

## Meeting Minutes of Extraordinary General Meeting of Shareholders for 2024

### Right Tunnelling Public Company Limited

Tuesday, 5 November 2024, at 10.00 Hours

Via Electronic Meeting (E-EGM)

#### Before the meeting started

Right Tunnelling Public Company Limited (the “**Company**”) presented the Company’s presentation video to shareholders.

#### The Meeting started at 10.00 Hours

**Dr. Songpope Polachan, Chairman of the Board**, presiding over the Extraordinary General Meeting of Shareholders of 1/2024 (the “**Meeting**”) as the Chairman of the Meeting (the “**Chairman**”), welcomed all shareholders to the Meeting and Mr. Nuttapon Boonyasri, Assistant to Company Secretary, acted as moderator (“**Assistant to Company Secretary**”) notified the meeting procedures to the Meeting and introduced the Board of Directors, executives, Company Secretary, Accounting Manager and advisors as follows:

#### **Directors attending the Meeting** (consisting of total 11 members, equivalent to 100%)

1. Dr. Songpope Polachan  
Chairman of the Board  
Independent Director
2. Mr. Chawalit Tanomtin  
Deputy Chairman of the Board  
Chief Executive Officer  
Chairman of Executive Committee  
Member of Nomination and Remuneration Committee  
Director
3. Mr. Visit Coothongkul  
Chairman of Risk Management Corporate Governance and Sustainability Committee  
Independent Director
4. Mr. Jumpot Kanjanapanyakom  
Chairman of the Nomination and Remuneration Committee  
Independent Director
5. Dr. Boonthep Nanegrungsunk  
(*attended via E-EGM*)  
Chairman of Audit Committee  
Independent Director
6. Mr. Thanapat Pupat  
Member of Audit Committee  
Member of Nomination and Remuneration  
Independent Director
7. Mr. Chaiwut Jumnongsutasathien  
Member of Audit Committee  
Independent Director
8. Mr. Chaiya Wonglappanich  
Director  
Member of Risk Management, Corporate Governance and Sustainability Committee  
Executive Director  
Deputy Managing Director for Management 1
9. Mr. Koson Kongdang  
Director  
Executive Director  
Deputy Managing Director for Operation 1  
Member of Risk Management, Corporate Governance and Sustainability Committee
10. Mrs. Mechaya Kaewduangdee  
Director  
Executive Director  
Deputy Managing Director for Management

(Translation)

11. Mr. Thanawut Sirinawin  
 Member of Risk Management, Corporate Governance and Sustainability Committee  
 Director

**Executive Director and Management:**

1. Mr. Nawin Pongkaew  
 Executive Director  
 Deputy Managing Director for Operation 2

2. Mr. Panat Kungsuwan  
 Executive Director  
 Deputy Managing Director for Engineering

3. Mr. Surasak Seekhiew  
 Senior executive

4. Mr. Charlie Pungpanichkul  
 Deputy Managing Director for Operation 3

5. Mr. Poramate Mashima  
 Assistant to Managing Director for Accounting and Finance and Chief Financial Officer (CFO)

6. Mr. Supawut Wongsurichai  
 Accounting Manager (Acting) and Deputy Accounting Manager

**Company Secretary**

1. Mrs. Pornthip Kongsangbhat  
 Company Secretary

**Financial Advisor from Asset Pro Management Company Limited**

1. Mr. Suriya Thamtheera  
 2. Ms. Tunchanok Sukphanphanom  
 3. Mr. Satheanphong Sujarethewawong  
 4. Ms. Mathurada Chatthiti  
 5. Mr. Chanyapon Tamlaksap

**Legal Advisor from Legal Advisory Council Company Limited**

1. Mr. Wichitphan Klaiubon  
 2. Ms. Thanittha Charoensri  
 3. Ms. Theerisra Sanrak

Right Tunnelling Public Company Limited (the “**Company**”) convened the Extraordinary General Meeting of Shareholders No. 1/2024 on November 5, 2024, at 10:00 a.m. via Electronic Means (E-EGM) in accordance with the Royal Decree on Meeting via Electronic Means B.E. 2563 (2020) and the Notification of the Ministry of Digital Economy and Society, RE: Standards for Maintaining Security in of Meeting via Electronic Means B.E. 2563 (2020), as well as other relevant laws and regulations.

**Assistant to Company Secretary** informed the Meeting of the Company’s Privacy Notice, which had been sent along with the invitation to Extraordinary General Meeting of Shareholders No. 1/2024, stipulating that the Company would collect, use, and disclose personal data, including still images, video footage, and audio recordings of participants, for the purpose of recording and disseminating the meeting as video media on the Company’s website and other communication channels. The data may also be used to prepare the meeting minutes. If any shareholders wish to request the Company to suspend the dissemination of still images or video footage, they may contact the Company via email at [cs@rtco.co.th](mailto:cs@rtco.co.th) or telephone at 02-313-4848 ext. 138, 148.

At 10.00 Hours, shareholders who attended the Meeting are as follows:

Presented at the Meeting	25	Persons	representing	395,493,470	shares
Proxies	6	Persons	representing	139,432,500	shares
Total	31	Persons	representing	534,925,970	shares
Equivalent to (Percent)	38.8372		of the total number of	1,377,355,692	shares
			shares sold of		

Therefore, a quorum was constituted according to the Company's Articles of Association, Article 39 stipulating "In order to constitute a quorum including but not limited to physical attendance or electronic conferencing attendance, there shall be shareholders and proxies (if any) attending a shareholder meeting amounting to not less than twenty-five (25) persons, or not less than one-half (1/2) of the total number of shareholders, and in either case, such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of share sold".

**The Chairman** announced that, prior to the commencement, a total of 31 shareholders were present in person or by proxy, representing 534,925,970 shares, equivalent to 38.8372% of the total issued shares. This constituted a quorum in accordance with the Company's Articles of Association. Before processing with the agenda items, the **Chairman** requested the Assistant to Company Secretary to explain the meeting procedures, voting rules and voting methods to the shareholders.

The Company had determined the Record Date for the Extraordinary General Meeting of Shareholders No 1/2024 on October 15, 2024, and informed shareholders about the Meeting through the following three channels:

1. The Meeting Notice was published on the Company's Website and SET Information System since October 17, 2024.
2. The Meeting Notice was sent to shareholders via postal mail and, for shareholders registered with the SET's Investor Portal, through electronic media. The notice was sent in addition to the postal dispatch on October 22, 2024
3. The Meeting Notice was advertised on electronic media in compliance with applicable laws and regulations. The Meeting Notice was displayed on the Company's website for three consecutive days at least three days before the meeting date.

The electronic shareholders' meeting (E-Meeting), the Company appointed OJ International Co., Ltd. as the service provider for the electronic meeting platform. The meeting system adhered to the standards set by the Electronic Transactions Development Agency (ETDA), as well as applicable announcements, regulations, and laws governing electronic meetings. Participants were able to register for the meeting, view meeting documents, submit questions, cast votes, and see the voting results for each agenda item via the electronic meeting platform. This followed the procedures outlined in the "Attendance Protocol for the Extraordinary General Meeting of Shareholders via Electronic Meeting and Procedural Mapping for the Extraordinary General Meeting of Shareholders via Electronic Meeting" which were included as Enclosures 4 and 5 accompanying the Meeting Notice and made available on the Company's website.

The Meeting will proceed according to the agenda items specified in the Meeting Notice, as stipulated in Clause 41 of the Company's Articles of Association, which states: *"The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to change the order of the agenda by the affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the meeting."* It further states that: *"After the meeting has considered all agenda items specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice."*

#### **Voting Procedures for Each Agenda Item**

1. Shareholders may cast their votes as entitled on the number of shares they hold or the proxy votes they have been granted — **Each share represents one vote (1 share 1 vote)**.
  - Votes cannot be split unless the proxy holder has been granted with Proxy Form C for Custodians who was responsible for depositing and taking care of the foreign investors' shares.

(Translation)

- Proxy holders using Proxy Form B must cast votes as initially casted by the proxy grantor.
  - Voting via the E-Voting system allows selection of **Approve**, **Disapprove**, or **Abstain**, but only one option may be chosen.
2. For regular agenda items, resolutions will be resolved by a majority of votes from shareholders present and voting. In case of a tie, the Chairman of the Meeting will cast one additional deciding vote.
  3. During the voting period for each agenda item, if a shareholder or proxy holder does not cast a vote, the system will automatically record the vote as **Approve**.
  4. Once voting results for an agenda item are announced, voting on that item is considered final.
  5. Shareholders or proxy holders who leave the meeting room or log out during specific agenda items may return and participate in subsequent agenda items.
  6. For each agenda item, the Company will present relevant information and allow shareholders to ask questions or express opinions related to that agenda item before voting.
    - The Company reserves the rights to respond only to questions relevant to the voting agenda and requests that shareholders limit their input to **1 minute per agenda item**.
    - Shareholders were invited to submit questions or suggestions in advance, but no submissions were received.
  7. To manage time efficiently, the Company reserves the right to select appropriate questions. Any questions not addressed during the meeting will be compiled and answered on the Company's website.
  8. The Company reserves the right not to respond to disrespectful or defamatory questions or comments, as well as those that violate laws or infringe on the rights of others.

### **Voting Requirements in Each Agenda Item**

Agenda Items 1, 2, 3, and 4 must be approved by a vote of no less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote. Having explained all meeting rules and details, **Assistant to Company Secretary** proceed with the meeting agenda.

**Agenda Item 1** **To consider and approve the decrease in the Company's registered capital from the existing registered capital of Baht 808,517,033 to the new registered capital of Baht 688,677,846 by cancelling the unsold ordinary shares, totaling 239,678,374 shares with a par value of Baht 0.50 per share, and to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the decrease in the registered capital and cancellation of shares.**

**The Chairman** reported that according to Public Limited Companies Act B.E. 2535 (as amended), Section 136, stipulates that the Company may increase its registered capital by issuing new shares only after all existing shares have been sold and fully paid for, except when the unsold shares are reserved for convertible debentures or warrants. Therefore, in order for the Company to proceed with increasing its registered capital to support its financial plans and business operations and to comply with legal requirements, the Company may reduce its registered capital from the existing amount of Baht 808,517,033 to Baht 688,677,846 by cancelling 239,678,374 unsold ordinary shares with a par value of Baht 0.50 per share. These unsold shares were previously allocated to accommodate the conversion of the warrants to purchase the newly issued ordinary shares of Right Tunnelling Public Company Limited No. 1 (RT-W1), for which the rights have already been exercised for the final time on May 31, 2024. Additionally, the Company's Memorandum of

(Translation)

Association, Clause 4, must be amended to be in line with the decrease in the registered capital. The details are as follows:

“Clause 4. Registered Capital	688,677,846	Baht	(Six Hundred Eighty-Eight Million, Six Hundred Seventy-Seven Thousand, Eight Hundred Forty-Six Baht)
Divided into	1,377,355,692	Shares	(One Billion Three Hundred Seventy-Seven Million, Three Hundred Fifty-Five Thousand, Six Hundred Ninety-Two shares)
Par value	0.50	Baht	Fifty Stang
by dividing into			
Ordinary shares	1,377,355,692	Shares	(One Billion Three Hundred Seventy-Seven Million, Three Hundred Fifty-Five Thousand, Six Hundred Ninety-Two shares)
Preferred shares	-	Shares	(-)”

In this regard, the Board deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the assignment of the Company’s authorized directors and/or a person designated by the Company’s authorized directors to have the authority to sign, amend, and add wording in the application form or any documents related to the decrease in the Company’s registered capital and the amendment of the Memorandum of Association, in accordance with the recommendations of the public companies registrar.

**Meeting Resolution:** The Meeting approved the decrease in the Company’s registered capital from the existing registered capital of Baht 808,517,033 to the new registered capital of Baht 688,677,846 by cancelling the unsold shares, totaling 239,678,374 shares with a par value of Baht 0.50 per share remaining from the issuance and offering of the Warrants to purchase the ordinary shares of the Company No. 1 (RT-W1), for which the rights had already been exercised for the final time on May 31, 2024; approved the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the decrease in the registered capital and cancellation of shares; and approved the assignment of authority as proposed by not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the meeting and were eligible to cast their votes, as follows:

(Translation)

Approved	547,580,368	votes	equivalent to	99.9985%
Disapproved	0	vote	equivalent to	0%
Abstained	8,102	vote	equivalent to	0.0015%
Void	0	vote	not counted as vote	

**Remark:** In this agenda item, there were two additional shareholders attending the meeting. Therefore, a total of 33 shareholders attended the meeting and were eligible to cast their vote before voting on this agenda, holding 547,588,470 shares.

**Agenda Item 2** **To consider and approve the increase in the Company’s registered capital of Baht 118,500,000 from the existing registered capital of Baht 688,677,846 to the new registered capital of Baht 807,177,846 by issuing 237,000,000 newly issued ordinary shares with a par value of Baht 0.50 per share to accommodate the issuance and offering of newly issued ordinary shares under a general mandate amounting to 137,000,000 shares with a par value of Baht 0.50 per share, or an amount not exceeding 10 percent of the Company’s paid-up capital, and to accommodate the issuance and offering of the newly issued ordinary shares for specific purposes through private placement, whether once or several times, amounting to 100,000,000 shares with a par value of Baht 0.50 per share, and also approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the registered capital.**

**Chairman** reported to the Meeting that the issuance, offering, and allocation of the Company’s newly issued ordinary shares are intended to support the Company’s financial plans and business operations, as well as to enable capital raising in a prompt manner. Therefore, the Company intends to increase its registered capital in the amount of Baht 118,500,000 from the existing registered capital of Baht 688,677,846 to the new registered capital of Baht 807,177,846 by issuing 237,000,000 newly issued ordinary shares with a par value of Baht 0.50 per share, to accommodate the issuance and offering of newly issued ordinary shares under a general mandate amounting to 137,000,000 shares with a par value of Baht 0.50 per share, or an amount not exceeding 10 percent of the Company’s paid-up capital, and to accommodate the issuance and offering of the newly issued ordinary shares for specific purposes through private placement, whether once or several times, amounting to 100,000,000 shares with a par value of Baht 0.50 per share, and also approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the registered capital. In this regard, it is considered appropriate to approve the assignment of the Company’s authorized directors and/or a person designated by the Company’s authorized directors to have the authority to sign, amend, and add wording in the application form or any documents related to the increase in the Company’s registered capital and the amendment of the Memorandum of Association, in accordance with the recommendations of the public companies registrar; and to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the registered capital. The details are as follows:

“Clause 4. Registered Capital      807,177,846      Baht      (Eight Hundred and Seven Million, One Hundred Seventy-Seven

(Translation)

			Thousand, Eight Hundred Forty-Six Baht)
Divided into	1,614,355,692	Shares	(One Billion, Six Hundred Fourteen Million, Three Hundred Fifty-Five Thousand, Six Hundred Ninety-Two shares)
Par value	0.50	Baht	Fifty Stang
by dividing into			
Ordinary shares	1,614,355,692	Shares	(One Billion, Six Hundred Fourteen Million, Three Hundred Fifty-Five Thousand, Six Hundred Ninety-Two shares)
Preferred shares	-	Shares	(-)"

**Meeting Resolution:** The Meeting approved the increase in the Company's registered capital in the amount of Baht 118,500,000 from the existing registered capital of Baht 688,677,846 to the new registered capital of Baht 807,177,846 by issuing 237,000,000 newly issued ordinary shares with a par value of Baht 0.50 per share to accommodate the issuance and offering of newly issued ordinary shares under a general mandate, amounting to 137,000,000 shares with a par value of Baht 0.50 per share, or an amount not exceeding 10 percent of the Company's paid-up capital, and to accommodate the issuance and offering of the newly issued ordinary shares for specific purposes through private placement, whether once or several times, amounting to 100,000,000 shares with a par value of Baht 0.50 per share; and approved the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the registered capital; and approved the assignment of authority as proposed by not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the meeting and were eligible to cast their votes, as follows:

Approved	547,480,368	votes	equivalent to	99.9803%
Disapproved	8,102	vote	equivalent to	0.0015%
Abstained	100,000	vote	equivalent to	0.0183%
Void	0	vote	not counted as vote	

**Agenda Item 3** **To consider and approve the allocation of newly issued ordinary shares under a general mandate, amounting to 137,000,000 shares with a par value of Baht 0.50 per share, or an amount not exceeding 10 percent of the Company's paid-up capital, and to authorize the Board of Directors to have the power to consider the issuance and allocation of newly issued ordinary shares.**

**Chairman** reported to the Meeting that as the Company proposes to the Extraordinary General Meeting of Shareholders to consider and approve the increase in its registered capital by Baht 118,500,000 from the existing registered capital of Baht 688,677,846 to the new registered capital of Baht 807,177,846 by issuing

*(Translation)*

237,000,000 newly issued ordinary shares with a par value of Baht 0.50 per share, to accommodate the issuance and offering of newly issued ordinary shares under a general mandate amounting to 137,000,000 shares with a par value of Baht 0.50 per share, or an amount not exceeding 10 percent of the Company's paid-up capital, and to accommodate the issuance and offering of the newly issued ordinary shares for specific purposes through private placement, whether once or several times, amounting to 100,000,000 shares with a par value of Baht 0.50 per share, proposed in Agenda Item 2, it is considered appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the issuance and offering of newly issued ordinary shares under a general mandate amounting to 137,000,000 shares with a par value of Baht 0.50 per share, or an amount not exceeding 10 percent of the Company's paid-up capital and the authority is delegated to the Board of Directors to consider and approve the issuance and allocation of newly issued ordinary shares. The Board deemed appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares under a general mandate through private placement, whether once or several times, amounting to 137,000,000 shares with a par value of Baht 0.50 per share, or an amount not exceeding 10 percent of the Company's paid-up capital for Private Placement investors, who are not considered a connected person. The issuance and offering may be undertaken at one time in full or in part; and whether once or several times. Board of Directors or its designees are delegated with authority to determine the offering price and period as considered appropriate. The offering price of newly issued ordinary shares will be the most favorable price in response to the market price at the time of private placement to ensure best interest of the Company's shareholders. Moreover, such price is not less than 90 percent of the market price of the Company's shares, which is generally permitted when the Company has complied with the rules according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 28/2565 regarding the granting of permission for listed companies to offer newly issued shares through a private placement ("Notification Tor Jor. 28/2565"). The market price for the issuance of newly issued ordinary shares for allocation to specific persons (Private Placement) above is calculated from the weighted average price of the ordinary shares of the company traded on the Stock Exchange of Thailand ("SET") over the past 15 consecutive business days prior to the date of the Board of Directors meeting or a person assigned by the Board of Directors determine the offering price of newly issued ordinary shares (which will take place after the shareholders' meeting has approved the transaction).

In this regard, private placement persons who will be allocated newly issued ordinary shares under a general mandate must meet the qualifications in accordance with one of the following criteria:

- (1) Be an institutional investor according to the Securities and Exchange Commission's announcement No. Kor Jor. 17/2551 regarding the determination of definitions relating to the issuance and offering of securities; or
- (2) Be an individual investor or a juristic person with stable financial status and having real investment potential, including having knowledge, ability, experience or potential to benefit or enhance the Company's operations



(Translation)

In this allocation of newly issued ordinary shares under a general mandate, the Board of Directors has the authority to take any action that is necessary and related to the allocation of newly issued ordinary shares under a general mandate, including considering the determination and/or amendments and/or changing the conditions and details related to such matter are within the framework of relevant laws, which such power including but not limited to

- (1) Consider allocating and offering newly issued ordinary shares all at once or from time to time, including having the power to take any action necessary and relevant to the offering of the newly issued ordinary shares in all respects, such as the purpose of the issuance of the newly issued ordinary shares, offering price determination, offering date and time and subscription and payment of shares, etc., including details and conditions related to the allocation of newly issued ordinary shares. The allocation of such newly issued ordinary shares must not be allocated to connected persons according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions B.E. 2551 and announcement of the Stock Exchange of Thailand Re: Disclosure of Information on the Operations of Listed Companies in Connected Transactions B.E. 2546 in relation to the public offering or to a limited number of people and must not be an offering of shares at a low price according to the announcement of the Office of the Securities and Exchange Commission concerning the application for and approval of the offering of shares to the public or private placement. In addition, the offering price determination of newly issued shares to a private placement must be the best price according to market conditions at the time of the offering, which must not be less than 90 percent of the market price according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement where the market price means the weighted average trading price of the Company's ordinary shares not less than 7 consecutive business days but not more than 15 consecutive business days before the first day that the company will offer newly issued ordinary shares to private placement
- (2) Sign the permission request form, notice, as well as any instrument or document related to capital increase and the allocation of newly issued ordinary shares of the Company, which includes the certification of various documents, related contact and/or receiving documents to officers or representatives of any related agency as well as listing the newly issued ordinary shares of the Company as listed securities on the Stock Exchange of Thailand.
- (3) Take any other necessary actions related to and/or continuing with the capital increase and allocation of the newly issued ordinary shares of the Company by complying with the law and/or relevant regulations. In this regard, the allocation of newly issued ordinary shares under the General Mandate above must be completed by the date the Company holds the next General Meeting of Shareholders or within the date specified by law determined to hold the next General Meeting of Shareholders, whichever is earlier.

**Meeting Resolution:** The Meeting approved the allocation of newly issued ordinary shares under a general mandate, amounting to 137,000,000 shares with a par value of Baht 0.50 per share, or an amount not exceeding 10 percent of the Company's paid-up capital for Private Placement who were not considered connected persons, and delegated Board of Directors with authority to consider issuing and allocating newly

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issued ordinary shares to private placement persons who were not considered connected persons. The issuance and offering may be undertaken at one time in full or in part; and whether once or several times, by not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the meeting and were eligible to cast their votes as follows:

Approved	547,480,268	votes	equivalent to	99.9802%
Disapproved	108,202	vote	equivalent to	0.0198%
Abstained	0	vote	equivalent to	0%
Void	0	vote	not counted as vote	

**Agenda Item 4 To consider and approve the allocation of newly issued ordinary shares for specific purposes through private placement, whether once or several times, amounting to 100,000,000 shares with a par value of Baht 0.50 per share, at an offering price of Baht 0.55 per share.**

**Chairman** reported to the Meeting that as the Company proposes to the Extraordinary General Meeting of Shareholders to consider and approve the increase in its registered capital by Baht 118,500,000 from the existing registered capital of Baht 688,677,846 to the new registered capital of Baht 807,177,846 by issuing 237,000,000 newly issued ordinary shares with a par value of Baht 0.50 per share, to accommodate the issuance and offering of newly issued ordinary shares under a general mandate amounting to 137,000,000 shares with a par value of Baht 0.50 per share, or an amount not exceeding 10 percent of the Company's paid-up capital, and to accommodate the issuance and offering of the newly issued ordinary shares for specific purposes through private placement, whether once or several times, amounting to 100,000,000 shares with a par value of Baht 0.50 per share, proposed in Agenda Item 2, it is considered appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares for specific purposes through private placement, whether once or several times, amounting to 100,000,000 shares with a par value of Baht 0.50 per share, at an offering price of Baht 0.55 per share for Private Placement investors, namely 1. Mr.Jirayut Jungtanasomboon in the amount of 50,000,000 shares 2. Mr.Sippakorn Kawsa-art in the amount of 50,000,000. The investors are not considered a connected person. The Board proposes that the Extraordinary General Meeting of Shareholders authorizes the Board, or any persons designated by the Board, to have the authority to determine the exact offering price for the purpose of final determining exact offering price by the Extraordinary General Meeting of Shareholders at Baht 0.55 per share. The offering price for the newly issued ordinary shares will not be less than 90 percent of the market price of the Company's shares under the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) dated 11 May 2015. The market price above is calculated from the weighted average price of the ordinary shares of the company traded on the Stock Exchange of Thailand ("SET") for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the first date on which such shares are offered for sale. In this regard, it is considered appropriate to approve the assignment for the Board of Directors meeting or a person assigned by the Board of Directors to determine the offering date of newly issued ordinary shares as considered appropriate. However, the offering price of newly issued ordinary shares will be the most favorable price in response to the market price at the time of private placement to ensure best interest of the Company's shareholders.

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In this regard, all 2 private placement persons will not result in such persons having duty to make a tender offer for all securities of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (and as amended).

In the issuance and allocation of newly issued ordinary shares, the Board of Directors' meeting proposed to the Extraordinary General Meeting of Shareholders that the Board of Directors, the Executive Committee, the Chief Executive Officer, or any person assigned by the Board of Directors, the Executive Committee, or the Chief Executive Officer be granted the authority to determine other details related to the issuance and allocation of the above-mentioned ordinary shares, such as:

- (1) Allocation of newly issued ordinary shares to 1. Mr. Jirayut Jungtanasomboon in the amount of 50,000,000 shares 2. Mr. Sippakorn Kawsa-art in the amount of 50,000,000 shares which is specific persons (Private Placement) at one time in full or in part, determining the offering period, payment of shares including other conditions and details relating to the allocation of such newly issued ordinary shares;
- (2) Entering into negotiations, making agreements and signing documents and related contracts to the allocation of such newly issued ordinary shares including various actions in connection with the allocation of such newly issued ordinary shares; and
- (3) Signing the documents requesting permission and necessary evidence and related to the allocation of the newly issued ordinary shares under items (1) – (2), including contacting, submitting applications for permission, documents and evidence to government agencies or related agencies, listing of newly issued ordinary shares of the Company Listed on the Stock Exchange of Thailand and having the power to take any other actions necessary and appropriate in connection with the allocation of newly issued ordinary shares under items (1) – (2)

**Meeting Resolution:** The Meeting approved the allocation of newly issued ordinary shares for specific purposes through private placement, whether once or several times, amounting to 100,000,000 shares with a par value of Baht 0.50 per share, at an offering price of Baht 0.55 per share for private placement persons, namely 1. Mr. Jirayut Jungtanasomboon in the amount of 50,000,000 shares 2. Mr. Sippakorn Kawsa-art in the amount of 50,000,000 shares, who were not considered connected persons, and approved the assignment of the authority designated as proposed by not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the meeting and were eligible to cast their votes as follows:

Approved	547,480,368	votes	equivalent to	99.9803%
Disapproved	108,102	vote	equivalent to	0.0197%
Abstained	0	vote	equivalent to	0%
Void	0	vote	not counted as vote	

(Translation)

**Agenda Item 5 To consider other matters (if any)**

**Chairman** mentioned that once the meeting has considered all agenda items specified in the notice of the meeting, shareholders holding at least one-third (1/3) of the total issued shares may propose additional matters for the meeting's consideration. However, no shareholders proposed any additional matters. Therefore, I would like to open the floor for general questions. Shareholders who have suggestions or further inquiries are requested to either type their questions in the chat window or raise their hand to speak.

**Mr. Warit Chaowalit, a shareholder attending in person**, asked the overall performance outlook of the Company for 2025.

**Mr. Chaiya Wonglapapanich, Managing Director, responded:** As of the end of the second quarter of 2024, the Company has a project backlog of approximately 7.7 billion baht. Currently, we are in the process of closing the financial statements for the third quarter of 2024. We anticipate additional projects to be added next year.

In the absence of further inquiries, the Chairman called the Meeting adjourned.

The Meeting adjourned at 11.00 Hours.



(Dr. Songpope Polachan)  
Chairman of the Board



(Mrs. Pornthip Kongsangbhat)  
Company Secretary/Minutes Taker