the Second Half of 2025 (1 July 2025 – 31 December 2025)

The Chairman assigned Mr. Panya Chutisiriwong, the Meeting Facilitator, to present the details of this agenda item to the Meeting.

Mr. Panya Chutisiriwong informed the Meeting that, pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 46 of the Company’s Articles of Association, dividend payments must not be made from sources other than profits. In cases where the Company has accumulated losses, dividend distribution is prohibited. Furthermore, Article 47 stipulates that the Company must allocate not less than 5% of its annual net profit, after deduction of accumulated losses (if any), to a legal reserve until such reserve reaches not less than 10% of the registered capital.

The Company has a dividend policy to pay no less than 50% of its net profit after tax and legal reserve, primarily based on the consolidated financial statements. However, the Company’s Board of Directors reserves the right to omit or change this policy from time to time if deemed appropriate.

Additionally, under Article 48 of the Articles of Association, the Board of Directors may, from time to time, approve interim dividend payments if it is deemed that the Company has adequate profits. Such interim payments must be reported to the next shareholders’ meeting for acknowledgment.

Mr. Panya Chutisiriwong reported to the Meeting that, based on the consolidated financial statements for the year 2025, the Company recorded a net loss of THB 161,838,873, equivalent to a loss per share of THB 0.111. The

separate financial statements also reflected a net loss in the same amount. As a result, the Company is unable to allocate profit as statutory reserve and is not able to declare dividend payment for the second half of 2025 operating results.

However, the Board of Directors has carefully considered relevant factors, including operating results, financial position, cash flow, and the Company's dividend policy. Accordingly, it is deemed appropriate to report to shareholders the interim dividend payments for the year 2025, which have already been made in two installments as follows:

- **First interim dividend for 2025:** The Company paid a cash dividend from retained earnings at the rate of THB 0.23 per share for 1,471,711,584 ordinary shares (before treasury shares deduction), totaling THB 336,713,625. The dividend was paid to shareholders on 29 May 2025.
- **Second interim dividend for 2025:** The Company paid a cash dividend from operating results for the period 1 January 2025 to 30 June 2025 at the rate of THB 0.13 per share for 1,471,711,640 ordinary shares (before treasury shares deduction), totaling THB 191,322,513. The dividend was paid to shareholders on 11 December 2025.

This agenda item is for acknowledgment only, as the aforementioned dividend payments have already been completed.

For the second-half operating results of 2025 (from 1 July 2025 to 31 December 2025), the Board of Directors resolved to propose to the 2026 Annual General Meeting of Shareholders to approve the omission of statutory reserve allocation and the omission of dividend payment for such period, due to the consolidated net loss position of the Company, which does not permit such actions under applicable laws and regulations.

Mr. Panya Chutisiriwong, the Meeting Facilitator, allowed one minute for shareholders to ask questions. He informed the Meeting that any shareholder who wished to ask a question or express an opinion was kindly requested to raise their hand. Upon being granted permission by the Chairman, the shareholder should indicate whether they are attending as a shareholder or as a proxy and state their full name before making an inquiry.

For shareholders attending via the online platform, questions could be submitted through the Q&A function or by using the "Raise Hand" feature. The meeting staff would then enable the microphone for the respective participant.

Mr. Panya further noted that no questions regarding this agenda item had been submitted in advance prior to the Meeting.

As no questions were raised during the allotted time, Mr. Panya invited the Meeting to proceed with the voting process. Approval of this agenda item required a majority vote of the shareholders present and eligible to vote.

Mr. Panya informed shareholders attending in person that they may submit their completed voting ballots directly to the meeting staff.

For shareholders participating via the online platform, they were requested to access the E-Voting tab and cast their votes within the designated one-minute voting period. Once a voting option was selected, a confirmation pop-up would appear. Shareholders were instructed to click "Confirm" to finalize their vote. If a shareholder did not submit a ballot or cast their vote via the system for any given agenda item, the vote would be deemed as in favor of the resolution.

A one-minute period was provided for voting. Upon the expiration of the voting time, Mr. Panya declared the closing of the vote for this agenda item. Shareholders attending via the online platform were requested to return to the Zoom meeting interface to continue following the meeting proceedings. The meeting staff would then compile and count all votes submitted through the E-Voting system.

Resolution After due consideration, the Meeting unanimously resolved to approve the omission of statutory reserve allocation, acknowledge the interim dividend payments, and approve the omission of dividend payment for the second half-year operating results of 2025 (from 1 July 2025 to 31 December 2025), in all respects as presented. The voting results were as follows:

Resolution	Number of Votes Cast (1 Share per 1 Vote)	%
Approved	695,819,211	100.0000
Disapproved	-	-
Total	695,819,211	100.0000
Abstained	-	-
Voided Ballot	-	-

Remark: In this agenda item, no additional shareholders joined the Meeting. Accordingly, the total number of attendees remained at 104 shareholders, representing an aggregate of 695,819,211 shares.

Agenda 6. Consideration and approval of the determination of the directors' remuneration for the year 2025.

The Chairman of the Meeting assigned Mr. Panya Chutisiriwong, the Company's Meeting Moderator, to present the details regarding the determination of directors' remuneration for the year 2026 to the Meeting.

Mr. Panya Chutisiriwong reported to the Meeting that, pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 and Article 34 of the Company's Articles of Association, directors are entitled to receive remuneration from the Company in the form of salary, bonus, meeting allowance, gratuity, bonus, or other forms of benefits as prescribed by the Articles of Association or as determined by the shareholders' meeting, either as a fixed amount or on a periodic basis, and such arrangement may remain effective until amended. In addition, directors are entitled to allowances and other welfare benefits in accordance with the Company's regulations.

The Board of Directors has considered the determination of directors' remuneration based on appropriate criteria, as reviewed and screened by the Nomination, Remuneration, Corporate Governance and Sustainability Development Committee. In this regard, consideration has been given to the scope of duties and responsibilities, the Company's operating performance, as well as the overall roles and performance of the Board of Directors.

Furthermore, the Board has benchmarked the remuneration against peer companies in the same industry with comparable size in terms of revenue and market capitalization, based on the Directors' Remuneration Survey Report for 2024 issued by the Thai Institute of Directors Association (IOD), as well as good corporate governance principles.

Based on such consideration, the Board is of the view that the directors' remuneration is appropriate, fair, and comparable to peer companies in the same industry.

Accordingly, it is proposed that the Meeting approve the directors' remuneration for the year 2026 at the same rate as 2025, with a total budget not exceeding THB 5,000,000. Directors shall receive remuneration on a quarterly basis (four times per year) and meeting attendance fees for meetings exceeding eight times per year, with no additional benefits. This excludes any remuneration or benefits received by directors in their capacity as employees of the Company (if any).

The details of such remuneration have been disclosed to shareholders in advance in the notice of the Meeting.

Directors' Remuneration for the Years 2025 and 2026 (Proposed)

Position	2025 (Baht/Person/Month)	2026 (Proposed) (Baht/Person/Month)	Remarks
1. Board of Directors' remuneration			
Monthly benefits			
Chairman of the Board	50,000	50,000	No Change
Vice Chairman of the Board	40,000	40,000	No Change
Director	30,000	30,000	No Change
2. Sub-Committee Remuneration			
Audit and Risk Management Committee			
Chairman of the Audit and Risk Management Committee	50,000	50,000	No Change
Member of the Audit and Risk Management Committee	30,000	30,000	No Change
Nomination, Remuneration, Corporate Governance and Sustainability Committee			
Chairman of the Nomination, Remuneration, Corporate Governance and Sustainability Committee	-None-	-None-	No Change
Member of the Nomination, Remuneration, Corporate Governance and Sustainability Committee	-None-	-None-	No Change
Other Benefits	-None-	-None-	No Change

Mr. Panya Chutisiriwong, the Meeting Moderator, invited shareholders to raise any questions or comments related to this agenda item within one minute.

He further informed the Meeting that if any shareholder wished to raise a question or express an opinion, they were kindly requested to raise their hand. Once permitted by the Chairman, the shareholder should please state whether they are a shareholder or a proxy holder, and provide their full name before posing their question.

For shareholders attending via the online platform, questions could be submitted via the Q&A channel or by pressing the "Raise Hand" button. The Company's staff would then enable the microphone for the respective participant.

No advance questions were submitted by any shareholder for this agenda item.

As there were no further questions from the shareholders, the Moderator proceeded to request the Meeting to cast their votes. Approval of this agenda requires no less than two-thirds of the total votes of shareholders present at the Meeting.

Mr. Panya Chutisiriwong then allowed one minute for shareholders to consider and cast their votes.

He continued by informing shareholders physically present in the meeting room to submit their ballots to the staff directly.

For shareholders attending via the online platform, they were asked to access the E-Voting panel and cast their vote within the specified time (1 minute). After making their selection, a confirmation pop-up would appear asking for final confirmation. Shareholders were requested to click “Confirm” to finalize their vote.

In case any shareholder did not submit their ballot or did not vote via the system for any agenda item, the system would automatically count the vote as “Approved” in accordance with the meeting procedure.

Upon the completion of the voting period, the Moderator announced the closing of the vote collection for this agenda item and asked all shareholders who had voted to return to the Zoom platform to continue viewing the meeting. The Company’s staff would then proceed with vote counting and result compilation via the electronic system.

Resolution After due consideration, the Meeting unanimously resolved to approve the determination of directors’ remuneration for the year 2026 in all respects as presented. The voting results were as follows:

Resolution	Number of Votes Cast (1 Share per 1 Vote)	%
Approved	695,819,211	100.0000
Disapproved	-	-
Abstained	-	-
Total	695,819,211	100.0000
Voided Ballot	-	-

Remark: In this agenda item, no additional shareholders joined the Meeting. Accordingly, the total number of attendees remained at 104 shareholders, representing an aggregate of 695,819,211 shares.

Agenda 6. To Consider and Approve the Appointment of Directors to Replace Those Retiring by Rotation for the Year 2026

The Chairman assigned Mr. Panya Chutisiriwong, the Meeting Facilitator, to present the details of this agenda item.

Mr. Panya Chutisiriwong informed the Meeting that, in accordance with Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 18 of the Company’s Articles of Association, at every Annual

General Meeting of Shareholders, one-third (1/3) of the directors—or, if their number is not a multiple of three, then the number closest to one-third—must retire by rotation.

For the 2026 Annual General Meeting of Shareholders, the following three directors are due to retire by rotation:

<u>List of Directors</u>	<u>Position</u>
(1) Ms. Yuvadee Pong-acha	Director
(2) Mr. Kitipat Chollavuth	Director
(3) Mr. Suwit Kingkaew	Independent Director

To ensure compliance with good corporate governance principles, the Meeting Moderator invited the two retiring directors, namely Mr. Kitipat Chollavuth and Mr. Suwit Kingkaew, to temporarily leave the meeting room and proceed to the reception area during the consideration and voting of this agenda item. The directors will rejoin the Meeting after the resolution has been duly passed.

In addition, to promote shareholder participation and in accordance with good corporate governance principles, the Company provided shareholders with the opportunity to propose candidates for director nomination and to submit agenda items for the 2026 Annual General Meeting of Shareholders in advance, in accordance with the Company's prescribed criteria. Such criteria were disclosed via the Company's website and the Stock Exchange of Thailand's information dissemination system during the period from 1 October 2025 to 31 December 2025.

Upon expiry of the said period, it was found that no shareholder proposed any candidate for director nomination or submitted any agenda items.

The nomination of directors in this agenda item has been reviewed and approved by the Nomination, Remuneration, Corporate Governance and Sustainability Committee, excluding directors who have conflicts of interest or those required to retire by rotation.

The Board of Directors has conducted the nomination process and assessment of candidates in a careful, transparent manner and in accordance with good corporate governance principles, taking into account legal requirements, the Company's Articles of Association, and relevant criteria. Consideration was also given to the Board Skill Matrix, as well as the candidates' knowledge, competence, skills, experience, and expertise aligned with the Company's strategy and business operations, in order to ensure diversity and effective board oversight.

Accordingly, it is proposed that the Meeting approve the re-appointment of the three retiring directors, namely Ms. Yuvadee Pong-acha, Mr. Kitipat Chollavuth, and Mr. Suwit Kingkaew, for another term of office.

These directors are fully qualified under applicable laws, the Company's Articles of Association, and relevant regulations, and possess knowledge, competence, and experience beneficial to the Company's business operations in various fields, including management, economics, information technology, internal audit, accounting and finance, law, marketing, capital markets, as well as corporate governance and sustainability.

In addition, all three directors have performed their duties with responsibility, due care, and integrity throughout their tenure. The Company has disclosed their profiles and experience in the invitation letter to the shareholders' meeting (Attachment 3), which has been distributed to shareholders in advance.

In accordance with good corporate governance principles, the voting for the election of directors shall be conducted on an individual basis. Accordingly, the Meeting will consider the re-appointment of directors under Agenda Items 6.1, 6.2, and 6.3 respectively.

Agenda 6.1 Ms. Yuvadee Pong-acha

Ms. Yuvadee Pong-acha has served as a director of the Company since 26 March 2007. If re-elected, her total tenure will amount to 21 years. She is one of the founders of the Company and holds 57,121,331 shares in the Company, representing 3.88% of the total issued shares.

In this agenda item, the Meeting Moderator inquired whether any shareholders had additional questions or comments.

No further questions were raised by the shareholders.

The Meeting Moderator therefore invited the Meeting to proceed with voting. This agenda item requires approval by a majority vote of the shareholders attending the Meeting and entitled to vote.

For shareholders attending the Meeting in person, they were requested to submit their voting ballots to the Company's staff.

For shareholders attending the Meeting via online platform, they were requested to cast their votes through the E-Voting system within the specified time limit (1 minute). After selecting their voting option, a pop-up window appeared to confirm the voting decision, and shareholders were required to press "OK" to confirm their vote.

In the event that shareholders did not submit their ballots or did not cast their votes via the system for any agenda item, such votes would be deemed as approval of the resolution as proposed by the Meeting.

Upon completion of the voting period, the Meeting Moderator closed the voting for this agenda item. Shareholders who had completed voting were requested to return to the Zoom meeting interface to continue viewing and listening to the proceedings, while the staff proceeded to collect and tabulate all voting results from the system.

Resolution After due consideration, the Meeting resolved to approve the re-appointment of Ms. Yuvadee Pong-acha as a director for another term, as previously held. The voting results were as follows:

Resolution	Number of Votes Cast (1 Share per 1 Vote)	%
Approved	695,772,611	99.9933
Disapproved	46,600	0.0067
Total	695,819,211	100.0000
Abstained	-	-
Voided Ballot	-	-

Remark: In this agenda item, no additional shareholders joined the Meeting. Accordingly, the total number of attendees remained at 104 shareholders, representing an aggregate of 695,819,211 shares.

Agenda 6.2 Mr. Kitipat Chollavuth

Mr. Kitipat Chollavuth has served as a director of the Company since 11 February 2025. If re-elected, his total tenure will amount to 4 years. He holds 66,450 shares in the Company, representing 0.00% of the total issued shares.

In this agenda item, the Meeting Moderator inquired whether any shareholders had additional questions or comments.

No further questions were raised by the shareholders.

The Meeting Moderator therefore invited the Meeting to proceed with voting. This agenda item requires approval by a majority vote of the shareholders attending the Meeting and entitled to vote.

For shareholders attending the Meeting in person, they were requested to submit their voting ballots to the Company's staff.

For shareholders attending the Meeting via online platform, they were requested to cast their votes through the E-Voting system within the specified time limit (1 minute). After selecting their voting option, a pop-up window appeared to confirm the voting decision, and shareholders were required to press “OK” to confirm their vote.

In the event that shareholders did not submit their ballots or did not cast their votes via the system for any agenda item, such votes would be deemed as approval of the resolution as proposed by the Meeting.

Upon completion of the voting period, the Meeting Moderator closed the voting for this agenda item. Shareholders who had completed voting were requested to return to the Zoom meeting interface to continue viewing and listening to the proceedings, while the staff proceeded to collect and tabulate all voting results from the system.

Resolution After due consideration, the Meeting resolved to approve the re-appointment of Mr. Kitipat Chollavuth as a director for another term, as previously held. The voting results were as follows:

Resolution	Number of Votes Cast (1 Share per 1 Vote)	%
Approved	695,772,611	99.9933
Disapproved	46,600	0.0067
Total	695,819,211	100.0000
Abstained	-	-
Voided Ballot	-	-

Remark: In this agenda item, no additional shareholders joined the Meeting. Accordingly, the total number of attendees remained at 104 shareholders, representing an aggregate of 695,819,211 shares.

Agenda 6.3 Mr. Suwit Kingkaew

Mr. Suwit Kingkaew has served as an independent director of the Company since 31 August 2007. If re-elected, his total tenure will amount to 21 years. He holds 789,790 shares in the Company, representing 0.05% of the total issued shares.

In this agenda item, the Meeting Moderator inquired whether any shareholders had additional questions or comments.

No further questions were raised by the shareholders.

The Meeting Moderator therefore invited the Meeting to proceed with voting. This agenda item requires approval by a majority vote of the shareholders attending the Meeting and entitled to vote.

For shareholders attending the Meeting in person, they were requested to submit their voting ballots to the Company’s staff.

For shareholders attending the Meeting via online platform, they were requested to cast their votes through the E-Voting system within the specified time limit (1 minute). After selecting their voting option, a pop-up window appeared to confirm the voting decision, and shareholders were required to press “OK” to confirm their vote. In the event that shareholders did not submit their ballots or did not cast their votes via the system for any agenda item, such votes would be deemed as approval of the resolution as proposed by the Meeting.

Upon completion of the voting period, the Meeting Moderator closed the voting for this agenda item. Shareholders who had completed voting were requested to return to the Zoom meeting interface to continue viewing and listening to the proceedings, while the staff proceeded to collect and tabulate all voting results from the system.

Resolution After due consideration, the Meeting resolved to approve the re-appointment of Mr. Suwit Kingkaew as an independent director for another term, as previously held. The voting results were as follows:

Resolution	Number of Votes Cast (1 Share per 1 Vote)	%
Approved	694,308,951	99.7830
Disapproved	1,510,260	0.2170
Total	695,819,211	100.0000
Abstained	-	-
Voided Ballot	-	-

Remark: In this agenda item, no additional shareholders joined the Meeting. Accordingly, the total number of attendees remained at 104 shareholders, representing an aggregate of 695,819,211 shares.

The Meeting Moderator expressed appreciation to all shareholders for their consideration and approval of the re-appointment of the three retiring directors to resume their positions for another term. The Board of Directors currently comprises a total of 8 members.

The Meeting Moderator then invited the two directors to rejoin the Meeting and informed the Meeting that the shareholders had resolved to approve the re-appointment of all three directors for another term. The Meeting Moderator also extended congratulations to the said directors.

Agenda 7. To consider and approve the Appointment of the Company’s Auditors and the Determination of the Audit Fees for the Year 2026

The Chairman assigned Mr. Panya Chutisiriwong, the meeting facilitator of the company, to present the details regarding the appointment of the company’s auditors and the determination of the audit fees for the year 2026 to the meeting.

Mr. Panya Chutisiriwong reported to the Meeting that, pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 and Article 41 of the Company’s Articles of Association, the Annual General Meeting of Shareholders is required to consider the appointment of the auditor and the determination of audit fees.

The Audit and Risk Management Committee has conducted a thorough selection process and proposed the appointment of the Company’s auditor for the year 2026. The selection was carried out in accordance with the Company’s criteria and procedures, taking into account credibility, independence, qualifications, knowledge, competence, and experience in auditing, as well as service quality (performance), adequacy of personnel resources, and appropriateness of audit fees.

The Audit and Risk Management Committee is of the opinion that EY Office Limited is a reputable audit firm with high professional standards, sufficient qualified personnel, and the capability to appropriately serve the Company’s business operations.

Such recommendation has been reviewed and endorsed by the Audit and Risk Management Committee and approved by the Board of Directors.

Accordingly, it is proposed that the Meeting approve the appointment of auditors from EY Office Limited as the auditors of the Company and its subsidiaries for the year 2026 for a further period of one year.

The auditors, any one of whom may act as the auditor and express an opinion on the financial statements of the Company and its subsidiaries, are as follows:

Auditors’ name	CPA No.	The duration of serving as the Company's auditor
1. Ms. Orawan Techawatanasirikul / or	4807	- years
2. Ms. Sumana Punpongsanon /or	5872	- years
3. Ms. Suchada Tantioran / or	7138	2 years
4. Mrs. Nummon Kerdmongkhonchai / or	8368	- years

Auditors' name	CPA No.	The duration of serving as the Company's auditor
5. Ms. Wilaiporn Chaowiwatkul	9309	- years

Mr. Panya Chutisiriwong further reported to the Meeting that the Company also proposes the audit fees and quarterly review fees for the Company and its subsidiaries for the year 2026 in the total amount of THB 24,401,500, in accordance with the proposal of the Audit and Risk Management Committee, which has been carefully considered and subsequently approved by the Board of Directors. The details are as follows:

- Audit fees of the Company: THB 3,130,000, an increase of THB 130,000
- Audit fees of subsidiaries: THB 21,271,500, a decrease of THB 479,500
- Total audit fees: THB 24,401,500

The Company has no non-audit fees, and both the Company and its subsidiaries engage the same audit firm.

The increase in audit fees for the Company in 2026 is due to the fact that there was no adjustment in 2027, while there was a reduction in 2028. The current adjustment is intended to align the fees with the 2026 level and to reflect the increase in operating costs, particularly personnel-related expenses.

The proposed auditors meet the qualifications prescribed by the Securities and Exchange Commission and do not have any relationship or conflict of interest with the Company, its subsidiaries, management, major shareholders, or related persons, thereby ensuring independence in the performance of their duties.

In addition, the proposed auditors do not provide any non-audit services to the Company or its subsidiaries that may give rise to a conflict of interest.

Accordingly, it is proposed that the Meeting approve the appointment of the auditors and the determination of audit fees as presented.

Mr. Panya Chutisiriwong opened the floor for shareholders to raise questions.

The Meeting Moderator informed the Meeting that any shareholders wishing to ask questions or express opinions on this agenda item were kindly requested to raise their hand. Upon being granted permission by the Chairperson, shareholders were requested to identify whether they were shareholders or proxies, and to state their full name before asking questions.

For shareholders attending via online platform, they may submit questions through the Q&A function or press the “raise hand” button, after which the staff would unmute their microphone accordingly.

It was noted that no advance questions were submitted prior to the Meeting for this agenda item.

As no further questions were raised by shareholders, the Meeting Moderator proceeded to invite the Meeting to cast their votes. This agenda item requires approval by a majority vote of the shareholders attending the Meeting and entitled to vote.

For shareholders attending the Meeting in person, they may submit their voting ballots to the Company’s staff.

For shareholders attending via online platform, they were requested to cast their votes via the E-Voting system within the specified time limit (1 minute). After selecting their voting option, a pop-up window would appear for confirmation, and shareholders were required to press “OK” to confirm their vote. In the event that no voting was submitted, such votes would be deemed as approval of the proposal.

Upon completion of the voting period, the Meeting Moderator closed the voting for this agenda item.

Shareholders who had completed voting were requested to return to the Zoom meeting interface to continue viewing and listening to the Meeting proceedings, while the staff proceeded to collect and tabulate all voting results from the system.

Resolution After due consideration, the Meeting unanimously resolved to approve the appointment of the auditors and the determination of audit fees for the year 2026 in all respects as presented. The voting results were as follows:

Resolution	Number of Votes Cast (1 Share per 1 Vote)	%
Approved	695,819,211	100.0000
Disapproved	-	-
Total	695,819,211	100.0000
Abstained	-	-
Voided Ballot	-	-

Remark: In this agenda item, no additional shareholders joined the Meeting. Accordingly, the total number of attendees remained at 104 shareholders, representing an aggregate of 695,819,211 shares.

Agenda 8. To Consider Other Matters (if any)

For this Meeting, there were no additional agenda items for consideration. The Chairperson then invited shareholders to raise any further questions or suggestions.

Questions from Shareholders

Mr. Kriangmas Phanchai, a shareholder attending the Meeting in person, inquired about the business direction of JAS Asset Public Company Limited, as well as issues relating to fair value. The shareholder expressed that certain details were not yet fully understood and noted that such items have had a significant impact on the Company's operating results. Accordingly, clarification from the accounting department was requested.

Management Clarification

Mr. Adisak Sukumvitaya clarified that JAS Asset Public Company Limited is currently in a phase of asset management and property development to increase occupancy rates and adjust rental rates to more appropriate levels. Although the current economic environment remains challenging, the Company has ongoing initiatives to improve operating performance, with the impact expected to gradually diminish over time.

The Company continues to focus on asset management to generate long-term cash flow and is considering partial asset disposals, such as land in Khon Kaen province and certain community mall projects, in order to reduce interest burden and enhance liquidity. The Board of Directors is closely monitoring these developments and believes that the overall impact on the Group remains manageable.

Mr. Panya Chutisiriwong further clarified the fair value issue, stating that the Company's business involves investment properties development and leasing. Accordingly, the carrying value of assets is based on expected future cash flows, which are discounted to present value using assumptions such as revenue growth rates and discount rates, in accordance with applicable accounting standards.

In the past period, due to economic conditions and changes in occupancy rates, asset valuations were reassessed in coordination with the external auditor, resulting in fair value losses and impairment losses of approximately THB 500 million, which are non-cash items.

However, such volatility is expected to decrease going forward, as the Company has adjusted its asset management strategy, including repurposing certain projects to generate better income and cash flow, as well as improving operational efficiency of retail properties in line with business plans. This is expected to reduce the risk of significant fair value losses compared to the previous year.

Since no further questions or agenda items were raised by shareholders, the Meeting Moderator invited the Chairperson to proceed with the closing remarks.

The Chairman of the Board expressed appreciation to all shareholders and participants for attending the Meeting, both onsite and via online platform, and for their valuable comments and feedback.

The Chairman of the Board then declared the Annual General Meeting of Shareholders for the year 2026 officially adjourned.

The Meeting was adjourned at 03.25 p.m.

Signed _____ Chairman of the Meeting
(Mr. Pisnu Pong-acha)
Chairman of the Board

Signed _____ the Minutes Taker
(Ms. Ladda Waruntarakul)
Company Secretary