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**Minutes of the 2026 Annual General Meeting of Shareholders  
of  
SAAM Development Public Company Limited**

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The Meeting was held on 23 April 2026 at 2:00 p.m. at Thonglor 2 Meeting Room, 6th Floor Grande Centre Point Sukhumvit 55 Hotel, 300 Sukhumvit Soi 55, Khlong Tan Nuea, Watthana, Bangkok 10110

SAAM Development Public Company Limited (the "Company") set the Record Date as 09 March 2026, to specify the list of shareholders who had the right to attend the Annual General Meeting 2026. The number of shareholders as at 09 March 2026 was 1,149, holding a combined total of 317,000,000 shares.

**Directors Present at the Meeting**

- |                              |  |
|------------------------------|--|
| 1. Mrs. Songsri Nitayasuth   | Chairman of the Board of Directors and<br>Chairman of the Executive Committee                              |
| 2. Ms. Sawanee Kongsakul     | Independent Director,<br>and Chairman of the Audit Committee   |
| 3. Dr. Thitipong Nandhabiwat | Independent Director and Audit<br>Committee Member   |
| 4. Mr. Therapong Suebvattana | Independent Director and<br>Audit Committee Member   |
| 5. Mr. Podduang Kongkamee    | Director, Deputy Chairman of the<br>Executive Committee, and<br>Chief Executive Officer                    |
| 6. Ms. Krittiya Honghiran    | Deputy Chairman of the Board,<br>Executive Committee Member, and<br>Chief Accounting and Financial Officer |
| 7. Mr. Manukitti Nityasuddhi | Director, Executive Committee Member,<br>and Chief Operating Officer                                       |
| 8. Mr. Poramin Insom         | Director   |

The Company has 8 directors, 8 of whom were present at the Meeting, representing 100% attendance by the Board of Directors.



### External Auditor from PKF Audit (Thailand) Limited Present at the Meeting

- |                                  |                             |
|----------------------------------|-----------------------------|
| 1. Ms. Kanyanat Sriratchatchaval | Certified Public Accountant |
| 2. Ms. Kamolwan Sooksai          | Assistant Audit Manager     |

### The Meeting Convened

Ms. Nattamol Pulpipattanan acted as The Facilitator (“the Facilitator”) and announced that a total of 41 persons registered to attend the Meeting, comprising 16 shareholders attending in person, representing 180,914,629 shares, and 25 proxies, representing 11,668,201 shares. The total number of shares represented at the Meeting was 192,582,830 shares, equivalent to 60.7517% of the Company’s total issued shares of 317,000,000 shares. A quorum was therefore constituted in accordance with the Company’s Articles of Association.

Mrs. Songsri Nitayasuth, Chairman of the Board of Directors, who presided as Chairman of the Meeting (“**Chairman**”), welcomed shareholders and proxy holders attending the Meeting and formally declared the Meeting open for consideration of matters in accordance with the agenda. The Chairman assigned Ms. Nattamol Pulpipattanan to proceed in facilitating the Meeting and Miss Krittiya Honghiran to provide information to the Meeting for each agenda.

The Facilitator informed the Meeting that the Company had provided shareholders with the opportunity to propose agenda items and submit questions in advance during the period from 1 October 2025 to 31 December 2025. However, no shareholder proposed any additional agenda items or submitted any questions.

The Meeting Moderator informed the Meeting of agenda and procedure in casting votes for each agenda as follows:

#### 1. Sequence of the Agenda

The Meeting would consider matters in accordance with the agenda specified in the notice of the Meeting. For each agenda item, relevant information would be presented, and shareholders would be given the opportunity to ask questions or express opinions as appropriate before voting on such agenda item. Shareholders or proxy holders wishing to raise questions or express opinions were requested to complete a question form, specifying their full name and indicating whether they attended in person or by proxy, and submit the



form to the Company's staff. Questions unrelated to the agenda items would be addressed under Agenda Item 12: Other Business.

2. Casting Votes for Each Agenda

To ensure efficiency and transparency, for each agenda item the Company would inquire whether any shareholders objected or abstained from voting. Shareholders wishing to vote against or abstain were required to mark the appropriate box on the ballot and submit it to the Company's staff for vote counting.

The vote counting method would deduct votes against and abstentions from the total number of votes, with the remaining votes deemed votes in favor. Shareholders and proxy holders were required to sign the ballot before submission.

In the case of proxy holders, where voting instructions had been provided in advance by the shareholders, the votes would be counted in accordance with such instructions, and proxy holders would not be required to vote at the Meeting. If no voting instructions were specified or the instructions were unclear, the proxy holder would be entitled to vote at their discretion. Shareholders who wished to leave the Meeting early or would not be present for certain agenda items could exercise their voting rights by submitting their ballots in advance to the Company's staff stationed at the side of the meeting room.

Ballots marked in more than one box, expressing conflicting intentions, or altered without signature confirmation would be deemed invalid. Any correction to a ballot required crossing out the original marking and signing to confirm the amendment.

For Agenda 10: To consider and approve the election of directors in place of those retiring by rotation, voting will be conducted on an individual basis, and the votes will be counted separately for each nominated director, in accordance with good corporate governance practices.

3. Voting Rights

Article 38 of the Company's Articles of Association states that "In Shareholders' Meeting, shareholders have the right to attend and cast votes equivalent to the number of shares held by such shareholder, with one (1) vote per one (1) share held. Any shareholder having special interest in any matter shall have no right to vote on the matter, except for the appointment of directors." Once the time for voting is up and results of the vote have been announced, casting of votes in such agenda shall be deemed complete.

4. Vote Counting

The counting of votes shall be in accordance with each agenda specified in the Invitation to the Annual General Meeting 2026.



Agenda 1 and 3 is for acknowledgement and thus voting is not required.

Agenda 2, 4, 5, 9 and 10 were ordinary matters, requiring approval by a majority vote of the shareholders present and entitled to vote, excluding abstentions, in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535 (1992).

Agenda 6, 7, and 8 required approvals by not less than three-fourths (3/4) of the total votes of shareholders present and entitled to vote, with abstentions included in the vote count.

Agenda 11 requires approval by not less than two-thirds (2/3) of the total votes of shareholders attending the Meeting and entitled to vote, including abstentions as part of the calculation base, in accordance with Section 90 of the Public Limited Companies Act B.E. 2535 (1992).

5. Ballot Collection

For Agenda 10, to ensure transparency, the Company will collect all ballots. Shareholders who vote in approval are requested to retain their ballots and submit them to the Company's staff after the Meeting for convenience and orderly collection.

Upon completion of the vote counting for each agenda item, the voting results and resolutions on such matters will be announced to the meeting. The voting results shall comprise the votes of shareholders attending the meeting in person and by proxy. For each agenda item, the number of shares of shareholders present at the meeting at the relevant time shall be used as the basis for the vote counting

The Company recorded the Meeting in video format and complied with its personal data protection policy. To enhance transparency and good corporate governance, the Company invited one volunteer from among the attendees to act as a witness for the vote counting process. The volunteer was Mr. Soros Kongkamee, a shareholder attending the Meeting in person, who served as the witness for vote counting.

**Agenda 1      Matters to be informed**

**Ms. Krittiya Honghiran** informed the Meeting that this Annual General Meeting of Shareholders was the 11th meeting since the Company was listed on the Market for Alternative Investment (mai) on 7 January 2019.



During the year 2025, the Company conducted its business in accordance with good corporate governance principles, with integrity, transparency, and due consideration of the impacts on society, the environment, and all stakeholders.

In this regard, the Company received an “Excellent” rating (5 stars) under the Corporate Governance Report of Thai Listed Companies by the Thai Institute of Directors, and achieved a full score of 100 points in the Annual General Meeting Quality Assessment conducted by the Thai Investors Association for the third consecutive year. The Company would like to express its appreciation to all shareholders and stakeholders for their continued trust and support.

**The Facilitator gave shareholders the opportunity to raise questions;** however, no shareholder raised any questions or expressed any opinions.

**The Facilitator then informed that Meeting** that as this agenda is for acknowledgement, voting is not required.

**Resolution:** The Meeting acknowledged matters informed.

## **Agenda 2 To consider and approve the minutes of the Extraordinary General Meeting of Shareholders No. 01/2026, held on 16 February 2026**

**Ms. Krittiya Honghiran** informed the Meeting that the Extraordinary General Meeting of Shareholders No. 01/2026 on 16 February 2026 and prepared minutes of such meeting, which were submitted to the Stock Exchange of Thailand within 14 days and to the Ministry of Commerce within the period stipulated by law. The Board of Directors has reviewed the minutes and is of the opinion that they were accurately and completely recorded. The Board therefore deems it appropriate to propose that the Meeting consider and approve the minutes of the Extraordinary General Meeting of Shareholders No. 01/2026.

This agenda **required the approval of the Meeting by a majority vote** of shareholders attending and casting votes.

**The Facilitator gave shareholders the opportunity to raise questions;** however, no shareholder raised any questions or expressed any opinions.

**Resolution:** The Meeting resolved to adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 01/2026 held on 16 February 2026 as proposed, with majority vote of shareholders attending and casting votes as follows:



Approve	192,572,829	votes,	equivalent to	100.0000%
Disapprove	0	votes,	equivalent to	0.0000%
Invalid Ballot	0	votes,	equivalent to	0.0000%
<b>Total</b>	<b>192,572,829</b>	<b>votes,</b>	<b>equivalent to</b>	<b>100.0000%</b>
Abstain	0	votes		

**Agenda 3 To acknowledge the Board of Directors' report on the Company's operating results for the year 2025**

**Ms. Krittiya Honghiran** informed the Meeting that the Company had summarized its operating results and significant changes for the accounting period ended 31 December 2025, as presented in the Annual Report 2025 (Form 56-1 One Report) under Section 1.4: Management Discussion and Analysis, which had been delivered to shareholders together with the Notice of the Meeting. Details appeared in Enclosure No. 2, and the key highlights were summarized as follows:

**1. Revenue**

In 2025, the Group reported **total revenue** of Baht 74.73 million, comprising:

1.1 Revenue from investment in renewable power plant business from 1 project, namely SAAM Solar Power One Project located in Lopburi Province, totaling Baht 17.16 million, representing 22.97% of total revenue; and

1.2 Revenue from renewable power plant project development business amounted to Baht 54.11 million, representing 72.41% of total revenue, mainly derived from providing services to solar power plant projects in Thailand.

However, in 2025, the Group's total revenue increased by Baht 2.30 million, or 3.17%, compared to the previous year (2024: Baht 72.43 million). This increase was primarily attributable to higher net foreign exchange gains and increased electricity sales due to higher solar irradiance during the year.

**2. Gross profit and Net profit**

**2.1 Gross Profit**

In 2025, the Group recorded gross profit of Baht 51.83 million, representing an increase of Baht 0.55 million, or 1.07%, compared to the previous year. The gross profit margin was 72.72%, increased from 72.15% in 2024, mainly due to slight changes in revenue and cost of sales and services.

**2.2 Net Profit (Loss)**

In 2025, the Group reported a net loss of Baht 9.66 million, representing an increase in loss of Baht 24.11 million, or 166.81%, compared to the previous year. The increase in loss was primarily



due to the recognition of expected credit loss allowance for trade receivables in the separate financial statements and higher administrative expenses, including salaries, wages, employee benefits, and welfare.

## **Business Overview for the Year 2025**

The Group's business operations are divided into 4 main segments under 2 core business categories as follows:

### **1. Renewable Power Plant Project Development Business**

#### **1.1 Site acquisition and related services for renewable energy projects**

The Company provided services to a total of 17 solar power plant projects in Thailand, covering an area of over 728 rai.

### **2. Investment Business**

#### **2.1 Investment in Renewable Power Projects**

The Company operates 1 solar power plant project located in Lopburi Province.

#### **2.2 Investment in Energy-Related Businesses**

Currently under study and exploration for new opportunities, with no significant progress to date.

#### **2.3 Investment in Non-Energy Businesses**

##### **Game Business**

The Company has expanded into non-energy businesses by investing in game development, aiming to develop virtual platform ecosystems. SAAM Solution Co., Ltd. ("SAAM-S"), a wholly-owned subsidiary, has collaborated with partners to develop 3 game projects as follows:

##### **(1) PC and Console Game**

SAAM-S invested in a game development company through subscription of newly issued shares to co-develop an action combat game focusing on cooperative gameplay with betrayal elements, supporting up to 4 players in both online and offline modes.

The game follows a pay-to-play model and supports PC, PlayStation 4 & 5, Xbox, and Nintendo Switch platforms. It is planned for global release, targeting primarily the U.S. and European markets.

Currently, the game is in the final adjustment stage based on the publisher's recommendations, with expected completion in Q2/2026.

##### **(2) Mobile Game**

SAAM-S invested in an online game development project, holding 50% of the project.



The game is a real-time strategy (RTS) combined with role-playing game (RPG) elements in a 3D fantasy style, featuring in-app purchases and free-to-download access, supporting both mobile devices and PCs.

Currently, the project is in the process of securing a publisher.

### **(3) Casual Mobile Game**

SAAM-S developed its own mobile game by engaging experienced partners in the game and animation industry. The game is designed as a hybrid casual game combining spinning, RPG elements, and animation-style graphics.

It follows a free-to-play model with in-app purchases, designed for accessibility while maintaining engaging gameplay. The game is planned for global release, focusing on the U.S. and European markets.

Currently under final development, with a planned soft launch in Q2/2026.

### **Digital Platform and Digital Economy Business**

The Board of Directors approved Nakamoto Labs Co., Ltd. ("NAKAMOTO LABS"), a wholly-owned subsidiary, to develop a liquidity provision system for crypto exchanges, with an investment not exceeding Baht 20 million.

Additionally, Nakamoto (Hong Kong) Limited, an indirect wholly-owned subsidiary, was approved to invest in digital assets, specifically B4FWX (Be For FWX) tokens, with an investment not exceeding Baht 80 million, for use in crypto exchange liquidity provision business.

The Company also places strong emphasis on **anti-corruption efforts**. It declared its intention to join the Thai Private Sector Collective Action Against Corruption (CAC) on 30 September 2020, and successfully renewed its membership for the first time on 30 November 2023.

**The Facilitator gave shareholders the opportunity to raise questions;** however, no shareholder raised any questions or expressed any opinions.

**The Facilitator then informed that Meeting** that as this agenda is for acknowledgement, voting is not required.

**Resolution:** The Meeting acknowledged the report of the Board of Directors on the Company's operating results for the year 2025.



**Agenda 4 To consider and approve the financial statements for the year 2025 ended 31 December 2025**

**Ms. Krittiya Honghiran** informed the Meeting that the Company had prepared and submitted the financial statements for the year ended 31 December 2025, which had been audited by the external auditor and reviewed by the Audit Committee, as detailed in the Annual Report 2025 (Form 56-1 One Report) under Section 3: Financial Statements, which had been delivered to shareholders together with the Notice of the Meeting. Details appeared in Enclosure No. 2. The key financial information can be summarized as follows:

Unit: Baht million

Items	Consolidated Financial Statements		Separate Financial Statements	
	2025	2024	2025	2024
Total Assets	565.12	502.98	443.47	367.68
Total Liabilities	80.95	83.71	97.02	94.30
Total Shareholders' Equity	484.17	419.27	346.44	273.38
Total Revenue	74.73	72.43	48.40	54.74
Net Profit (Loss) for the Year	(9.66)	14.45	(9.98)	21.56
Net Profit (Loss) Attributable to Owners of the Company	(9.66)	14.45	(9.98)	21.56
Earnings (Loss) per Share (Baht)	(0.031)	0.048	(0.032)	0.072

It was therefore proposed that the Meeting consider and approve the financial statements for the year 2025 ended 31 December 2025. This agenda item required approval by a majority vote of the shareholders attending the Meeting and casting their votes.

**The Facilitator gave shareholders the opportunity to raise questions.** The key question and clarification are summarized as follows:

- **Ms. Siriporn Khattaphong**, a proxy from the Thai Investors Association, raised the following questions:



1. Whether there is a possibility of recovering trade receivables for which expected credit loss has been provided.

**Ms. Krittiya Honghiran** clarified that the Company has already filed a lawsuit in accordance with legal procedures, and the case is currently under judicial consideration.

2. In the Form 56-1 One Report, the financial statements were not presented, and only the auditor's report appeared. How will the Company address this issue?

**Mr. Podduang Kongkamee** clarified that the Company will review and rectify the information to ensure completeness and accuracy.

3. Regarding the investment in a subsidiary of approximately Baht 305 million and the recognition of impairment allowance.

**Ms. Kanyanat Sriratchatchaval** clarified that the subsidiary was established in 2025, and an impairment allowance has already been recognized. The allowance remains at the same level in the current year.

4. Whether digital asset inventories are affected by exchange rate fluctuations or price volatility.

**Mr. Podduang Kongkamee** clarified that such digital assets are not measured at fair value (mark-to-market), as they are held for business operations. Therefore, price fluctuations do not impact operating results, except in cases of actual transactions, where gains or losses will be recognized based on transaction prices at that time.

5. What are the Company's approaches to managing increasing trade receivables?

**Mr. Podduang Kongkamee** clarified that trade receivables arise from services rendered for which collection has not yet been completed. The Company has already recognized impairment allowance since 2025. If such receivables are subsequently collected, the Company will recognize them as income, which may improve operating results in 2026.

**The Facilitator provided further opportunity for shareholders to raise questions or express opinions;** however, no additional questions or comments were raised.



**Resolution:** The Meeting resolved to approve the financial statements for the year 2025 ended 31 December 2025 as proposed, by a majority vote of the shareholders attending the Meeting and casting their votes, as follows:

Approve	192,582,830	votes,	equivalent to	100.0000%
Disapprove	0	votes,	equivalent to	0.0000%
Invalid Ballot	0	votes,	equivalent to	0.0000%
<b>Total</b>	<b>192,582,830</b>	<b>votes,</b>	<b>equivalent to</b>	<b>100.0000%</b>
Abstain	0	votes		

Remark: During this agenda item, 2 additional shareholders attended the Meeting. As a result, the total number of shareholders attending in person and by proxy was 41, representing 192,582,830 shares, or 60.75167% of the total issued shares.

#### **Agenda 5 To Consider and Approve the Omission of Legal Reserve Allocation and Dividend Payment for the Year 2025**

**Ms. Krittiya Honghiran** informed the Meeting that the Company has a policy to pay dividends at a rate of not less than 40% of the net profit after corporate income tax based on the separate financial statements and after allocation to all types of reserves as required by law. However, such dividend payment depends on the Company's operating results, financial position, working capital requirements, future business expansion plans, and other relevant factors as deemed appropriate.

For the year 2025, the Company reported a net loss of Baht 9,981,758 in the separate financial statements. Therefore:

(1) The Company deemed it appropriate to omit the allocation of net profit as legal reserve in accordance with Section 116 of the Public Limited Companies Act and Article 46 of the Company's Articles of Association, which normally requires allocation at a rate of not less than 5% of net profit.

(2) The Company deemed it appropriate to omit the dividend payment for the operating results of the year 2025. During 2025, the Company had already paid an interim dividend from retained earnings as of 30 September 2025 at the rate of Baht 0.050 per share for a total of 317,000,000 shares, totaling Baht 15,850,000. The payment was made on 12 December



2025, representing approximately 96% of the net profit based on the separate financial statements, which is in line with the Company's dividend policy.

**Dividend Payment Comparison for the Past Two Years**

Dividend Details	2025	2024
Dividend per share (Baht)		
Total dividend (Baht million)	0.050	0.030
Total dividend (Baht million)	15.85	9.00
Percentage of net profit (%)	96	41.74

This agenda item **required approval by a majority vote** of the shareholders attending the Meeting and entitled to vote.

**The Facilitator gave shareholders the opportunity to raise questions;** however, no shareholder raised any questions or expressed any opinions.

**Resolution:** The Meeting resolved to approve the omission of allocation of net profit as legal reserve and the omission of dividend payment for the operating results of the year 2025 as proposed, by a majority vote of the shareholders attending the Meeting and casting their votes, as follows:

Approve	192,582,830	votes,	equivalent to	100.0000%
Disapprove	0	votes,	equivalent to	0.0000%
Invalid Ballot	0	votes,	equivalent to	0.0000%
<b>Total</b>	<b>192,582,830</b>	<b>votes,</b>	<b>equivalent to</b>	<b>100.0000%</b>
Abstain	0	votes		

**Agenda 6 To Consider and Approve the Extension of the Allocation Period of Newly Issued Ordinary Shares under a General Mandate**

**Ms. Krittiya Honghiran** informed the Meeting that a capital increase under a General Mandate refers to a capital increase of a listed company by obtaining prior approval from the shareholders' meeting and authorizing the Board of Directors to determine the objectives, allocation, offering price, timing, and other relevant conditions for the issuance and allocation of newly issued shares as deemed appropriate.



The Company therefore proposed that the Meeting consider and approve the extension of the allocation period of newly issued ordinary shares under a General Mandate of not exceeding 190,200,000 shares, with a par value of Baht 0.50 per share, totaling not exceeding Baht 95,100,000. The allocation shall be conducted by any one or a combination of the following three methods, as previously approved by the Extraordinary General Meeting of Shareholders No. 1/2026:

- Method 1 Allocation of not exceeding 95,100,000 shares, representing 30% of the paid-up capital, to existing shareholders in proportion to their shareholding (Rights Offering).
- Method 2 Allocation of not exceeding 63,400,000 shares, representing 20% of the paid-up capital, to the public (Public Offering).
- Method 3 Allocation of not exceeding 31,700,000 shares, representing 10% of the paid-up capital, to specific investors (Private Placement).

The allocation under Method 1, Method 2, and Method 3, whether by any one method or in combination, shall comply with the details specified in Enclosure No. 3: Capital Increase Report Form (F53-4). The total number of newly issued shares shall not exceed 30% of the Company's paid-up capital as of the date the Board of Directors approved the capital increase on 15 January 2026, equivalent to 95,100,000 shares.

In the case of allocation under Method 2 (Public Offering) and/or Method 3 (Private Placement), the total number of shares allocated shall not exceed 63,400,000 shares, or 20% of the paid-up capital as of the said date.

Such allocation shall comply with all applicable laws, regulations, and relevant notifications.

The Meeting was further requested to approve the authorization of the Board of Directors to undertake any actions in relation to such allocation of newly issued ordinary shares, including but not limited to the following:

- (1) To determine the offering and allocation of shares, whether in whole or in part, and whether on a one-time or multiple occasions basis;
- (2) To determine the objectives, offering period, offering price, subscription and payment methods, and other relevant terms and conditions, provided that such allocation shall not be made to connected persons in accordance with the Capital Market Supervisory Board Notification No. TorJor. 21/2551 and the SET regulations on connected transactions, and shall not be considered a discounted offering in accordance with the SEC regulations governing Public Offering and Private Placement;



(3) In the case of Private Placement, the offering price shall be the best price based on market conditions at the time of offering and for the best interest of the Company and shareholders, and may include a discount of not more than 10% of the market price, calculated based on the weighted average price over a period of not less than 7 consecutive business days but not exceeding 15 business days prior to the date the Board determines the offering price;

(4) To negotiate, enter into, execute, and amend any agreements and/or documents related to the allocation, including disclosure of information, and to appoint financial advisors, legal advisors, underwriters, and/or other relevant service providers (if any);

(5) To sign applications, requests for waivers, notifications, and other relevant documents, including registration with the Ministry of Commerce and listing of newly issued shares on the Market for Alternative Investment (mai), as well as to coordinate with relevant authorities; and

(6) To perform any other necessary and appropriate actions to ensure the successful completion of the allocation, including delegating authority to any person as deemed appropriate.

This agenda item **required approval by not less than three-fourths (3/4)** of the total votes of the shareholders attending the Meeting and eligible to vote.

**The Facilitator gave shareholders the opportunity to raise questions.** The key question and clarification are summarized as follows:

- **Ms. Siriporn Khattaphong**, a proxy from the Thai Investors Association, inquired whether the Company had already issued any newly issued ordinary shares under the General Mandate as approved by the Extraordinary General Meeting of Shareholders No. 1/2026.

**Mr. Podduang Kongkamee** clarified that the purpose of the General Mandate is to enhance the Company's readiness and flexibility in raising funds when appropriate investment opportunities arise. However, at present, the Company has not identified any suitable investment opportunities; therefore, no shares have been issued under such mandate.

**The Facilitator provided further opportunity for shareholders to raise questions or express opinions;** however, no additional questions or comments were raised.

**Resolution:** The Meeting resolved to approve the extension of the allocation period of newly issued ordinary shares under a General Mandate as proposed, by not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and eligible to vote, as follows:



Approve	192,582,729	votes,	equivalent to	99.9999%
Disapprove	101	votes,	equivalent to	0.0001%
Invalid Ballot	0	votes,	equivalent to	0.0000%
<b>Total</b>	<b>192,582,830</b>	<b>votes,</b>	<b>equivalent to</b>	<b>100.0000%</b>
Abstain	0	votes		

**Agenda 7 To consider and approve the extension of the issuance and offering of the Company's debentures in an amount not exceeding Baht 350,000,000, whereby the terms and conditions of such debentures shall remain in accordance with those approved by the Extraordinary General Meeting of Shareholders No. 01/2025 held on 29 December 2025 in all respects**

**Ms. Krittiya Honghiran** informed the Meeting that the Company had previously been approved by the Extraordinary General Meeting of Shareholders No. 01/2025 held on 29 December 2025 to issue and offer debentures in an amount not exceeding Baht 350,000,000, which approval will expire at the Annual General Meeting of Shareholders for the year 2026.

The Board of Directors therefore proposed that the Annual General Meeting of Shareholders for the year 2026 consider and approve the extension of such issuance and offering of debentures for another term (extended for one year) until the Annual General Meeting of Shareholders for the year 2027, under the same terms and conditions as previously approved in all respects, with details as follows:

Objectives of the issuance: To invest in digital assets or related businesses for liquidity provision services (Crypto Exchange Market Maker)

Type of debentures: All types of debentures, including but not limited to, named or bearer debentures, secured or unsecured, with or without a debenture holders' representative, and subordinated or unsubordinated debentures, depending on market conditions and other relevant factors at the time of each issuance and offering

Total amount: Not exceeding Baht 350,000,000

Interest rate: Subject to market conditions at the time of each issuance and offering

Tenor: Subject to market conditions at the time of each issuance and offering, and may include early redemption features or be perpetual debentures

Early redemption: The issuer may redeem the debentures, in whole or in part, prior to maturity,



starting from one year after the issuance date

Offering method: The debentures may be offered in a single issuance or in multiple tranches, to the public and/or specific investors and/or high-net-worth investors and/or institutional investors and/or any persons in accordance with applicable regulations of the Capital Market Supervisory Board, the SEC Office, and/or other relevant authorities

In addition, the Board of Executive Directors, or persons authorized by the Board of Executive Directors, or Mr. Podduang Kongkamee, or Ms. Krittiya Honghiran, shall be authorized to determine the terms and conditions and other necessary details relating to the issuance and offering of debentures, including but not limited to: the name of the debentures, number of units, type, security (if any), offering price per unit, tenor, maturity date, redemption rights, interest rate, principal and interest repayment method, allocation method, and offering details, as well as the registration of debentures with the Thai Bond Market Association or other secondary markets, appointment of financial advisors, underwriters, credit rating agencies, asset appraisers, legal advisors, registrar, paying agents, debenture holders' representatives, and other relevant persons.

Such authorized persons shall also have the authority to negotiate, enter into, amend, certify, and execute any agreements and documents relating to the debentures, and to contact, disclose, submit, and file any information or documents with the SEC Office, Thai Bond Market Association, Bank of Thailand, or other relevant authorities, including the authority to appoint any person as attorney-in-fact, representative, or agent to carry out the foregoing actions.

This agenda **requires approval by not less than three-fourths (3/4)** of the total votes of shareholders present at the Meeting and entitled to vote.

**The Facilitator invited shareholders to raise questions.** There were no questions or comments from shareholders.

**Resolution:** The Meeting resolved to approve the extension of the issuance and offering of debentures of the Company as proposed, by not less than three-fourths (3/4) of the total votes of shareholders present and entitled to vote, as follows:

Approve	192,582,730	votes,	equivalent to	99.9999%
Disapprove	100	votes,	equivalent to	0.0001%
Invalid Ballot	0	votes,	equivalent to	0.0000%
<b>Total</b>	<b>192,582,830</b>	<b>votes,</b>	<b>equivalent to</b>	<b>100.0000%</b>
Abstain	0	votes		



**Agenda 8 To consider and approve the issuance and offering of the Company's debentures in an amount not exceeding Baht 300,000,000**

**Ms. Krittiya Honghiran** informed the Meeting that, in order to support the Company's future business expansion, the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2026 to consider and approve the issuance and offering of the Company's debentures in an amount not exceeding Baht 300,000,000, with the preliminary key terms and conditions summarized as follows:

Objectives of the issuance: To support future business expansion

Type of debentures: All types of debentures, including but not limited to, named or bearer debentures, secured or unsecured, with or without a debenture holders' representative, and subordinated or unsubordinated debentures, depending on market conditions and other relevant factors at the time of each issuance and offering

Total amount: Not exceeding Baht 300,000,000

Interest rate: Subject to market conditions at the time of each issuance and offering

Tenor: Subject to market conditions at the time of each issuance and offering, and may include early redemption features or be perpetual debentures

Early redemption: The issuer may redeem the debentures, in whole or in part, prior to maturity, starting from one year after the issuance date

Offering method: The debentures may be offered in a single issuance or in multiple tranches, and may be offered to the public and/or on a private placement basis and/or to high-net-worth investors and/or institutional investors and/or any persons, in accordance with applicable regulations of the Capital Market Supervisory Board, the SEC Office, and/or other relevant authorities

In addition, the Board of Executive Directors, or persons authorized by the Board of Executive Directors, or Mr. Podduang Kongkamee, or Ms. Krittiya Honghiran, shall be authorized to determine the terms and conditions and other necessary details relating to the issuance and offering of the debentures, including but not limited to: the name of the debentures, number of units, type, security (if any), offering price per unit, tenor, maturity date, redemption rights, early redemption rights, interest rate, principal and interest repayment method, allocation method, and offering details, as well as the registration of the debentures with the Thai Bond Market Association or other secondary markets, and



the appointment of financial advisors, underwriters, credit rating agencies, asset appraisers, legal advisors, registrar, paying agents, debenture holders' representatives, or any other relevant persons.

Such authorized persons shall also have the authority to negotiate, enter into, amend, certify, and execute any agreements and documents relating to the debentures, and to contact, disclose, submit, file, and execute any information or documents with the SEC Office, Thai Bond Market Association, Bank of Thailand, or other relevant authorities, including the authority to appoint any person as attorney-in-fact, representative, or agent to carry out the foregoing actions.

In this regard, the previous approval granted by the Annual General Meeting of Shareholders for the year 2025 for the issuance and offering of debentures in an amount not exceeding Baht 300,000,000 shall be cancelled.

This agenda **requires approval by not less than three-fourths (3/4)** of the total votes of shareholders present at the Meeting and entitled to vote.

**The Facilitator invited shareholders to raise questions.** The key questions and responses are summarized as follows:

- **Ms. Siriporn Khattaphong**, a proxy from the Thai Investors Association, inquired whether the Company had determined the offering method, i.e., whether it would be a Public Offering or a Private Placement.

**Mr. Podduang Kongkamee** clarified that this request was to obtain a framework for future fundraising. At present, the Company has not yet determined the specific offering method. However, if the Company proceeds with a Private Placement, it will be required to seek approval from the shareholders' meeting again in accordance with applicable laws and regulations.

**The Facilitator invited shareholders to raise further questions or comments;** however, no additional questions or comments were raised.

**Resolution:** The Meeting resolved to approve the issuance and offering of the Company's debentures in an amount not exceeding Baht 300,000,000 as proposed, by not less than three-fourths (3/4) of the total votes of shareholders present and entitled to vote, as follows:



Approve	192,582,730	votes,	equivalent to	99.9999%
Disapprove	100	votes,	equivalent to	0.0001%
Invalid Ballot	0	votes,	equivalent to	0.0000%
<b>Total</b>	<b>192,582,830</b>	<b>votes,</b>	<b>equivalent to</b>	<b>100.0000%</b>
Abstain	0	votes		

**Agenda 9 To consider and approve the appointment of the Company's external auditor and the determination of audit fees for the year 2026**

**Ms. Krittiya Honghiran** informed the Meeting that, in compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 51 of the Company's Articles of Association, the Annual General Meeting of Shareholders is required to appoint the auditors and determine the audit fees of the Company on an annual basis, and the same auditors may be reappointed.

In addition, pursuant to the regulations of the Capital Market Supervisory Board, listed companies are required to rotate auditors in the event that the same auditor has performed audit or review services and expressed an opinion on the Company's financial statements for seven fiscal years, whether consecutively or not. The Company may reappoint such auditor after a cooling-off period of at least five consecutive fiscal years.

The Audit Committee has considered and selected the auditors in accordance with the criteria under the Public Limited Companies Act B.E. 2535 (1992) (as amended) and relevant regulations of the Capital Market Supervisory Board. The selection was based on the past performance of the auditors from PKF Audit (Thailand) Limited, their capability to provide useful recommendations and advisory services to the Company, their international network which would support the Company's future business expansion, and the appropriateness of the audit fees. The Audit Committee is of the opinion that the auditors from PKF Audit (Thailand) Limited are independent, qualified, and have performed their duties responsibly. Therefore, the Board of Directors proposed that the Meeting consider and approve the appointment of the auditors from PKF Audit (Thailand) Limited as the Company's and its subsidiaries' auditors in Thailand for the year 2026, and to determine the audit fees, with details as follows:



1. Appointment of auditors for the year 2026

To appoint the following auditors from PKF Audit (Thailand) Limited:

Name of Auditor	Certified Public Accountant No.	Number of Years Signing the Company's Financial Statements
1. Mr.Udom Thanuratpong	8501	-
2. Mr.Natthaphol Srichakhot	12038	-
3. Mr.Supakorn Tangsirisangaun	12145	-

Any one of the above auditors shall be authorized to audit and express an opinion on the Company's financial statements.

The proposed auditing firm and auditors are approved by the SEC Office and have no relationship or conflict of interest with the Company, its subsidiaries, directors, executives, major shareholders, or related persons that may impair their independence. Therefore, they are qualified in accordance with the relevant regulations of the Capital Market Supervisory Board. Further details are as set out in Enclosure No. 4.

2. Audit fees for the year 2026

To approve the audit fees for the year 2026 in an amount not exceeding Baht 2,740,000, whereby the Company and its subsidiaries in Thailand will use the same auditing firm, with details as follows:

	2026 (Proposed) PKF Audit (Thailand) Limited	2025 PKF Audit (Thailand) Limited
<u>Audit fee</u>	2,740,000	2,740,000
Company	1,420,000	1,420,000
Subsidiaries in Thailand	1,320,000	1,320,000
<u>Other service fees</u>		
Fee for BOI audit/review services	-	-
Total	2,740,000	2,740,000



The above fees exclude out-of-pocket expenses such as travel expenses, photocopying, and other necessary costs.

In this regard, since the auditors of overseas subsidiaries belong to different audit firms, the Board of Directors will ensure that the financial statements can be prepared within the prescribed timeframe.

This agenda **requires approval by a majority vote** of the shareholders present at the Meeting and entitled to vote.

**The Facilitator invited shareholders to raise questions;** however, no questions or comments were raised.

**Resolution:** The Meeting resolved to approve the appointment of the auditors and the determination of the audit fees for the year 2026 as proposed, by a majority vote of the shareholders present and entitled to vote, as follows:

Approve	192,582,830	votes,	equivalent to	100.0000%
Disapprove	0	votes,	equivalent to	0.0000%
Invalid Ballot	0	votes,	equivalent to	0.0000%
<b>Total</b>	<b>192,582,830</b>	<b>votes,</b>	<b>equivalent to</b>	<b>100.0000%</b>
Abstain	0	votes		

#### **Agenda 10 Consideration and approval of the appointment of directors in place of those retiring by rotation**

**Ms. Krittiya Honghiran** informed the Meeting that, pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 16 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, the number closest to one-third shall retire. Directors who retire by rotation may be re-elected.

In 2026, three (3) directors who are due to retire by rotation are as follows:

- (1) Mrs. Songsri Nitayasuth – Chairman of the Board of Directors and Chairman of the Executive Committee
- (2) Mr. Therapong Suebvattana – Independent Director, Audit Committee Member, and Chairman of the Risk Management Committee
- (3) Mr. Poramin Insom – Director



Mr. Poramin Insom has expressed his intention not to be re-appointed for another term due to personal reasons.

To promote good corporate governance, the Company had provided an opportunity for shareholders to nominate qualified persons for election as directors from 1 October to 31 December 2025 via the Stock Exchange communication channels and the Company's website. However, no nominations were submitted.

The Nomination and Remuneration Committee (excluding interested directors) has considered the candidates in accordance with the selection criteria, including qualifications as required by law, the Board Skill Matrix, knowledge, expertise, experience relevant to the Company's business, as well as integrity, vision, and ability to dedicate sufficient time to the Company.

**The Facilitator informed the Meeting** that, in order to allow shareholders to freely express their opinions in accordance with good corporate governance principles, the three (3) interested directors, namely Mrs. Songsri Nitayasuth, Mr. Therapong Suebvattana, and Mr. Poramin Insom, left the meeting room during the consideration of this agenda.

**The Facilitator further informed the Meeting** that this agenda requires approval by a majority vote of the shareholders present and voting. The Company would collect all voting ballots, whereby ballots indicating disapproval and abstention for each individual director would be collected first. For approval votes, shareholders were requested to retain their ballots and submit them to the Company's staff after the meeting for convenience.

The Meeting was requested to consider and approve the appointment of directors on an individual basis as follows:

**Agenda 10.1 To consider and approve the re-appointment of two (2) directors retiring by rotation for another term**

**(1) Mrs. Songsri Nitayasuth**

**The Facilitator invited shareholders to raise questions.** No questions or comments were raised.

**Resolution:** The Meeting resolved to approve the re-appointment of Mrs. Songsri Nitayasuth as a director of the Company for another term in the same position as proposed, by a majority vote of the shareholders present and voting, as follows:



Approve	192,582,830	votes,	equivalent to	100.0000%
Disapprove	0	votes,	equivalent to	0.0000%
Invalid Ballot	0	votes,	equivalent to	0.0000%
<b>Total</b>	<b>192,582,830</b>	<b>votes,</b>	<b>equivalent to</b>	<b>100.0000%</b>
Abstain	0	votes		

### (2) Mr. Therapong Suebvattana

**The Facilitator invited shareholders to raise questions.** No questions or comments were raised.

**Resolution:** The Meeting resolved to approve the re-appointment of Mr. Therapong Suebvattana as an Independent Director and Chairman of the Audit Committee for another term in the same positions as proposed, by a majority vote of the shareholders present and voting, as follows:

Approve	192,582,830	votes,	equivalent to	100.0000%
Disapprove	0	votes,	equivalent to	0.0000%
Invalid Ballot	0	votes,	equivalent to	0.0000%
<b>Total</b>	<b>192,582,830</b>	<b>votes,</b>	<b>equivalent to</b>	<b>100.0000%</b>
Abstain	0	votes		

### (3) Mr. Poramin Insom

**The Facilitator informed the Meeting** that Mr. Poramin Insom had expressed his intention not to be re-appointed for another term due to personal reasons. However, for transparency and good corporate governance, this item was still included in the agenda.

**The Facilitator invited shareholders to raise questions.** A shareholder raised a question summarized as follows:

- **Ms. Siriporn Khattaphong**, a proxy from the Thai Investors Association, asked whether the Company would appoint a replacement director after the retirement by rotation.

**Mr. Podduang Kongkamee** clarified that the Company would not appoint a new director and would reduce the number of directors from eight (8) to seven (7).

**The Facilitator invited further questions or comments.** None were raised.

**Resolution:** The Meeting resolved not to approve the re-appointment of Mr. Poramin Insom. Accordingly, Mr. Poramin Insom retired from the position of director effective from the end of this Meeting, by a majority vote of the shareholders present and voting, as follows:



Approve	84,130,230	votes,	equivalent to	43.6852%
Disapprove	108,452,600	votes,	equivalent to	56.3148%
Invalid Ballot	0	votes,	equivalent to	0.0000%
<b>Total</b>	<b>192,582,830</b>	<b>votes,</b>	<b>equivalent to</b>	<b>100.0000%</b>
Abstain	0	votes		

**Agenda 11 Consideration and approval of the remuneration for directors and sub-committees for the year 2026**

**Ms. Krittiya Honghiran** informed the Meeting that the Company has established criteria and procedures for determining the remuneration of directors and sub-committee members. The Nomination and Remuneration Committee reviews such remuneration annually and proposes it to the Board of Directors for consideration before further submission to the shareholders' meeting for approval.

In this regard, the Nomination and Remuneration Committee has considered and determined the remuneration for directors and sub-committee members by taking into account their duties and responsibilities, the Company's operating results, and by benchmarking with other listed companies of similar market capitalization and within the same industry. The proposal was then submitted to the Board of Directors for consideration and subsequently proposed to the Annual General Meeting of Shareholders for the year 2026 for approval, with the details as follows:

(1) Monthly remuneration and meeting allowance

Committee	Year 2026 (Proposed Year)		Year 2025	
	Monthly Remuneration (THB/person)	Meeting Allowance (THB/person/time) (Only for those who attend)	Monthly Remuneration (THB/person)	Meeting Allowance (THB/person/time) (Only for those who attend)
<b>1. Directors:</b>				
(1) <u>Board of Directors</u>				
Chairman of the Board of Directors	50,000	20,000	50,000	20,000
Director of the Board	- None -	10,000	- None -	10,000

Committee	Year 2026 (Proposed Year)		Year 2025	
	Monthly Remuneration (THB/person)	Meeting Allowance (THB/person/time) (Only for those who attend)	Monthly Remuneration (THB/person)	Meeting Allowance (THB/person/time) (Only for those who attend)
<b>2. Subcommittee Members:</b>				
(1) <u>Audit Committee</u>				
Chairman of the Audit Committee	- None -	20,000	- None -	20,000
Audit Committee Member	- None -	15,000	- None -	15,000
(2) <u>Nomination and Remuneration Committee</u>				
Chairman of the Nomination and Remuneration Committee	- None -	10,000	- None -	10,000 <sup>1</sup>
Nomination and Remuneration Committee Member	- None -	7,500	- None -	7,500 <sup>1</sup>
(3) <u>Corporate Governance and Sustainability Development Committee</u>				
Chairman of the Corporate Governance and Sustainability Development Committee	- None -	10,000	- None -	10,000 <sup>1</sup>
Corporate Governance and Sustainability Development Committee Member	- None -	7,500	- None -	7,500 <sup>1</sup>
(4) <u>Risk Management Committee</u>				
Chairman of the Risk Management Committee	- None -	10,000	- None -	10,000 <sup>1</sup>
Risk Management Committee Member	- None -	7,500	- None -	7,500 <sup>1</sup>

Remark: <sup>1</sup> During 2025, at the Nomination and Remuneration Committee Meeting No. 02/2025 held on 21 February 2025, the meeting proposed and set the meeting allowance for the subcommittees for year 2025. The Company will propose this to the 2026 Annual General Meeting of Shareholders for further approval.

(2) Performance-based remuneration (same rate as 2025)

Total remuneration shall not exceed 1.0% of the Company's net profit based on the consolidated financial statements, and shall be allocated only to independent directors.



(3) Other benefits

- None -

Apart from the monthly remuneration, meeting allowances, and performance-based remuneration as mentioned above, the Company does not provide any other remuneration or benefits to directors and sub-committee members.

The monthly remuneration and meeting allowances (including those proposed for 2026) shall be effective from 1 January 2026 onwards until otherwise resolved by the next shareholders' meeting.

This agenda item requires approval by a vote of not less than two-thirds (2/3) of the shareholders present at the Meeting.

**The Facilitator invited shareholders to raise questions.** No questions or comments were raised.

**Resolution:** The Meeting considered and resolved to approve the remuneration for directors and sub-committees for the year 2026 as proposed, by a vote of not less than two-thirds (2/3) of the shareholders present at the Meeting, as follows:

Approve	192,582,830	votes,	equivalent to	100.0000%
Disapprove	0	votes,	equivalent to	0.0000%
Invalid Ballot	0	votes,	equivalent to	0.0000%
<b>Total</b>	<b>192,582,830</b>	<b>votes,</b>	<b>equivalent to</b>	<b>100.0000%</b>
Abstain	0	votes		

**Agenda 12 Other matters**

**The Facilitator informed the Meeting** that all agenda items as specified in the Notice of the Meeting had been duly considered. The Meeting was then invited to raise any questions or express opinions on other matters. However, no shareholders or proxies raised any additional questions or comments. The Facilitator then invited the Chairman to close the Meeting.



The Chairman expressed his appreciation to all shareholders for attending the meeting and declared the meeting closed at 3:30 p.m.

A handwritten signature in blue ink, reading "S. Nitayasuth", written over a horizontal line.

( Mrs. Songsri Nitayasuth )  
Chairman of the Meeting

A handwritten signature in blue ink, appearing to read "K. Honghiran", written over a horizontal line.

( Ms. Krittiya Honghiran )  
Company Secretary

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