

The 2026 Annual General Shareholders' Meeting
Country Group Holdings Public Company Limited
Wednesday, April 29, 2026, at 14.00 hours via electronic devices (E-AGM)
The Meeting control system is setup at the Meeting Room, 20th floor, Sindhorn Tower 3
132 Wireless Road, Lumpini, Pathumwan, Bangkok 10330

Directors Attending the Meeting

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| 1. Mr. Sadawut Taechaubol | Chairperson and Chairperson of Executive Committee |
| 2. Mr. Surabhon Kwunchaithunya | Vice Chairperson |
| 3. Mr. Tommy Taechaubol | Director and Chief Executive Officer |
| 4. Mr. Supachai Sukhanindr | Independent Director and Chairperson of Audit Committee |
| 5. Pol. Gen. Werapong Chuenpagdee | Independent Director and Audit Committee |
| 6. Mr. Natapong Vanarat | Independent Director and Audit Committee |
| 7. Mr. Dej Namsirikul | Independent Director |
| 8. Mr. Chang Foo | Independent Director |
| 9. Mr. Pisuth Viriyamettakul | Director |

Remark: There were 9 directors attending the Meeting from 9 directors in total or equivalent to 100% of total number of the Company's directors

Executives Attending the Meeting

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| 1. Ms. Supajira Dechmee | Accounting and Finance Executives |
| 2. Mr. Sorapat Tulyathan | Vice President, Investment |
| 3. Ms. Suthatip Sridetprasart | Head of Legal |

External Auditors

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| 1. Mr. Wonlop Vilaivaravit | Auditor, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
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Legal Counsel (as the independent inspectors during voting process)

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| 1. Mr. Chakra Saadtiam | Legal Consultant – Phurin Lawyer and Accounting |
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Ms. Supaporn Akaradechachai, Company Secretary informed the meeting that the Board of Directors of Country Group Holdings Public Company Limited (the "Company") has resolved to convene the 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026 at 14.00 hours via electronic devices (E-AGM) pursuant to the Emergency Decree on Electronic Media Conference B.E. 2563 and other related laws and regulations. The meeting control system is setup at the Meeting Room, 20th floor, Sindhorn Tower 3, No.132 Wireless Road, Lumpini, Pathumwan, Bangkok 10330.

As the Meeting started at 14.00 hours, there were 5 shareholders attending in person and 49 proxies presented at the Meeting, totaling 54 shareholders, representing an aggregate number of 2,601,758,329 shares, equivalent to 62.6560% of total paid up shares, attended and constituted a quorum in accordance with the law and the Company's Article of Association.

Mr. Sadawut Taechaubol, Chairperson welcomed the shareholders to the Meeting and assigned Company Secretary, to inform quorum and explain the proceeding of the meeting, voting criteria in each agenda to conduct the meeting in an orderly manner as stated follows:

Voting Criteria

The meeting will proceed according to the agenda as announced in the invitation letter of the 2026 Annual General Meeting of the shareholders and the meeting conductor shall explain each agenda prior to voting.

1. Voting in each agenda will be made openly. The voting count of each agenda will be on the basis of one share-one vote. Shareholders or proxy holders can merely vote in choices of Approve or Disapprove or Abstain their votes only and the vote cast cannot be divided partially except for the votes of Custodians.
2. Proxy holders must vote as only indicated in the proxy form by the grantors. The proxy voting on any agenda which does not meet the requirement in the proxy form will deem invalid and not be considered as vote of the shareholder.
3. If the grantor do not specify the intention to vote on any agenda in the proxy form or not specify clearly, in case of the meeting considers or casts vote in agenda not specified in the form, including in case of changing or adding any facts, proxy holders shall be authorized to consider and vote on their behalf as deemed appropriate.

The Voting Process on Each Agenda

1. The 2026 Annual General Meeting of Shareholders was held electronically (E-AGM) pursuant to the Emergency Decree on Electronic Media Conference B.E. 2563 (2020) and the Notification of the Ministry of Digital Economy and Society regarding the Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020). The Company has used the e-Meeting service operated by Quidlab Co., Ltd., which is specialized and has systems certified by relevant authorities and conducted the self-assessment adherence to the standards of the Electronic Transactions Development Agency (ETDA). Such meeting systems support all devices such as computers, smartphones, notebooks, tablets.
2. The Company recorded the Meeting in the form of a video
3. Each agenda will be open for voting for 1 minute. Shareholders can vote and change their votes from the beginning of the meeting until the end of voting on this agenda. and the result of the vote counting will be announced after the system collects votes from E-Voting and those who voted in advance through Proxy forms.
4. In the event that the shareholders do not vote on any agenda or do not vote within the specified period, the system will be deemed to have voted in approve of that agenda.

5. Each agenda will be open for asking questions for 1 minute in 2 ways:
 - (1) Sending messages on the Q&A menu.
 - (2) Making a live inquiry via VDO conference interface by clicking on “Raise Hand” to express the intention to inquire, the Company will allow the shareholders to turn on the microphone and camera when it comes to the queue for inquiries.

Please state full name and present status (in-person or proxy) before asking any questions so that the Meeting minutes will be recorded accurately and completely. The attendees should inquire about the agenda that is being considered in accordance with the agenda. However, if other matters that are not on the agenda of the meeting The attendees can ask questions in Agenda 9 other matters or at the end of the meeting.

Proposing Agenda and Questions in Advance

The Company has given the opportunity to shareholders to propose agenda and send questions in advance for the 2026 Annual General Meeting of Shareholders from November 3, 2025 to January 31, 2026 via the Company's website or email to CompanySec@cgholdings.co.th which during that time, no shareholder proposed any agenda or sent questions to the Company.

Mr. Sadawut Taechaubol, Chairperson acting as the Chairman of the meeting (hereinafter be called “Chairman”) declared the meeting open and proceeded with the meeting in accordance with the agenda as shown in the invitation letter of the 2026 Annual General Meeting of Shareholders as follows:

Agenda 1: To acknowledge the Company’s performance for the year 2025

The Chairman informed the Meeting that the Company has summarized the Company’s performance during the year 2025 along with the significant changes that occurred during the year in the Form 56-1 One Report for the year 2025 in the form of QR Code provide in the enclosed invitation letter. The Chairman then assigned Mr. Tommy Taechaubol, Director and Chief Executive Officer to report the Company’s operating results and material changes in 2025 to the Meeting for acknowledgement.

Mr. Tommy Taechaubol, Director and Chief Executive Officer has reported a summary of the operating results for the year 2025 and the future strategic direction of the business. The Company is committed to operating under three core strategies, namely efficient portfolio allocation, investment in high-growth potential businesses aligned with global trends, and organizational management under good corporate governance principles with disciplined cost control, in order to create long-term value for shareholders. Currently, CGH has 2 principal subsidiaries and associates, namely Pi Securities PCL., or Pi, in which CGH holds a shareholding of 90.98%, operating a securities business, and Bound & Beyond PCL., or BEYOND, in which CGH holds a shareholding of 38.96%, operating a hotel business.

Summary of the Company's performance and its subsidiaries in 2025

Shareholding	CGH	PI	BEYOND
		91.0%	39.1%
Market Cap. (MB)	1,827	N/A	2,495
Total Revenue (MB)	1,433	1,274	3,318
Net Profit (Loss) (MB)	(216)	(151)	2.4
Net Profit (Loss) Margin (%)	(15.1%)	(11.9%)	0.01%
Return of Equity (ROE) (%)	(7.4%)	(6.8%)	0.0%

In 2025, CGH recorded total revenues of THB 1,433 million, a decrease of 28% from the prior year. The decline was primarily attributable to the absence of non-recurring income recognized in 2024, which included one-time gains totaling THB 485 million, comprising a gain of THB 264 million from the disposal of investment in MFC Asset Management PCL. and a gain of THB 221 million from digital assets. Excluding such non-recurring items, underlying revenues declined by approximately 8%. Total expenses decreased by 6% to THB 1,568 million, resulting in a net loss of THB 216 million for the year. Nevertheless, the Company maintained a strong financial position, with total assets of THB 9,230 million, cash and cash equivalents increasing to THB 975 million, and a debt-to-equity ratio of 0.46 times, reflecting financial stability and flexibility in capital management.

PI Securities Public Company Limited “Pi”

Pis' overall performance in fiscal year 2025, despite significant challenges in the Thai capital market, where the average daily trading value on the SET declined to approximately THB 39,000 million, representing an 11% decrease from the prior year, and trading volume on the Thailand Futures Exchange, or TFEX, decreased by 13% from the prior year, marking the most subdued market conditions in 13 years, Pi Securities maintained its competitive position by retaining its Top 3 ranking on TFEX with a market share of 11.1% and receiving the No.1 Active Agent award for the seventh consecutive year.

Pi recorded total revenues of THB 1,274 million, a decrease of 11% from the prior year. However, EBITDA improved significantly by 73% from the prior year to THB 21 million, driven by organizational restructuring and disciplined cost management, resulting in a 13% reduction in operating expenses. Meanwhile, the Wealth Management business demonstrated strong growth, with revenues increasing by 34% and assets under advice, or AUA, growing by 24% from the Pi prior year. In addition, the Pi Financial application recorded a 64% increase in new users and a 71% increase in installations from the prior year, reflecting the continued growth of the Company's digital platform. With respect to platform development plans for fiscal year 2026, Pi intends to expand its investment product offerings by increasing the number of United States equities to 43 securities, introducing a full suite of CME Derivatives services, and launching portfolio advisory and Program Trading services to support long-term business growth.

Bound and Beyond Public Company Limited “BEYOND”

BEYOND delivered the most outstanding performance within the Group in fiscal year 2025, achieving a record high hotel revenue of THB 3,310 million, an EBITDA Margin of 26%, and a turnaround to a net profit of THB 2 million from a net loss of THB 21 million in the prior year, reflecting a significant recovery in core operating performance without the support of any non-recurring income.

In the quarter 4/2025, BEYOND achieved its highest quarterly revenue of THB 1,090 million, driven by the recovery of international tourist arrivals and peak travel season demand. Food and beverage revenue grew by 9%, while the Company maintained its position as the No.1 RevPAR hotel in Bangkok. Notably, Four Seasons Hotel Bangkok at Chao Phraya River and Capella Bangkok were ranked 2nd and 3rd respectively in the World's 50 Best Hotels 2025, marking the third consecutive year that both properties have received such international recognition.

With respect to business plans for fiscal year 2026, BEYOND intends to pursue continued expansion through the establishment of three new subsidiaries and joint ventures, the opening of one new hotel in Thailand, and the launch of three additional restaurants overseas, in order to capitalize on the recovery and long-term growth of Thailand's tourism industry and to further strengthen the Group's Ultra-Luxury Hospitality business.

In addition, CGH has expanded its investment into the Wellness and Longevity business, an industry with high growth potential, with plans to open Longevity Clinic at Four Seasons Hotel Bangkok in the quarter 4/2026, with a total investment budget of approximately THB 115 million. The project will offer a comprehensive three-tier health and wellness service, ranging from lifestyle and preventive care, full-suite medical therapies including IV Therapy, Hyperbaric Oxygen Therapy, and Cryotherapy, to specialized treatment and regenerative care such as PRP and Regenerative Treatments. The platform will be powered by artificial intelligence and a Digital Twin system under the name "Resilience Index" for real-time health monitoring and analysis. The Company projects that the project will generate revenues growing from approximately THB 19 million in its first year of operation to approximately THB 191 million by fiscal year 2031, while maintaining an EBITDA Margin in the range of 24% to 27%, reflecting the long-term growth potential and revenue-generating opportunities of this new business venture.

Beyond its core business operations, the Company places great importance on conducting business in accordance with the principles of good corporate governance, with transparency and fairness, in compliance with its anti-bribery and anti-corruption policy as formulated and approved by the Board of Directors. In fiscal year 2025, no instances of non-compliance with the established policy were identified, and no activities posing risks related to bribery or corruption were found. Furthermore, the Company received approval for the renewal of its membership in the Thai Private Sector Collective Action Against Corruption (CAC), for the second time from the Thai Institute of Directors. In addition, the Company was awarded a 5-Star rating in the Corporate Governance Report, or CGR Checklist, by the Thai Institute of Directors, and received a perfect score of 100 points in the Annual General Meeting quality assessment, or AGM Checklist, conducted by the Thai Investors Association.

CGH and Pi jointly conducted ESG activities across all 3 dimensions, namely social, community, and environmental. In terms of social contribution, the Company organized financial literacy training for over 100 teachers. With regard to community support, relief packages and financial assistance were provided to flood-affected residents in Hat Yai. On the environmental front, the Company initiated a green space expansion project and donated 5,000 saplings to support urban greening and carbon reduction initiatives, reflecting the Company's commitment to sustainable growth alongside its responsibility towards society and the environment.

The Chairman offered opportunities for shareholders to make inquiries and express their opinions. There was shareholder inquiring as follows:

- **Ms. Usa Sumetlux**, Shareholders' right protection volunteer of Thai Investors Association raised 2 questions to the Meeting as follows:

1. The 56-1 One Report for fiscal year 2025 indicated that brokerage fee income had declined in line with subdued trading volume on the Stock Exchange of Thailand, resulting in a consolidated net loss of over THB 216 million for fiscal year 2025. In this regard, she inquired as to what strategies the Company has in place to diversify Pi's revenue structure beyond its reliance on brokerage commission income, and with respect to BEYOND, what plans the Company has for occupancy rate management and cost control, so that both businesses are able to distribute dividends back to CGH on a consistent and sustainable basis over the long term.
2. Given that the Company has recorded consecutive net losses for 3 years, what plans or measures the Company has in place to improve its operating performance with a view to returning to profitability, both in the short and medium term, and when tangible results are expected to be seen.

Mr. Tommy Taechaubol – Director and Chief Executive Officer

1. Pi Securities has continuously prepared itself to adapt to changes in the securities business by implementing its Digital Transformation strategy and developing its Wealth Management business over the past several years in order to diversify its revenue streams and reduce reliance solely on brokerage commission income. At present, revenue from the Wealth business continues to grow steadily, while new products and services developed through the Company's digital platform have also received positive responses from customers and are expected to support long-term revenue growth. At the same time, Pi continues to place importance on cost management and operational efficiency improvements on an ongoing basis. As for BEYOND, the Company remains focused on effectively managing occupancy rates and revenue per available room, together with controlling financial costs and operating expenses. The operating performance of the hotel business has shown continuous improvement. In addition, BEYOND plans to further expand its hotel and restaurant businesses in order to diversify revenue sources and strengthen long-term growth potential, which the Company believes will support both Pi and BEYOND in generating sustainable returns to CGH in the future.

2. The Company continues to place importance on prudent investment management. In the short term, the Company will focus on maintaining liquidity and avoiding investments in high-risk assets. At the same time, the Company has continuously improved operational efficiency and cost structures across all businesses in order to enhance long-term competitiveness. In this regard, Pi has begun to show clearer signs of recovery, while BEYOND has continued to demonstrate improving operating performance. The Company expects that such positive trends will support the Group's return to profitability in the future. For the Wellness & Longevity business, the Company views the industry as having strong growth potential and believes that the platform's strengths and differentiation will enhance its competitive advantage. The Company will continue to carefully develop the platform with the aim of generating sustainable returns and long-term profitability.

There were no additional inquiries or comments, the Chairman explained that in this agenda, only performance report was presented and no voting was implemented.

Resolution: The meeting acknowledged the Company's performance for the year 2025

Agenda 2: To consider and approve the audited Financial Statements for the year ended December 31, 2025

The Chairman informed the Meeting that according to the Public Company Limited Act, B.E. 2535, section 112 and Article 53 in the Company's Articles of Association, the Company has provided the Balance Sheet and Income Statement for the year ended December 31, 2025, which have been audited and certified by the Company's Auditor as follows:

Unit: Baht

	Fiscal Year ended December 31, 2025	
	Consolidated F/S	Separate F/S
Total Assets	9,229,412,930	6,371,277,919
Total Liabilities	2,915,744,898	662,629,934
Total Equity	6,313,668,032	5,708,647,985
Total Revenues	1,432,896,414	274,939,729
Total Expenses	1,568,212,235	183,889,593
Net (Loss) Profit	(216,406,864)	54,886,568
Earnings (Losses) per share	(0.0467)	0.0132

The Audit Committee has reviewed the Company's financial statements for the year ended December 31, 2025 which have been audited and certified by Mr. Wonlop Vilaivaravit, the Company's auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. that the financial statements were accurate, appropriate, and credible.

The Board of Directors deemed appropriate to propose the Shareholders' Meeting to consider and approve the audited Financial Statements for the year ended December 31, 2025 which have been audited and certified by the auditor and reviewed by the Audit Committee.

The Chairman offered opportunities for shareholders to make inquiries and express their opinions. There were no inquiries or comments, the Chairman requested the Meeting to consider the resolution for this agenda. The resolution of this agenda shall be passed by the majority votes of shareholders, attending the meeting and cast their votes.

Resolution: The meeting unanimously resolved to approve the audited Financial Statements for the year ended December 31, 2025 with the majority votes of shareholders who attended the meeting and cast their votes, as follows:

Approved	2,601,758,329	Votes	Equivalent to	100.0000%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	0	Votes	Equivalent to	-
Void	0	Votes	Equivalent to	-

Agenda 3: To consider and approve the appropriated of net profit and approve the omission of annual dividend payment for the year 2025

The Chairman informed the Meeting that according to the Public Company Limited Act, B.E. 2535, section 116 and Article 61 in the Company's Articles of Association, the Company shall allocate the Legal Reserve Fund not less than 5% of its annual net profit less the accumulated losses brought forward and then allocate the remaining profit to be paid as dividend and Article 59 in the Company's Articles of Association, the dividend payment shall be approved by Shareholders.

And its Company's Dividend Policy stated that the dividends being paid to shareholders must not be less than 60% of annual net profit. However, consideration for dividend payment stakes other factors into account such as results of operations, the financial status of the Company, liquidity, expansion of business, and other factors relating to the management of the Company. Each dividend payment is required to obtain approval from the Board of Directors and shareholders.

The Board agreed to propose to the Shareholders' Meeting to approve the appropriate of net profit and approve the omission of annual dividend payment for the year 2025 because the Company needs to reserve cash for working capital to expand the company's operations, with details as follows:

Details of Dividend Payment	2025	2024	2023
Net (Loss) Profit (Baht)	54,886,568	94,994,759	(52,581,772)
Appropriation of the legal reserve (Baht)	2,750,000	4,750,000	-
Dividend Payment per Share (Baht)	No dividend payment	No dividend payment	No dividend payment
Total Dividend Payment (Baht)	No dividend payment	No dividend payment	No dividend payment
Dividend Payment Ratio (%)	-	-	-

The Chairman offered opportunities for shareholders to make inquiries and express their opinions. There were no inquiries or comments, the Chairman requested the Meeting to consider the resolution for this agenda. The resolution of this agenda shall be passed by the majority votes of shareholders, attending the meeting and cast their votes.

Resolution: The meeting unanimously resolved to approve the appropriated of net profit and approve the omission of annual dividend payment for the year 2025 with the majority votes of shareholders who attended the meeting and cast their votes, as follows:

Approved	2,601,758,329	Votes	Equivalent to	100.0000%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	0	Votes	Equivalent to	-
Void	0	Votes	Equivalent to	-

Agenda 4: To consider and approve the appointment of directors to replace the directors retiring by rotation

The Chairman informed the Meeting that according to the Public Company Limited Act, B.E. 2535, section 71 and Article 21 in the Company's Articles of Association, stipulated that one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate. A director who vacates office under this clause may be re-elected. In the 2026 AGM, there are 3 directors retiring by rotation, namely; (1) Mr. Surabhon Kwunchaithunya (2) Pol. Gen. Werapong Chuenpagdee and (3) Mr. Tommy Taechaubol.

During the period November 3, 2025 to January 31, 2026, the Company provided an opportunity for shareholders to propose agenda and the name of qualified candidates to be nominated as the Company's director which disclosed and published on the Stock Exchange of Thailand and the Company's website. It turns out that there is no shareholder proposing qualified candidates for election as the Company's director.

The Nomination and Remuneration Committee, excluding the interested directors, have considered the qualification standards of directors, they have appropriate knowledge and skill to the Company's business. They are qualified and not prohibited as defined by the Company's Article of Association or relevant law and they have performed in the previous year and attended the Board of Directors' Meeting regularly. In addition, Pol. Gen. Werapong Chuenpagdee, the independent director who has retired by rotation and proposed to be reappointed for another term, is fully qualified to take up the position of independent director of the Company even though he has already been an independent director for more than 9 years. His qualifications are in accordance with the related criteria, and he has expressed her opinion independently from Management and recommended the re-election of the directors retiring by rotation for another term, and the election of a director to replace the director retiring by rotation, as follows:

1. Ms. Lalida Teekhasaenee (Director to replace Mr. Surabhon Kwunchaithunya)
2. Pol. Gen. Werapong Chuenpagdee (Independent Director)
3. Mr. Tommy Taechaubol (Director)

The Board of Directors, excluding the interested directors, agreed with the Nomination and Remuneration Committee and proposed the Shareholders' Meeting to consider the appointment of directors to replace the directors retiring by rotation, namely Pol. Gen. Werapong Chuenpagdee and Mr. Tommy Taechaubol to resume their directorship of the Company for another term and propose to elect Ms. Lalida Teekhasaenee as a director to replace Mr. Surabhon Kwunchaithunya. In this regard, these proposed candidates have passed the consideration process as specified by the Company and have qualifications in accordance with the relevant rules and regulations and they have appropriate knowledge and skill to the Company's business. Further, for an independent director, the Board has considered that the independent directors could express their opinion independently and in accordance with relevant regulations.

The Chairman offered opportunities for shareholders to make inquiries and express their opinions. There were no inquiries or comments, the Chairman requested the Meeting to consider the resolution on the candidates on an individual basis. The resolution of this agenda shall be passed by the majority votes of shareholders, attending the meeting and cast their votes.

Resolution: The meeting resolved to approve the appointment of Pol. Gen. Werapong Chuenpagdee and Mr. Tommy Taechaubol to resume their directorship of the Company for another term and elect Ms. Lalida Teekhasaenee as a director to replace the director who did not wish to continue for another term with the majority votes of shareholders who attended the meeting and cast their votes individually as follows:

1. Ms. Lalida Teekhasaenee (Director to replace Mr. Surabhon Kwunchaithunya)				
Approved	2,601,758,329	Votes	Equivalent to	100.0000%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	0	Votes	Equivalent to	-
Void	0	Votes	Equivalent to	-
2. Pol. Gen. Werapong Chuenpagdee (Independent Director)				
Approved	2,558,877,829	Votes	Equivalent to	98.3519%
Disapproved	42,880,500	Votes	Equivalent to	1.6481%
Abstained	0	Votes	Equivalent to	-
Void	0	Votes	Equivalent to	-

3. Mr. Tommy Taechaubol (Director)

Approved	2,601,758,329	Votes	Equivalent to	100.0000%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	0	Votes	Equivalent to	-
Void	0	Votes	Equivalent to	-

Agenda 5: To consider and approve the directors' remuneration for the year 2026

The Chairman informed the Meeting that according to the Public Company Limited Act, B.E. 2535, section 90 and Article 28 in the Company's Articles of Association, stipulated that the directors shall be entitled to receive the remuneration in accordance with resolutions of meetings of shareholders with vote of not less than two-thirds of the total votes of the shareholders present at the meeting and the board of directors shall be entitled to receive remuneration meeting allowance, transportation fee, welfare and other compensations including the right to be reimbursed against entertainment and other expenses concerning their conduct of business according the company's rules and regulations.

The Nomination and Remuneration Committee has considered the appropriateness of the remuneration of the Board of Directors, taking into account their roles, duties, and responsibilities, which are not limited to meeting attendance but also include reviewing information, providing strategic recommendations, monitoring performance, overseeing risk management, considering business expansion, as well as performing other duties as assigned on a continuous basis throughout the year. In addition, to ensure that the remuneration structure accurately reflects the actual responsibilities, is clear and transparent, aligns with best practices of listed companies, and is comparable to those of companies of similar size and business nature, it is therefore deemed appropriate to propose for approval the remuneration of Directors and Sub-Committees for the year 2026 as follows:

The Remuneration of Director and Sub-Committees

Position	Proposal for 2026 AGM resolution		2025 Meeting Allowance (Baht/Meeting)	2024 Meeting Allowance (Baht/Meeting)
	Monthly Fee	Meeting Allowance (Baht/Meeting)		
Chairperson	100,000		100,000	100,000
Vice Chairperson	60,000		55,000	55,000
Director	50,000		45,000	45,000
Chairperson of Audit Committee		30,000	30,000	30,000
Audit Committee		20,000	20,000	20,000

Position	Proposal for 2026 AGM resolution		2025 Meeting Allowance (Baht/Meeting)	2024 Meeting Allowance (Baht/Meeting)
	Monthly Fee	Meeting Allowance (Baht/Meeting)		
Other sub-committees				
Chairperson		30,000	30,000	30,000
Committee		20,000	20,000	20,000
Other Benefits	None		None	None

The condition of remuneration payment as follows:

1. To pay the remuneration of the Board of Directors shall be paid on a monthly basis as fixed remuneration.
2. To pay the Remuneration of Audit Committee, and other Sub-Committees, shall be paid on monthly lump sum basis, payable only in months when meetings are held. In the event that more than 1 meeting is held in any given month, the payment shall be made on a lump-sum basis for 1 meeting only and shall be paid only to directors who attend the meeting.
3. Employees who are entitled to be Director will receive the Remuneration at the same rate of the other Directors. For the other employees who are members of sub-committees will not receive the Remuneration.
4. The new Remuneration will be effective from May 2026 onwards, (after receiving the Shareholders approval).

Bonus

The criteria of the Director's Bonus payment are as follows:

1. The Director's Bonus payment will not exceed 4 times the rate of their monthly remuneration.
2. The Chairman of Sub-Committees such as Audit Committee, Nomination and Remuneration Committee, Corporate Governance and Sustainability Committee, Risk Management Committee and Investment Committee, will be paid at an additional rate of 1 time their bonus.
3. Directors entitled to receive remuneration must fulfill their duties throughout the 2026 business year (From January 1, 2026 - December 31, 2026). Each committee member's compensation was based on their attendance at 2026 meetings.
 - a) Attend the meeting more than 75%, the Director will be paid 100% of bonus.
 - b) Attend the meeting equally or less than 75%, the Director will be paid 50% of bonus.

The Board of Directors agree with the Nomination and Remuneration Committee and proposed the Shareholders' Meeting to consider and approve the remuneration of the Board of Directors and the Sub-Committees for the year 2026. The Remuneration will be effective from May 2026 onwards.

The Chairman offered opportunities for shareholders to make inquiries and express their opinions. There were no inquiries or comments, the Chairman requested the Meeting to consider the resolution for this agenda. The resolution of this agenda shall be passed by the amount not less than two-thirds of shareholders attending and having the right to vote.

Resolution: The meeting unanimously resolved to approve the directors' remuneration for the year 2026 with the amount not less than two-thirds of shareholders attending and having the right to vote, as follows:

Approved	2,601,758,329	Votes	Equivalent to	100.0000%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	0	Votes	Equivalent to	-
Void	0	Votes	Equivalent to	-

Agenda 6: To consider and approve the appointment of auditors and to determine the audit fees for the year 2026

The Chairman informed the Meeting that according to the Public Company Limited Act, B.E. 2535, section 120 and Article 55 in the Company's Articles of Association, stipulated that the Annual General Meeting of Shareholders of each year, there shall be an appointment of an auditor and the determination of an auditing fee. In addition, a notification from the Capital Market Supervisory Board limits the appointment of individual external auditors of listed companies to no more than five consecutive terms. After five years, the auditors must be rotated, a new auditor affiliated with the same auditing firm as the original auditor may be appointed.

The Audit Committee recommended the appointment of the Auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's auditor for the year 2026 based on the appropriateness of the audit fee. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is 1 of the 4 leading international audit firms and has high standards, independence, expertise in auditing investment and financial businesses, and credibility with the audit fee for the year 2026 is Baht 1,290,000.

The Board of Directors have agreed with the Audit Committee deemed appropriate to propose the Shareholders' Meeting to consider the appointment of the auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's auditor in 2026, namely;

1. Mr. Wonlop Vilaivaravit CPA Registration No.6797 and/or
2. Mr. Mongkol Somphol CPA Registration No. 8444 and/or
3. Mr. Wee Sujarit CPA Registration No.7103 and/or
4. Ms. Porakoch Jongkolsiri CPA Registratiion No. 7150

However, the above auditors do not have any related and/or conflict of interest with the Company, Subsidiaries Management, Major shareholders or their related person. Moreover, Pi Securities PCL., the subsidiary of the Company, has also appointed Auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

The audit fee for the year 2026 is the proposed audit fee for the group of Companies (the Company and its subsidiaries). The audit fee for the Company is Baht 1,290,000, representing an increase of Baht 140,000 from the audit fee for the year 2025. This increase is attributable to the entire business transfer from Pi Ventures Co., Ltd., a subsidiary in which the Company holds 99.99% of the total shares. The aforementioned audit fee excludes non-audit fees, which the Company will pay based on actual costs incurred. The Company considers the audit fee to be reasonable.

Comparison of the Auditor’s remuneration within the past 2 years

Details for Consideration	(Year of Proposal) 2026	2025	Increase from the Previous Year
Audit Firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	Increased by Baht 140,000, or 12%
Auditing Fee (Baht)	Baht 1,290,000	Baht 1,150,000	
Non-Auditing Fee (Baht)	None	None	
Name of auditor / Number of years of being an auditor	Mr. Wonlop Vilaivaravit / 2 year	Mr. Wonlop Vilaivaravit / 1 year	

The Chairman offered opportunities for shareholders to make inquiries and express their opinions. There were no inquiries or comments, the Chairman requested the Meeting to consider the resolution for this agenda. The resolution of this agenda shall be passed by the majority votes of shareholders, attending the meeting and cast their votes.

Resolution: The meeting unanimously resolved to approve the appointment of the auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company’s auditor in 2026, as follows:

1. Mr. Wonlop Vilaivaravit CPA Registration No.6797 and/or
2. Mr. Mongkol Somphol CPA Registration No. 8444 and/or
3. Mr. Wee Sujarit CPA Registration No.7103 and/or
4. Ms. Porakoch Jongkolsiri CPA Registration No. 7150

And resolved to approve the audit fee for the year 2026 is Baht 1,290,000 with the majority votes of shareholders who attended the meeting and cast their votes, as follows:

Approved	2,601,758,329	Votes	Equivalent to	100.0000%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	0	Votes	Equivalent to	-
Void	0	Votes	Equivalent to	-

Agenda 7: To consider and approve the amendment to the Company's objectives and amend Clause 3 (Objectives) of the Memorandum of Association

The Chairman informed the Meeting that, according to the Public Company Limited Act, B.E. 2535, section 31, stipulated that the Amendment to the Memorandum of Association of the Company requires a vote of not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote.

In order to align with the Company's new business policy and future strategic plan, it is necessary for the Company to propose the Shareholders' Meeting to consider and approve the amendment to the Company's objectives and amend Clause 3 (Objectives) of the Memorandum of Association to make the Company's objectives clear and comprehensive in covering the Company's business operations by adding 8 new objectives, namely Clauses 65–72, with details as follows:

1. The addition of 8 new objectives of the Company as follows;

“(65) To engage in the business of purchasing, consignment, leasing, sell, hire-purchase, acquisition through public auction, procurement, or disposal by any other means of movable and immovable property of all kinds, provided that such activities do not constitute a credit foncier business.

(66) To engage in the business of accepting mortgages or pledges of property as security, provided that the company does not accept deposits or receive funds from the public for utilization.

(67) To register assets as collateral under the Business Security Act, or to use assets as security or collateral for obligations.

(68) To provide advisory and consultancy services in relation to management, commercial, and industrial matters, including issues relating to production, marketing, and distribution.

(69) To provide consultancy services relating to the management and administration of hospitals, clinics, healthcare facilities, as well as health-related businesses, including project management and process management.

(70) To provide consultancy services relating to data management and information systems management.

(71) To operate sports facilities, sports centers, fitness centers, fitness clubs, and sports clubs, including the organization of sports activities, sports training, and the provision of services related to exercise, health, and recreational activities of all kinds.

(72) To manufacture, import, export, sell, and distribute pharmaceuticals, herbal products, medical supplies, dietary supplements, medical devices, and health-related products, subject to applicable laws and regulations.”

2. The amendment of Clause 3 of the Company’s Memorandum of Association as follows

From

“Clause 3 : The objectives of the Company are included in 64 clauses (as shown in the attached Form Bor Mor Jor.002).”

Proposed Amendment

“Clause 3 : The objectives of the Company are included in 72 clauses (as shown in the attached Form Bor Mor Jor.002).”

In this regard, the Board of Director proposes the Meeting to consider and approve delegation of the authority to Authorized Directors and/or persons assigned by Authorized Directors to register the amendment to the Company’s objectives and the amendment to Memorandum of Association with Department of Business Development, Ministry of Commerce, to sign statements in documents application in order to effectuate and to amend or add wording, contact, provide information and take any necessary actions as instructed by the registrar.

The Board of Directors agree to propose to the Shareholders’ Meeting to consider and approve the amendment to the Company’s objectives and amend Clause 3 (Objectives) of the Memorandum of Association to make the Company’s objectives clear and comprehensive in covering the Company’s business operations by adding 8 new objectives, namely Clauses 65–72, Including authorizing the Board of Directors and/or persons assigned by Authorized Directors to register the amendment to the Company’s objectives and the amendment to Memorandum of Association with Department of Business Development, Ministry of Commerce, to sign statements in documents application in order to effectuate and to amend or add wording, contact, provide information and take any necessary actions as instructed by the registrar.

The Chairman offered opportunities for shareholders to make inquiries and express their opinions. There were no inquiries or comments, the Chairman requested the Meeting to consider the resolution for this agenda. The resolution of this agenda shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote.

Resolution: The meeting unanimously resolved to approve the amendment to the Company's objectives and amend Clause 3 (Objectives) of the Memorandum of Association to make the Company's objectives clear and comprehensive in covering the Company's business operations by adding 8 new objectives, Including authorizing the Board of Directors and/or persons assigned by Authorized Directors to register the amendment to the Company's objectives and the amendment to Memorandum of Association with Department of Business Development, Ministry of Commerce, to sign statements in documents application in order to effectuate and to amend or add wording, contact, provide information and take any necessary actions as instructed by the registrar with the amount not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote, as follows:

Approved	2,601,758,329	Votes	Equivalent to	100.0000%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	0	Votes	Equivalent to	-
Void	0	Votes	Equivalent to	-

Agenda 8: To consider and approve the issuing and offering of the bill of exchange and/or debentures and/or other bonds, in the amount not exceeding Baht 3,500,000,000

The Chairman informed the Meeting that, in order to enhance operational flexibility and enable the Company to secure funding in a timely manner when necessary, in order to support investment plans in high-potential businesses and to pursue opportunities for revenue generation and long-term returns, the Company therefore deems it appropriate to seek prior approval from the shareholders' meeting, with such approval to be effective for a period of 2 years.

In this regard, It is recommended to propose to the Shareholders to consider and approve of issuance and offering of the bill of exchange and/or debentures and/or other bonds, in the amount not exceeding Baht 3,500,000,000 or the equivalent to this amount in other currencies. This will serve as an additional funding channel for the Company. The details remain the same as those approved by the 2024 Annual General Meeting of Shareholders held on April 29, 2024 as follows:

Type:	Registerer or bearer, subordinated or unsubordinated, secured or unsecured, with or without debenture holder representative
Total value:	Not exceeding Baht 3,500,000,000 or in an equivalent amount in another currency
Term:	Not over 5 years since the date of each issuance
Offering:	To offer for domestic and/or nationwide, though a public offering and/or Institutional Investor and/or private placement offering, at the same time or at a different time

Call Redemption: The bondholder and the Company may or may not have the right to redeem their bonds before the maturity date, depending on the terms and conditions of each issuance of the bonds

The Board of Directors agreed to propose to the Shareholders' Meeting to consider and approve the issuing and offering of the bill of exchange and/or debentures and/or other bonds, in the amount not exceeding Baht 3,500,000,000 with proposed conditions. The Board of Director empower to define the detail and other conditions related to the issuance and offering of the debt securities such as interest rate, type of debt securities, number of debt securities for issuance and offering types of collateral, offering price per unit, terms, redemption period, payment process of the principal and interest, allotment process and other details of the offering. And including dealing with, negotiating, and executing the agreements, documentation, and application for filing the debt securities, including submitting the documentation or requesting for delay and/or waives of parts or all of the application to the government agencies or agencies relating to the issuing and offering the debt securities including listed in Secondary Market both domestic and international.

The Chairman offered opportunities for shareholders to make inquiries and express their opinions. There were no inquiries or comments, the Chairman requested the Meeting to consider the resolution for this agenda. The resolution of this agenda shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote.

Resolution: The meeting unanimously resolved to approve the issuing and offering of the bill of exchange and/or debentures and/or other bonds, in the amount not exceeding Baht 3,500,000,000 and authorize the Board of Director empower to define the detail and other conditions related to the issuance and offering of the debt securities such as interest rate, type of debt securities, number of debt securities for issuance and offering types of collateral, offering price per unit, terms, redemption period, payment process of the principal and interest, allotment process and other details of the offering. And including to deal with, negotiate, and execute the agreements, documentation, and application for filing the debt securities, including submitting the documentation or requesting for delay and/or waives of parts or all of the application to the government agencies or agencies relating to the issuing and offering the debt securities including listed in Secondary Market both domestic and international with the amount not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote, as follows:

Approved	2,601,758,329	Votes	Equivalent to	100.0000%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	0	Votes	Equivalent to	-
Void	0	Votes	Equivalent to	-

Agenda 9 : Other matters (if any)

The Meeting had completed all agendas and no additional consideration in this agenda.

The Chairman offered opportunities for shareholders to make inquiries and express their opinions.

There were no additional issues or submitted questions, Mr. Sadawut Taechaubol, Chairperson thanked all Shareholders who participated the Meeting and closed the 2026 Annual General Shareholder Meeting at 15.40 hours.



(Mr. Sadawut Taechaubol)
Chairperson



(Ms. Supaporn Akaradechachai)
Company Secretary
Minute Taker