



Ref. SAAM 09/2026

20 February 2026

Subject: Notification of Board of Directors Meeting No.02/2026 resolutions on omission of dividend payment, extension of capital increase by general mandate, extension of debenture offering, debenture issuance, and schedule for 2026 Annual General Meeting of Shareholders (Revised)

To: The President
The Stock Exchange of Thailand

Enclosure No. 1: Capital Increase Form (F53-4)

SAAM Development Public Company Limited (the "Company") would like to inform that the Board of Directors' Meeting No. 02/2026 held on Friday, 20 February 2026 at 03:00 p.m. in the Company Meeting Room, Major Tower Thonglor, Room No. 2.2, 10th Floor, 141 Soi Sukhumvit 63 (Ekamai), Sukhumvit Road, Klongton Nua, Wattana, Bangkok passed the following resolutions, with the details as follows:

1. **Approved the financial statements for the year ended 31st December 2025**
2. **Approved the appointment of the following external auditors** from PKF Audit (Thailand) Company Limited **and the determined the audit fees for the year 2026** in accordance with the Audit Committee's, as follows:
 - 2.1 Mr. Udom Thanuratpong Certified Public Accountant License No. 8501; and/or
 - 2.2 Mr. Nathaphol Srichakkhot Certified Public Accountant License No. 12038; and/or
 - 2.3 Mr. Supakorn Tangsirirangaun Certified Public Accountant License No. 12145

Either of the above external auditors is authorized to conduct the audit and express an opinion on the Company's financial statements, with audit fees not exceeding THB 2,740,000 million for the year 2026.

The Company will propose this matter for approval at the 2026 Annual General Meeting of the Shareholders.

3. **Approved the omission of profit allocation to the legal reserve and omission of dividend payments for the 2025 Operating Results**

from operating profit for the year 2025 to provide for the Company's expansion plan in business. During the year 2025, the Company paid interim dividend from the retained earnings as of 30 September 2025 and retained earnings at THB 0.050 per share, a total of 317,000,000 shares, totaling THB 15,850,000 million to shareholders, on 12 December 2025. The equivalent to 96% of net profit from separate financial statement of the Company for the year 2024 which is in accordance



with the dividend payout ratio specified in the dividend policy of 40.00%.

The Company will propose this matter for approval at the 2026 Annual General Meeting of the Shareholders.

- 4. Approved the extension of the period for the allocation of additional ordinary shares under a General Mandate for capital increase, not exceeding 190,200,000 shares with a par value of THB 0.50 per share, totaling not more than THB 95,100,000.**

The period for the allocation of additional ordinary shares under a General Mandate which will be due on the date of the 2026 Annual General Meeting of Shareholders for another terms. (Extended for the 1st year) to be completed at the Annual General Meeting of Shareholders for the year 2027, subject to the conditions for the allocation of additional ordinary shares as approved at the Extraordinary General Meeting of Shareholders No. 01/2026 held on 16 February 2026 (Please consider the details of the capital increase report referred to Enclosure 1).

The Company will propose this matter for approval at the 2026 Annual General Meeting of the Shareholders.

- 5. Approved the extension of the period for the issuance and offering of debentures of the company, not exceeding THB 350,000,000.**

The period for the issuance and offering of debentures of the company which will be due on the date of the 2026 Annual General Meeting of Shareholders for another terms. (Extended for the 1st year) to be completed at the Annual General Meeting of Shareholders for the year 2027, subject to the conditions for the issuance and offering of debentures as approved at the Extraordinary General Meeting of Shareholders No. 01/2025 held on 29 December 2025

The Company will propose this matter for approval at the 2025 Annual General Meeting of the Shareholders.

- 6. Approval of the issuance and offering of the Company's debentures**, An amount not exceeding THB 300,000,000 With the preliminary terms and conditions of the bonds to be issued and offered as follows:

Purpose of Funds	To support the expansion of the Company's business in the future
Type	All types of debentures, including but not limited to debentures with or without a specific/registered debenture holder, with or without collateral, with or without a debenture holder representative, and subordinated or non-subordinated debentures, depending on market conditions and other factors at the time of each issuance and offering.



Amount	Not exceeding THB 300,000,000
Currency	Thai Baht
Interest Rate	Dependent on market conditions at the time of each issuance and offering.
Term of Debentures	Dependent on market conditions at the time of each issuance and offering, with the option for early redemption or non-redemption at maturity, or a perpetual bond redeemable upon the company's dissolution.
Early Redemption	The issuer may redeem or repay the full or partial principal amount of the bonds before the scheduled maturity date, with the right to make early repayment beginning 1 year after the bond issuance date.
Offering	The debentures may be offered in one full offering or in multiple tranches, to the general public and/or specific investors, including large investors, institutional investors, or any individuals or entities in accordance with the applicable regulations of the SEC and/or other relevant government agencies, which are in effect at the time of the issuance and offering of the debentures.

Additionally, the Board of Directors, or individuals appointed by the Board, or Mr. Podduang Kongkamee, or Ms. Krittiya Honghiran, shall be authorized to determine the terms and conditions, as well as all necessary and related details for the issuance and offering of debentures. This includes specifying the name of the debenture, the number of debenture units to be issued and offered at each time, the type of debenture, collateral (if any), the offering price per unit, the maturity of the debentures, the redemption date, the redemption rights, the early redemption rights, the interest rate, the method of principal and interest repayment, the allocation method, details of the offering, and the registration of the debentures with the Thai Bond Market Association or any other secondary market. Furthermore, the Board shall have the authority to appoint financial advisors, debenture underwriters, credit rating agencies, asset appraisers, legal advisors, debenture registrar, paying agents, bondholder representatives, or any other relevant parties involved in the issuance and offering of the debentures. The Board shall also be authorized to enter into, negotiate, amend, certify, and sign any documents and contracts related to the debentures, as well as to disclose, certify, and submit any required information, requests, or documents to the SEC, the Thai Bond Market Association, the Bank of Thailand, or any relevant authorities and parties. Additionally, the Board shall have the authority to take any other necessary actions related to the issuance and offering of the debentures, including the appointment of individuals as representatives or agents to perform the actions mentioned above.



The approval granted by the 2025 Annual General Meeting of Shareholders for the issuance and offering of debentures by the Company, up to a limit of THB 300,000,000, as previously authorized shall be rendered null and void.

The Company will propose this matter for approval at the 2026 Annual General Meeting of the Shareholders.

7. Approval of the Appointment of Directors in replacement of those due to retire by rotation and Approval of New Director Appointments as follows:

7.1 Directors due to retire by rotation are as follows:

- 7.1.1 Mrs. Songsri Nitayasuth
- 7.1.2 Mr. Therapong Suebvattana
- 7.1.3 Mr. Poramin Insom

7.2 Directors reappointed for another term are as follows:

- 7.2.1 Mrs. Songsri Nitayasuth
- 7.2.2 Mr. Therapong Suebvattana
- 7.2.3 Mr. Poramin Insom

7.3 The Board of Directors will comprise of 8 persons as follows:

- (1) Mrs. Songsri Nitayasuth
- (2) Ms. Krittiya Honghiran
- (3) Mr. Podduang Kongkamee
- (4) Mr. Manukitti Nityasuddhi
- (5) Ms. Sawanee Kongsakul
- (6) Mr. Therapong Suebvattana
- (7) Dr. Thitipong Nandhabiwat
- (8) Mr. Poramin Insom

The Company will propose this matter for approval at the 2026 Annual General Meeting of the Shareholders.

8. Approval of Director and Subcommittee Remuneration for the Year 2026, with the following details:

8.1 Monthly Remuneration and Meeting Allowance

Committee	Year 2025		Year 2026 (Proposed Year)	
	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)
8.1.1 Directors:				
(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
8.1.2 Subcommittee Members:				
(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 ¹	- None -	10,000
Nomination and Remuneration Committee Member	- None -	7,500 ¹	- None -	7,500
(3) <u>Corporate Governance and Sustainability Development Committee</u>				
Chairman of the Corporate Governance and Sustainability Development Committee	- None -	10,000 ¹	- None -	10,000
Corporate Governance and Sustainability Development Committee Member	- None -	7,500 ¹	- None -	7,500
(4) <u>Risk Management Committee</u>				
Chairman of the Risk Management Committee	- None -	10,000 ¹	- None -	10,000



Committee	Year 2025		Year 2026 (Proposed Year)	
	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)
Risk Management Committee Member	- None -	7,500 ¹	- None -	7,500

Remark: ¹ 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.

8.2 Performance-based Compensation

Total compensation amount shall not exceed 1.0% of the Company's consolidated financial statement net profit, limited only to independent directors.

In addition to the monthly remuneration and meeting allowances proposed above, the Company does not provide any other compensation or benefits to the Board of Directors and sub-committees. The monthly remuneration and meeting allowances, including the meeting allowances requested for approval for the year 2026, will be effective from 1 January 2026 onwards, until the next shareholders' meeting passes a resolution to the contrary.

The Company will propose this matter for approval at the 2026 Annual General Meeting of the Shareholders.

- 9. Approved to hold the 2026 Annual General Meeting of the Shareholders** on Thursday, 23 April 2026 at 02:00 p.m. at Thonglor 2 Room of Grande Centre Point Sukhumvit 55 Hotel, 300 Sukhumvit Soi 55 (Thonglor), Klongton Nua, Wattana, Bangkok 10110. Additionally, Monday, 9 March 2026, has been set as the record date for determining the list of shareholders entitled to attend the 2026 Annual General Meeting of shareholders.

with the following meeting agenda:

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| Agenda 1 | Matters to be informed |
| Agenda 2 | To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 01/2026 held on 16 February 2026 |
| Agenda 3 | To acknowledge the Board of Directors' report on the Company's operating results for the year 2025 |
| Agenda 4 | Consideration and approval of the financial statements for the year 2025 ended 31 st December 2025 |



- Agenda 5 Consideration and approval of the omission of profit allocation to the legal reserve and omission of dividend payments from operating profit for the year 2025
- Agenda 6 To consider and approve the extension of the period for the allocation of additional ordinary shares under a General Mandate for capital increase. The conditions for the allocation of additional ordinary shares will be in accordance with the approval obtained at the Extraordinary General Meeting of Shareholders No. 01/2029 held on 16 February 2026
- Agenda 7 To consider and approve the extension of the period for the issuance and offering of debentures of the company Not exceeding THB 350,000,000. The conditions for the issuance and offering of debentures will be in accordance with the approval obtained at the Extraordinary General Meeting of Shareholders No. 01/2025 held on 29 December 2025
- Agenda 8 Consideration and approval of the issuance and offering of the Company's debentures Not exceeding THB 300,000,000.
- Agenda 9 To consider and approve the appointment of the Company's external auditor and the determination of audit fees for the year 2026
- Agenda 10 To consider and approve the appointment of directors in replacement of those due to retire by rotation.
- Agenda 11 To consider and approve director and subcommittee remuneration for the year 2026
- Agenda 12 Other business (if any)

The Board of Directors resolved to appoint Mr. Podduang Kongkamee, Chief Executive Officer, and/or Ms. Krittiya Honghiran, Deputy Chief Executive Officer, to have the authority to consider and make changes to the 2026 Annual General Meeting date, time, venue, and format in case necessary.

To promote good corporate governance practice and equitable treatment of all shareholders, the Company announced on 30 September 2025 the invitation to shareholders to propose agenda and nominate directors for the 2026 Annual General Meeting in advance from 1 October 2025 to 31 December 2025 with details as disclosed on the Company website and the SET website. However, no agenda was proposed and no candidate nominated by shareholders.



The Company will disclose details and documents relating to the 2026 Annual General Meeting of the Shareholders date on the Company website via www.saam.co.th > [Investor Relations](#) > [Shareholders Information](#) > [Shareholder's Meeting](#) > [Year 2026](#) and SET website. For inquiries, please contact Investor Relations at 02-096-1936 ext. 105. or contact@saam.co.th

Please be informed accordingly.

Yours Sincerely,

-Mr. Podduang Kongkamee -

(Mr. Podduang Kongkamee)

Chief Executive Officer

(F53-4)

Capital Increase Report Form
SAAM Development Public Company Limited
Dated 20 February 2026

SAAM Development Public Company Limited (the “Company”) hereby report the resolutions of the Board of Directors’ Meeting No. 02/2026 held on 20 February 2026 in respect of the capital increase and allocation of shares as follows:

1. Capital Increase

1.1 Capital Increase

The Board of Director’s Meeting No. 02/2026 passed a resolution to extend the period for the issuance and offering of additional ordinary shares for capital increase of the company under a General Mandate, as approved at the Extraordinary General Meeting of Shareholders No. 01/2029 held on 16 February 2026 which will be due on the date of the 2026 Annual General Meeting of Shareholders for another terms. (Extended for the 1st year). This extension is in accordance with the approval for the increase in registered capital of the company from THB 158,500,000 to THB 253,600,000, through the issuance of 190,200,000 ordinary shares with a par value of 0.50 Baht per share, totaling THB 95,100,000 with details as follows:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (THB/share)	Total (THB)
<input type="checkbox"/> Specifying the purpose of proceeds utilization	Ordinary Preferred	- -	- -	- -
<input checked="" type="checkbox"/> General Mandate	Ordinary Preferred	No more than 190,200,000	0.50 -	No more than 95,100,000

2. Allocation of New Shares

2.1 Details of Allocation

Allocated to	Number of Shares	Ratio (Existing : New)	Selling Price (THB/share)	Subscription and Payment Period	Remarks
-None-	-	-	-	-	-



2.2 General Mandate

Allocated to	Category of shares	No. of shares	Percentage per paid-up capital ¹	Remarks
(1) Rights Offering	Ordinary shares	95,100,000	30	-
	Preferred shares	-	-	-
(2) Public Offering	Ordinary shares	63,400,000	20	-
	Preferred shares	-	-	-
(3) Private Placement	Ordinary shares	31,700,000	10	-
	Preferred shares	-	-	-

¹ The percentage per the paid-up capital at the date of the Board of Directors Meeting had resolved to approve the capital increase by means of the General Mandate.

Remark:

- (1) The Board of Directors' meeting No.02/2026 held on 20 February 2026 approved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares under a General Mandate.

The allocation of newly issued ordinary shares under Method 1, Method 2, and Method 3, whether through any one method or a combination of all three, shall not result in an increase in paid-up capital exceeding 30% of the existing paid-up capital, equivalent to 95,100,000 shares. If the additional common shares are allocated through a Public Offering under Method 2 and/or a Private Placement under Method 3 as stated above, the increase in paid-up capital must not exceed 20% of the paid-up capital as outlined below:

- Method 1 Offering and allocation of up to 95,100,000 newly issued common shares, representing 30% of the paid-up capital, to existing shareholders in proportion to their shareholding (Rights Offering).
- Method 2 Offering and allocation of up to 63,400,000 newly issued common shares, representing 20% of the paid-up capital, to the general public (Public Offering).
- Method 3 Offering and allocation of up to 31,700,000 newly issued common shares, representing 10% of the paid-up capital, to specific investors (Private Placement).



- (2) In this allocation of newly issued ordinary shares under the General Mandate, the Board of Directors proposes that the 2026 Annual General Meeting of Shareholders consider and approve the authorization of the Board of Directors to determine and execute, or cause to be executed, any actions related to the allocation of such newly issued shares. This includes, but is not limited to, the following:
- (a) Consider the offering and allocation of newly issued common shares, which may be offered in full or in part, and may be conducted in one or multiple tranches.
 - (b) Determine the objectives, the duration of the offering, the offering price, the method of subscription and payment, as well as any conditions and other details related to the allocation of the newly issued common shares. The allocation must not be made to related parties (as per the Securities and Exchange Commission (“SEC”) Notification No. T.J. 21/2551 regarding related party transactions and the SEC Notification regarding disclosure and actions of listed companies in related party transactions, B.E. 2546), particularly in relation to the Private Placement offering. Furthermore, the offering price must not be set below market value (according to the SEC's regulations regarding approval and permission for public offerings or private placements).
 - (c) When determining the offering price of the company's newly issued common shares under the General Mandate for Private Placement, the price must be the best achievable based on market conditions at the time of offering to investors and must serve the best interests of the company and its shareholders. The offering price may be subject to a discount but must not exceed 10% of the market price, which is calculated based on the weighted average price over a period of no less than 7 consecutive trading days, but not more than 15 consecutive trading days, prior to the date the Board of Directors resolves to set the offering price.
 - (d) Negotiate, agree, execute, and sign contracts and/or any necessary documents related to the allocation of the newly issued common shares, including amendments to such contracts and documents, and any related information or disclosures. The Board may also consider appointing financial advisors, legal advisors, underwriters, and/or any other service providers, if necessary.
 - (e) Sign the application forms for approval, requests for extensions, notices, and any other documents related to the allocation of the newly issued common shares, including the registration process with the Ministry of Commerce and the listing of the company's common shares on the mai Stock Exchange. This includes liaising with and submitting documents to relevant government agencies or other authorities.
 - (f) Undertake any necessary and related actions to ensure the successful allocation of the newly issued common shares, including delegating authority to individuals designated by the Board to carry out the actions outlined in sections (d) and (e) above



3. Schedule of the Shareholders' Meeting to Approve Capital Increase and Allocation of Shares

The 2026 Annual General Meeting of Shareholders will be held on Thursday, April 23, 2026 at 2.00 p.m. at Thonglor 2 Room Grande Centre Point Sukhumvit 55 Hotel, 300 Soi Sukhumvit 55, Klongtan Nuea, Wattana, Bangkok 10110 The list of shareholders entitled to attend the shareholders' meeting (record date) will be determined on 9 March 2026

The Board of Directors has resolved to authorize Mr. Podduang Kongkamee or Ms. Krittiya Honghiran to have the authority to consider and amend the date, time, venue, and format of the 2026 Annual General Meeting of Shareholders, if deemed necessary.

4. Application for Approval from Relevant Government Agencies and Conditions Concerning Capital Increase/Share Allocation

4.1 The Company will file applications with the Department of Business Development, Ministry of Commerce, for the registration of the increase of registered capital, the registration of the change in paid-up capital, as well as the amendment of the Company's Memorandum of Association.

4.2 The company must apply for permission from the Stock Exchange of Thailand. To use the newly issued ordinary shares to be offered for sale to existing shareholders and/or the general public and/or private placements. Listing on the Stock Exchange of Thailand ("SET")

5. Objective of the Capital Increase and Plans for Utilizing the Proceeds Received from Capital Increase

To be determined once the capital increase occurs.

6. Benefits to the Company from the Capital Increase / Allocation of Newly Issued Shares

To be determined once the capital increase occurs.

7. Allocation Benefits to Shareholders from the Capital Increase / Allocation of Newly Issued Shares

To be determined once the capital increase occurs.

8. Other Details Necessary for Shareholders to Approve Capital Increase/Share Allocation

To be determined once the capital increase occurs.

9. Schedule of Actions upon the Board of Directors Passing the Resolution Approving Capital Increase/Share Allocation



No.	Procedure	Date / Month / Year
1.	The Board of Directors' Meeting No. 02/2026	20 February 2026
2.	Record date for specifying the names of shareholders who have the right to attend the 2026 Annual General Meeting of Shareholders	9 March 2026
3.	2026 Annual General Meeting of Shareholders	23 March 2026
4.	The allocation of newly ordinary shares in the means of the General Mandate	As the Board of Directors Meeting has approved the matters

The Company hereby certifies that the information contained in this report is true and complete in all respect.

Signed - *Mr. Podduang Kongkamee* -
(Mr. Podduang Kongkamee)
Authorized Director

Signed - *Ms. Krittiya Honghiran* -
(Ms. Krittiya Honghiran)
Authorized Director