

## **Notice to Attend the Annual General Meeting of Shareholders No. 33/2026**

### **Minor International Public Company Limited**

***April 24, 2026 at 1:00 p.m., E-Meeting***

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All shareholders are cordially invited to attend the E-Meeting at the date and time mentioned above. Shareholders or proxies who wish to attend E-Meeting must submit the Meeting Attendance Request Form (E-Request) in advance to receive the username and password for the meeting registration according to the Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting), details shown in Enclosure 8 and 9 or appoint a proxy by electronic means (E-Proxy) via Investor Portal of Thailand Securities Depository Company Limited (TSD) from this link: <https://ivp.tsd.co.th/>.



For submitting the Meeting Attendance Request Form  
(E-Request)



For downloading Notice to Shareholders,  
Proxy Form and Annual Report (56-1 One Report)

- Translation -

March 27, 2026

**Subject** : Invitation of the Annual General Meeting of Shareholders No. 33/2026

**To** : Shareholders of Minor International Public Company Limited

**Enclosures**

1. 2025 Annual Report (56-1 One Report) (QR Code) (Enclosure for Agenda 1 and Agenda 2)
2. Credentials and background of nominated directors (Enclosure for Agenda 4 and Agenda 5)
3. Definition of Independent Director (Enclosure for Agenda 4 and Agenda 5)
4. Directors Remuneration for the year 2026 (Enclosure for Agenda 6)
5. Credentials and background of Auditors (Enclosure for Agenda 7)
6. Proxy form and details of an independent director who can be a proxy
7. Articles of Association related to the Shareholders Meeting
8. Guidelines for Submission of Meeting Attendance Request Form (E-Request), Documents required in order to attend the Shareholders' Meeting, Proxy Appointment for attending Annual General Shareholders' Meeting in the form of electronic meeting (E-meeting), Guideline for E-Proxy Voting by TSD and Privacy Notice
9. Guidelines for attending of Electronic Meeting by Inventech Connect
10. A copy of the Minutes of the Annual General Meeting of Shareholders No.32/2025

The Board of Directors' Meeting of Minor International Public Company Limited (the "**Company**") No.2/2026 has resolved to convene the Annual General Meeting of Shareholders No.33/2026 on April 24, 2026 at 1:00 p.m., in the form of electronic meeting (E-Meeting), in accordance with the related laws and regulations, in which the Company will broadcast at 12<sup>th</sup> Floor, The Parq Building, 88 Ratchadapisek Road, Klongtoey, Bangkok, to consider the following agenda items:

**Agenda 1 To consider and acknowledge the Annual Report (56-1 One Report) and the Board of Directors' report on the Company's performance for the year 2025**

Facts and reasons The Board of Directors report on the Company's performance for the year 2025 is available in the Annual Report (56-1 One Report) delivered to all shareholders along with this notice in QR Code (Enclosure 1).

Board of Directors' opinion The Board of Directors considered the matter and was of the opinion that the report contains information on the Company's performance and significant changes that occurred in the financial year 2025. Therefore, the Meeting should acknowledge the Company's Annual Report (56-1 One Report) and the Board of Directors report for the year 2025 as in the Annual Report (56-1 One Report) sent to the shareholders.

Voting This agenda is for acknowledgement and does not require voting.

**Agenda 2 To consider and approve the Financial Statements for the year ended December 31, 2025 including to acknowledge the auditor's report**

Facts and reasons The Financial Statements for the year ended December 31, 2025 in the "Financial Statements" Section of the Annual Report (56-1 One Report) as reviewed by the Audit Committee and audited by the auditor are delivered to all shareholders along with this notice (Enclosure 1).

Board of Directors' opinion The Board of Directors considered the matter and was of the opinion that the proposed Financial Statements have been audited by the Company's auditor which has expressed the opinion that the proposed Financial Statements contain information that is accurate in accordance with the generally accepted accounting principles. The proposed Financial Statements have also been reviewed by the Company's Audit Committee. Therefore,

the Meeting should approve the proposed Financial Statements for the year ended December 31, 2025 and acknowledge the auditor's report.

Voting This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

### **Agenda 3 To consider and approve the allocation of profit for the statutory reserve and dividend payment for the year 2025**

Facts and reasons Under Section 116 of the Public Limited Company Act, B.E. 2535 (1992) (as amended) (the "PLCA") and Article 38 of the Company's Articles of Association, the Company is required to set aside as a legal reserve not less than 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of the Company. The reserve is non-distributable.

For the year 2025, the Company's legal reserve was 599.79 Million Baht, which is not less than 10% of registered capital of the Company and meets the requirements of the law and the Articles of Association of the Company. Thus, there is no need to allocate any additional reserve.

In relation to the dividend payment for the year 2025 performance, under Section 115 of the PLCA, the Company is required to pay the dividends only out of profits. In a case where the Company has an accumulated loss, dividends shall not be paid.

The Company has the policy to pay dividends of not less than 30% of the core net profit of the consolidated financial statements after deducting legal reserves and other reserves each year. Dividend payment shall be made by taking into consideration on relevant factors, e.g., the Company's performance, liquidity, investment plans, business expansion and financial covenants, and subject to declaration by the Board of Directors for the shareholders' best interests.

Board of Directors' opinion The Board of Directors considered the matter and was of the opinion that:

1. There is no need to allocate any additional reserve because legal reserve has already been allocated in an amount of 599.79 Million Baht which is in compliance with the requirements of the law and the Articles of Association of the Company.
2. In 2025, the Company recorded a core net profit of THB 9,700 million and therefore deems it appropriate to propose the payment of the 2025 annual dividend as follows:
  - 1) Pay cash dividend in the amount of 0.70 Baht per share. Dividend will be paid from operation performance during the period of January 1, 2025 – December 31, 2025, in accordance with the dividend payment policy of the Company. However, on September 17, 2025, the Company already paid interim dividend for the first half of 2025 performance at the rate of 0.30 Baht per share.  
  
Subject to the approval of the shareholders, the remaining dividend at the rate of 0.40 Baht per share or in the amount of not exceeding 2,260 Million Baht will be paid to shareholders.
  - 2) The Company will deduct withholding tax at the rate of 10% or 0.04 Baht per share from cash that shareholders will receive, and will distribute to shareholders the net dividends in the form of cash in the amount of 0.36 Baht per share.

The date for determining the rights of shareholders (Record Date) to receive dividend payments will be on May 6, 2026. The dividend payment date is set to be May 22, 2026.

The comparison of the amounts of dividend payment for previous years and this year is provided below:

<b>For performance of the year</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>
1. Core Net Profit (Million Baht)	7,132	8,390	9,700
2. Number of ordinary shares (Million shares)			
- Interim dividend	5,596	5,670	5,670
- <u>Less:</u> Treasury Stock	-	-	37**
- Final dividend	5,670	5,670	5,633
3. Cash dividend payment per ordinary share (Baht per share)	0.57	0.60	0.70
- Interim dividend	0.25	0.25	0.30
- Final dividend	0.32	0.35	0.40
4. Total dividend payment (Million Baht)	3,213	3,402	3,954
- Interim dividend	1,399	1,417	1,701
- Final dividend	1,814	1,984	2,253
5. Dividend payout ratio* (%)	45.06	40.55	40.76

Note: \* Dividend payout ratio is calculated from dividend paid divided by core net profit.

\*\* The number of treasury stock under the share repurchase program was as of 10 March 2026 (Record Date to determine shareholders who are entitled to attend and vote at the Annual General Meeting of Shareholder No.33/2026). Please note that as of the Record Date for dividend entitlement on 6 May 2026, the number of repurchased shares may be subject to change, as the Company remains within the authorized share repurchase period (from 3 December 2025 to 2 June 2026). Consequently, the number of shares eligible for dividend distribution and the total dividend amount payable may be adjusted accordingly.

**Voting** This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

#### **Agenda 4 To consider and approve the election of the directors completing their term for the year 2026**

**Facts and reasons** According to Article 14 of the Company's Articles of Association, one-third of the Company's directors (or the number nearest to one-third), who serve as director for the longest term, shall retire from office. For this year, there are 3 directors to retire from their office, namely:

1. Mr. Charamporn Jotikasthira Independent Director / Member of the Audit Committee / Chairman of the Sustainable and Risk Management Oversight Committee / Member of the Nominating and Corporate Governance Committee / Member of the Compensation Committee
2. Ms. Camille Ma Independent Director / Chairman of the Audit Committee / Chairman of the Compensation Committee / Member of the Nominating and Corporate Governance Committee / Member of the Sustainability and Risk Management Oversight Committee
3. Mr. John Scott Heinecke Director / Member of the Sustainability and Risk Management Oversight Committee

The Board of Directors acknowledged that Mr. Charamporn Jotikasthira does not wish to be nominated for re-election after the completion of his terms of office. Therefore, the Board of Directors with recommendation of the Nominating and Corporate Governance Committee approved to nominate Ms. Niramarn Laisathit to be elected as the Company's director and independent director to replace Mr. Charamporn Jotikasthira. In making this decision, the Board of Directors considered her qualifications, knowledge, capabilities, and work experience, and determined that she meets the relevant rules and regulatory requirements in accordance with the applicable requirements for independent directors and is suitable to serve as a Director and an Independent Director.

The Company provided the shareholders with an opportunity to nominate individuals they consider appropriate to be selected as directors of the Company, including items for the AGM agenda. However, it appeared that on the expiration of the time specified, neither candidates for directorship nor the agenda have been proposed to the Company.

Board of Directors' opinion The Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee had carefully taken into consideration the qualifications, experience and expertise of the retiring directors with the best interest of the Company and was of the opinion that the qualifications of these 2 retiring directors: 1) Ms. Camille Ma and 2) Mr. John Scott Heinecke are in accordance with relevant rules, align with the Company's business and should be re-elected for another term and that the Meeting should consider and elect Ms. Niramarn Laisathit as a director and independent director in place of Mr. Charamporn Jotikasthira.

Moreover, the Board of Directors considered that Ms. Camille Ma, who is nominated as an independent director should also be re-elected as the independent director of the Company for another term, as she is capable of expressing opinions independently and her qualifications are in accordance with the applicable requirements for independent directors and relevant rules.

(Details of credentials and background of each nominated person are in Enclosure 2 and Definition of Independent Directors of the Company is as prescribed in Enclosure 3).

Details of directors and their positions proposed for election are as follows:

<b>No.</b>	<b>Persons proposed for election</b>	<b>Position proposed for election</b>
1.	Ms. Camille Ma	Independent Director / Chairman of the Audit Committee / Member of the Nominating and Corporate Governance Committee / Member of the Compensation Committee / Member of the Sustainability and Risk Management Oversight Committee
2.	Ms. Niramarn Laisathit	Independent Director / Member of the Audit Committee / Chairman of the Nominating and Corporate Governance Committee / Chairman of the Compensation Committee
3.	Mr. John Scott Heinecke	Director / Member of the Sustainability and Risk Management Oversight Committee

Voting The resolution to re-elect and appoint each director must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes pursuant to criteria and procedures described in Article 13 of the Company's Articles of Association.

**Agenda 5 To consider and approve the increase in the number of members of Company's Board of Directors and the election of Mr. Mahmood Khimji as a new director and independent director**

Facts and reasons According to article 12 of the Company's Articles of Association, the Board of Directors of the Company shall consist of at least five directors, but not more than twelve directors. To comply with the Company's growth, it is appropriate to increase the number of member of Company's Board of Directors by adding one new director to the Board from previously 9 persons to 10 persons and elect Mr. Mahmood Khimji as a new director and independent director.

In addition, under section 86 of the PLCA and article 24 of the Articles of Association of the Company, no director shall operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a director of a private company or any other company operating a business which has the same nature as and is in competition with the business of the Company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the shareholders' meeting prior to the resolution for his or her appointment. Thus, the Company would like to inform the shareholders according to section 86 of the PLCA and article 24 of the Articles of Association of the Company that Mr. Mahmood Khimji is Founder and Chairman of Highgate Hotels Inc, noting that business activities do not appear to constitute significant competition and is in compliance with Clause 17(2)(h) of the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 regarding the Application for and Approval of Offering for Sale of Newly Issued Shares (as amended) and definition of Independent Directors as well as does not affect his potential ability to serve as an Independent Director independently.

Board of Directors' opinion The Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee and taking into consideration qualifications, experience and expertise of the nominated new director and the best interest of the Company, considered and deemed it appropriate to propose that the Meeting approve the increase the number of members of Company's Board of Directors by adding one new director to the Board from previously 9 persons to 10 persons and recommend the Meeting to elect Mr. Mahmood Khimji as a new director and independent director who is qualified as an independent director in accordance with the applicable requirements for independent directors and per definition set by the Securities and Exchange Commission, Stock Exchange of Thailand and the Company. (Details of credentials and background of new nominated person are in Enclosure 2 and Definition of Independent Directors of the Company is as prescribed in Enclosure 3).

Voting This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and vote.

#### **Agenda 6 To consider and approve the directors' remuneration for the year 2026**

Facts and reasons The Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee, considered and determined guidelines for fixing directors' remuneration by taking into consideration the industry practice, duties and responsibilities of directors and the performance of the Company.

Board of Directors' opinion The Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee, had taken into consideration directors' accountability, the Company's performance, business size, net profit and the current economy, and deemed it appropriate to propose that the Meeting should approve the 2026 directors' remuneration, maintaining the same structure as the year 2025, the details are proposed in Enclosure 4.

Voting This resolution must be passed by votes of not less than two-thirds of the total number of votes of the shareholders and proxy holders who attend the meeting.

#### **Agenda 7 To consider and approve the appointment of auditors for the year 2026 and the auditing fee**

Facts and reasons The Meeting should consider and appoint an auditor and fix the auditing fee for the year 2026 to comply with section 120 of the PLCA and Article 32 (5) of the Articles of Association of the Company.

Board of Directors' opinion The Board of Directors and the Audit Committee considered the matter and was of the opinion that the Meeting should approve that;

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| 1) Ms. Sinsiri Thangsombat | Certified Public Accountant (Thailand) No. 7352 and/or |
| 2) Ms. Sakuna Yamsakul     | Certified Public Accountant (Thailand) No. 4906 and/or |
| 3) Ms. Chalida Kongprajya  | Certified Public Accountant (Thailand) No. 10015       |

of PricewaterhouseCoopers ABAS Limited be appointed as the Company's and most of the Company's subsidiaries auditor for the year 2026 and any one of these recommended audit firm be authorized to conduct the verification, audit, expression opinion, signing the audit report and other matters in relation to the financial statements of the Company and its subsidiaries for the year 2026. However, for those subsidiaries of the Company which are audited by other audit firms, the Audit Committee / the Board of Directors will ensure that the financial statements for those subsidiaries are completed within the timeframes.

In case where none of the appointed certified auditor(s) listed above is incapable of performing the duties, PricewaterhouseCoopers ABAS Limited shall procure another Certified Public Accountant from PricewaterhouseCoopers ABAS Limited to perform the duties, in order to ensure the continuity of the audit and for the best interests of the Company and its shareholders. Such appointment shall not have any material impact on the Company's operations or the rights of the shareholders, nor shall it constitute a change to the scope of the audit or the audit fees already approved. (Ms. Sinsiri Thangsombat conducted the audit and expressed her opinion on the Financial Statements of the Company for the year 2026, the first year).

The Board of Directors also proposed the Meeting to consider and approve the audit fees for the year 2026 of not more than 2,546,775 Baht, which is 5% increase from 2025 audit fees.

Unit: Baht	2025	2026
Audit fee	2,425,500	2,546,775

The aforementioned audit fee for the year 2025 paid to PricewaterhouseCoopers ABAS Limited, no other fee (non-audit fee) was paid.

The auditor firm of the Company are the same persons with the audit firm of most subsidiaries of the Company for the year 2026 and auditors name are on the approved auditors list of the Office of the Securities and Exchange Commission. In considering this appointment, the Board of Directors took into account the readiness, scope of services, audit fees, together with the external auditors' experience and independence. These auditors are not a director, staff, employee or person holding any position or having any duty in the Company. They have no relationships or conflicts of interest among the Company and its subsidiaries, the executive, the major shareholders, or other related persons of these parties. Moreover, the audit process, the continuity of audit, and the past performance are on a satisfactory level. Credentials and background of auditors are in Enclosure 5.

Voting This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

**Agenda 8      To consider and approve the amendment to the Company's Memorandum of Association Clause 3.  
Re: Objectives of the Company**

Facts and reasons      To further clarify the Company's existing operation objectives as well as to extend their coverage to the Company's activities and in accordance with section 31 of the PLCA, it is necessary to propose the Meeting to amend the Company's Memorandum of Association Clause 3. Re: Objectives of the Company, Clause 53 as follows.

"Clause 53. To Operate as International Headquarters to provide managerial or technical services, financial management services or other supporting services, operating as Treasury Center to provide liquidity management, financial risk management, agent services or other services related to Treasury Center, or operating as International Trading center to provide purchases and sells goods, raw materials and parts or to provide international trading-related services. All services mentioned will provided to its branches or its associates located in Thailand or overseas (upon permission from the related agencies)."

As well as authorizing the Board of Directors or any person designated by the Board of Directors or by the authorized directors, to undertake any acts necessary for the amendment to the Company's Memorandum of Association, Clause 3. Re: Objectives of the Company.

Board of Directors' opinion      The Board of Directors considered the matter and was of the opinion that the Meeting should approve the amendment to the Company's Memorandum of Association Clause 3. Re: Objectives of the Company, Clause 53 and the delegation, as proposed.

Voting This resolution must be passed by a vote of not less than three-fourths of the total votes of the shareholders and proxy holders who attend the meeting and are entitled to vote.

The Company has fixed the Record Date on March 10, 2026 to determine shareholders who are entitled to attend and vote at the Annual General Meeting of Shareholders No.33/2026.

All shareholders are cordially invited to attend the E-Meeting at the date and time mentioned above. Shareholders or proxies who wish to attend E-Meeting must submit the Meeting Attendance Request Form (E-Request) in advance to receive the username and password for the meeting registration according to the Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting), details shown in Enclosure 8 and 9 **or** can appoint a proxy by electronic means (E-Proxy) via Investor Portal of Thailand Securities Depository Company Limited (TSD) from this link: <https://ivp.tsd.co.th/>.

Should the shareholder appoint a director or an independent director of the Company as a proxy to attend the E-Meeting on their behalf, please submit a completed proxy form along with the required supporting documents through the E-Request system or send the original documents, affixed with a 20-Baht stamp duty to the Company by registered mail at the address below. The independent directors who are proposed to be granted proxy are Ms. Camille Ma and Dr. Veerathai Santiprabhob. Details appear in Enclosure 6.

Minor International Public Company Limited  
Corporate Secretary Department  
88 The Parq Building, 12<sup>th</sup> Fl. Ratchadaphisek Road,  
Klongtoey Subdistrict, Klongtoey District, Bangkok 10110  
Tel: 662 365 6116, 6117, 6119, 6102

For any questions concerning the above agenda items or any matters relevant to the Company, MINT welcomes opportunity to clarify these matters in the Meeting. Please submit your questions in advance to [corp\\_secretary@minor.com](mailto:corp_secretary@minor.com). Shareholders may also request a proxy form in paper format through the contact channels provided above.

In addition, the meeting of the Board of Directors approved the authorization of the Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or any person delegated by the Executive Committee, Chief Executive Officer, and/or authorized directors of the Company to have power to perform any acts relating to the 2026 Annual General Meeting of Shareholders, including changing the format of the meeting, issuance of a notice of the 2026 Annual General Meeting of Shareholders, changing of date, time and venue of the 2026 Annual General Meeting of Shareholders and other details, as deemed necessary or appropriate.

Yours sincerely,

-Signed –

Mr. William Ellwood Heinecke  
Chairman

**2025 Annual Report (56-1 One Report) (QR Code)**



For downloading 2025 Annual Report (56-1 One Report)

Thailand Securities Depository Co., Ltd., as the securities registrar under the Stock Exchange of Thailand, has developed a system that allows SET-listed companies to provide shareholders with documents for the 2026 Annual General Meeting and the 2025 Annual Report (56-1 One Report) in e-book format accessible through a QR Code, making information easily accessible.

The aforementioned documents can be downloaded by scanning the QR Code using a mobile camera or other compatible applications such as a QR Code reader Application, the LINE Application.

## **Enclosure for Agenda 4**

### **Credentials and Backgrounds of Nominated Directors**

#### **Ms. Camille Ma**

Nominated to be elected as	<ul style="list-style-type: none"><li>• Independent Director</li></ul>
Position Proposed for election	<ul style="list-style-type: none"><li>• Independent Director (Appointed 19 June 2020)</li><li>• Chairman of the Audit Committee</li><li>• Member of the Compensation Committee</li><li>• Member of the Nominating and Corporate Governance Committee</li><li>• Member of the Sustainability and Risk Management Oversight Committee</li></ul>
Age	68 years (Born in 1957)
Educational Credential	<ul style="list-style-type: none"><li>• MM, Sasin Graduate Institute of Business Administration</li><li>• BA Political Science and East Asian Studies, Wellesley College, Wellesley Mass, USA</li></ul>
Training / Seminar course	<ul style="list-style-type: none"><li>• Board Nomination and Compensation Program (BNCP) Class 16/2023, Thai Institute of Directors Association (IOD)</li><li>• The Board's Role in Mergers and Acquisition (BMA) Class 1/2022, Thai Institute of Directors Association (IOD)</li><li>• Advanced Audit Committee Program (AACP) Class 36/2020, Thai Institute of Directors Association (IOD)</li><li>• Board that Make a Difference (BMD) Class 2/2016, Thai Institute of Directors Association (IOD)</li><li>• Boardroom Success through Financing and Investment (BFI) Class 2016, Thai Institute of Directors Association (IOD)</li><li>• Director Certification Program (DCP) Class 182/2013, Thai Institute of Directors Association (IOD)</li><li>• Directorship Essentials: Compliance and Ethics Class 2022, The National Association of Corporate Directors (NACD)</li><li>• Directorship Essentials: Risk Oversight and Management Class 2021, The National Association of Corporate Directors (NACD)</li><li>• Art of Directorship: Adaptive Governance Class 2022, The National Association of Corporate Directors (NACD)</li><li>• Art of Directorship: CEO Succession Class 2021, The National Association of Corporate Directors (NACD)</li><li>• Art of Directorship: Strategy and Long Term Value Creation Class 2021, The National Association of Corporate Directors (NACD)</li></ul>
Other Current Position	<ul style="list-style-type: none"><li>• Independent Director, Member of the Risk Management Committee, and Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee of Osotspa Pcl.</li></ul>

No. of Director Position	Listed Company            2 Companies Non-Listed Company       -None-
Experience	<ul style="list-style-type: none"> <li>• Council Member of The Siam Society Under Royal Patronage</li> <li>• Financial Advisor to Chairman, Financial Committee Member and Investment Committee Member of Charoen Pokphand Group</li> <li>• Financial Institutions Regional Equity Analyst of Morgan Stanley (Asia) Ltd.</li> <li>• Director Strategic and Equity Investment Portfolio, and Derivatives Business Development of Securities One Pcl.</li> </ul>
% of Shareholding as of December 31, 2025	MINT: -None- or 0.00% of the issued and paid-up shares MINT: 339,522 shares or 0.01% of paid-up shares (Related person under Section 59 <sup>1</sup> )
Interest in Organization that may cause any conflict of interest or competitive condition to MINT	-None-
Year of Directorship until 2026 AGM	5 years 10 months
No. of Meeting attend in 2025	Board of Directors Meeting 9/9 Audit Committee Meeting 4/4 Compensation Committee Meeting 3/3 Nominating and Corporate Governance Committee Meeting 2/2 Sustainability and Risk Management Oversight Committee 4/4
Nomination Procedure	Under the careful consideration of the Nominating and Corporate Governance Committee and the Board of Directors (Details stated in the Invitation to attend the 2026 AGM agenda 4)

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<sup>1</sup> Related Persons under Section 59 mean (1) a spouse or a person living together as husband and wife; (2) minor child; and (3) a juristic person in which the reporting person, his or her spouse or a person living together as husband and wife, or minor child collectively holds more than 30% of the total voting rights and is the largest shareholder of such juristic person.



Interest in Organization that may cause any conflict of interest or competitive condition to MINT	-None-
Year of Directorship until 2026 AGM	12 years 5 months
No. of Meeting attend in 2025	Board of Directors Meeting 9/9 Sustainability and Risk Management Oversight Committee 4/4
Nomination Procedure	Under the careful consideration of the Nominating and Corporate Governance Committee and the Board of Directors (Details stated in the Invitation to attend the 2026 AGM agenda 4)

## **Credential and Background of the person proposed for election as a new director**

### **Ms. Niramarn Laisathit**

Position Proposed for election	<ul style="list-style-type: none"><li>• Independent Director</li><li>• Member of the Audit Committee</li><li>• Chairman of the Compensation Committee</li><li>• Chairman of the Nominating and Corporate Governance Committee</li></ul> <p>(The Company's Board of Directors' meeting has considered and approved the appointment of Ms. Niramarn Laisathit to the relevant sub-committees. In this regard, Sub-Committee appointment will become effective upon the election as an independent director by the shareholders' meeting)</p>
Age	58 years (Born in 1967)
Educational Credential	<ul style="list-style-type: none"><li>• Master of Business Administration in Finance, Saint Louis University, USA</li><li>• Bachelor of Engineering Program in Industrial Engineering, Chulalongkorn University</li></ul>
Training / Seminar course	<ul style="list-style-type: none"><li>• Director Accreditation Program (DAP) Class 209/2023, Thai Institute of Directors Association (IOD)</li><li>• Director Certification Program (DCP) Class 319/2022, Thai Institute of Directors Association (IOD)</li><li>• The National Defence Course Class 62/2019, National Defence College</li><li>• Executive Management with Business Development and Investment Class 4/2017, Institute of Business and Industrial Development</li><li>• The Executives Program in Energy Literacy for a Sustainable Future Class 7/2015, Thailand Energy Academy (TEA)</li><li>• Advanced Management Program (AMP) Class 182/2012, Harvard Business School, Harvard University, USA</li></ul>
Other Current Position	<ul style="list-style-type: none"><li>• Independent Director of Indorama Ventures Pcl.</li><li>• Director, Senior Executive Vice President and Member of the Board of Executive Directors of Bangkok Bank Pcl.</li><li>• Director of Electricity Generating Authority of Thailand</li><li>• Commissioner of PT Bank Permata Tbk</li><li>• Director and Chairman, Risk Management Committee of Bangkok Bank (China) Co., Ltd.</li><li>• Director of Perennial HC Holdings Pte. Ltd.</li><li>• Director of Gateaux House Co., Ltd.</li></ul>
No. of Director Position	Listed Company            4 Companies (including 1 Listed Company in Indonesia) Non-Listed Company    4 Companies
Experience	<ul style="list-style-type: none"><li>• Senior Executive Vice President, in charge of Corporate Banking of Bangkok Bank Pcl.</li><li>• Director of RATCH Group Pcl.</li></ul>

% of Shareholding as of December 31, 2025	MINT: -none- shares or 0.00% of the issued and paid-up shares No Related persons under Section 59 <sup>3</sup> hold shares in MINT
Interest in Organization that may cause any conflict of interest or competitive condition to MINT	- None -
Nomination Procedure	Under the careful consideration of the Nominating and Corporate Governance Committee and the Board of Directors (Details stated in the Invitation to attend the 2026 AGM agenda 4)

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<sup>3</sup> Related Persons under Section 59 mean (1) a spouse or a person living together as husband and wife; (2) minor child; and (3) a juristic person in which the reporting person, his or her spouse or a person living together as husband and wife, or minor child collectively holds more than 30% of the total voting rights and is the largest shareholder of such juristic person.

## Mr. Mahmood Khimji

Position Proposed for election	<ul style="list-style-type: none"><li>• Independent Director</li></ul>
Age	65 years (Born in 1960)
Educational Credential	<ul style="list-style-type: none"><li>• Juris Doctor degree, Columbia Law School</li><li>• Bachelor's degree (Summa Cum Laude), University of Houston</li></ul>
Other Current Position	<ul style="list-style-type: none"><li>• Chairman of Sagicor Financial Company Ltd.</li><li>• Director of American Hotel Income Properties Reit</li><li>• Director of Sagicor Group Jamaica Limited</li><li>• Founder and Chairman of Highgate Hotels, L.P.</li><li>• Board of Trustees of St. Mark's School of Texas</li><li>• Board of Visitors of Columbia Law School</li><li>• Director of Aga Khan Museum</li><li>• Board of Trustees of Asia Society</li></ul>
No. of Director Position	Listed Company                      4 Companies (including 2 Listed Companies in Toronto and 1 Listed Company in Jamaica)  Non-Listed Company                1 Company 4 Organizations
Experience	<ul style="list-style-type: none"><li>• Director of Playa Hotels &amp; Resorts N.V.</li><li>• Director Sagicor Life Jamaica Limited</li><li>• National Committee of Aga Khan Foundation USA</li><li>• Director of Canyon Community Bank, N.A.</li></ul>
% of Shareholding as of December 31, 2025	MINT: -none- shares or 0.00% of the issued and paid-up shares No Related persons under Section 59 <sup>4</sup> hold shares in MINT
Interest in Organization that may cause any conflict of interest or competitive condition to MINT	Mr. Mahmood Khimji is Founder and Chairman of Highgate Hotels Inc. (Highgate), a hotel management, investment, technology and development firm, with a diverse portfolio of hotels across North America, Europe, the Caribbean, and Latin America.  Even though Highgate operates hotels and provides hotel management services, based on the nature and scope of its current business operations, such activities are not considered to materially compete with the Company's business. Nevertheless, if in the future Highgate's business activities overlap with those of MINT, whether in current markets or future / developing markets, the Company will re-assess the qualifications and suitability of Mr. Mahmood Kimji to ensure continued compliance with applicable laws and good corporate governance principles.
Nomination Procedure	Under the careful consideration of the Nominating and Corporate Governance Committee and the Board of Directors  (Details stated in the Invitation to attend the 2026 AGM agenda 5)

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<sup>4</sup> Related Persons under Section 59 mean (1) a spouse or a person living together as husband and wife; (2) minor child; and (3) a juristic person in which the reporting person, his or her spouse or a person living together as husband and wife, or minor child collectively holds more than 30% of the total voting rights and is the largest shareholder of such juristic person.

## **Enclosure for Agenda 4 and Agenda 5**

### **Definition of Independent Directors**

The Board of Directors has determined the definition of “Independent Director” **more stringent** than that of the minimum requirement of regulation set by the Securities Exchange Commission and the Stock Exchange of Thailand as follows:

1. Holding shares of not more than 0.5% of total voting rights of the company, parent company, subsidiaries, associates, major shareholder or the company controlling person. The number of held shares shall be inclusive of shares held by any related persons of independent director.
2. Not being or having been an executive director, employee, staff member, advisor who receives a regular salary or being a controlling person of the company, parent company, subsidiaries, associates, subsidiaries which have the same parent company, major shareholder or the company controlling person except where such relationship was terminated for at least two years before appointment as an independent director.
3. Not being a person who is related by blood or registration under laws, including mother, father, spouses, sibling and children and spouse of children of other directors, management, major shareholder, controlling person or a person to be nominated as director, management or controlling person of the company or subsidiaries.
4. Not having or having had a business relationship with the company, parent company, subsidiaries, associates, major shareholders or the company controlling person which may compromise independence. In addition, independent directors may not be or have been a significant shareholder, or controlling person who had a business relationship with the company, parent company, subsidiaries, associates, or major shareholder or the company controlling person, except where such relationship was terminated for at least two years before appointment as an independent director.  
The relationships mentioned in the first paragraph include normal business transactions, transactions regarding rental or lease of immovable assets, transactions related to assets and services, transactions regarding financial assistance including lending, borrowing, guarantees, or providing assets to pledge or mortgage loans or any other similar action, resulting in the company or the contractual party having the obligation to the other party in the value from 3% of net tangible assets of the company or 20 million baht, whichever is lower. The calculation will include the transaction value taking place with the same person who has business relationship during one-year period prior to the day of the decision to enter into the transaction and will be subject to the Capital Market Advisory Board Re: Rules on Connected Transactions.
5. Not being or having been an independent auditor of the company, parent company, subsidiaries, associates, major shareholders, or the company controlling person, and not being a significant shareholder, controlling person or partner of the audit firm which has provided independent auditor services to the company, parent company, subsidiaries, associates, major shareholder or the company controlling person except where such relationship was terminated at least two years period before appointment as an independent director.
6. Not providing or having been providing professional services including legal advice, financial advice in consideration of service fees that are higher than two million baht per year from the company, parent company, subsidiaries, associates, major shareholder or the company controlling person and not being a significant shareholder, controlling person or partner of the independent service provider except such relationship was terminated for at least two years before the appointment as an independent director.
7. Not being a director who was appointed as a representative of a director of the company, major shareholder or shareholder who is related to the major shareholder of the company.
8. Not undertaking any business of the same nature and in significant competition with the business of the company or subsidiaries or not being a significant partner in a partnership or being an executive director, staff, employee, consultant who receives regular payroll, or holding over 1% of voting rights of other company which operates the business of the same nature and in significant competition with the business of the company or subsidiaries.
9. Not having any other conflicts that prevent independent directors from giving independent opinions to the Company.

Ms. Camille Ma, Ms. Niramarn Laisathit and Mr. Mahmood Khimji, directors who are proposed to be an independent director, meets the qualification of an independent director.

**Enclosure for Agenda 6**

**Directors Remuneration for the year 2026 (maintaining the same structure as the year 2025)**

Director Remuneration (Baht)	2024	2025	2026
<b>Directors</b>			
<b>For Executive Director (per annum per director)</b>	250,000	250,000	250,000
<b>For Non-executive Director</b>			
Quarter Meeting (per quarter meeting per director)	300,000	300,000	300,000
Other Meeting (per meeting per director)	25,000	25,000	25,000
<b>Audit Committee</b>			
<b>For Chairman of the Audit Committee</b>			
Annual Fee	300,000	300,000	300,000
Meeting Fee (per meeting)	60,000	60,000	60,000
<b>For Member of the Audit Committee</b>			
Annual Fee (per person)	175,000	175,000	175,000
Meeting Fee (per meeting per person)	40,000	40,000	40,000
<b>Compensation Committee</b>			
<b>Annual Fee</b>			
For Chairman of the Compensation Committee	150,000	150,000	150,000
For Member of the Compensation Committee (per annum per person)	100,000	100,000	100,000
<b>Meeting Fee (per meeting per person)</b>	25,000	25,000	25,000
<b>Nominating and Corporate Governance Committee</b>			
<b>Annual Fee</b>			
For Chairman of the Nominating and Corporate Governance Committee	150,000	150,000	150,000
For Member of the Nominating and Corporate Governance Committee (per annum per person)	100,000	100,000	100,000
<b>Meeting Fee (per meeting per person)</b>	25,000	25,000	25,000
<b>Sustainability and Risk Management Oversight Committee</b>			
<b>Annual Fee</b>			
For Chairman of the Sustainability and Risk Management Oversight Committee	150,000	150,000	150,000
For Member of the Sustainability and Risk Management Oversight Committee (per annum per person)	100,000	100,000	100,000
<b>Meeting Fee (per meeting per person)</b>	25,000	25,000	25,000

Annual bonus for Non-Executive Directors: At the rate of not more than of 0.2% of cash dividend (same rate of year 2025), whereby the Board of Directors will determine the allocation of the bonus.

In addition to the remuneration, directors also received director privileges, of which value is equivalent to 25,000 Baht as defined per property per year. (same privilege of year 2025)

The details of the remuneration of each director for 2025 and Duties and Responsibilities of Sub-Committee are presented in the 2025 Annual Report (56-1 One Report).

**Enclosure for Agenda 7**

**Credentials and Backgrounds of the Auditors**

1. Ms. Sinsiri Thangsombat	Certified Public Accountant (Thailand) No. 7352
Company	PricewaterhouseCoopers ABAS Limited
Current Position	Partner
Educational Credential	Master of Business Administration, Thammasat University Bachelor of Accounting (First Class Honors) English Program, Thammasat University
Work Experiences	More than 20 years
Experience with MINT	-None-
Interest in Organization that may cause any conflict of interest to MINT	-None-
2. Ms. Sakuna Yamsakul	Certified Public Accountant (Thailand) No. 4906
Company	PricewaterhouseCoopers ABAS Limited
Current Position	Partner
Educational Credential	Bachelor of Accounting (Second Class Honors), Thammasat University
Work Experiences	More than 33 years
Experience with MINT	-None-
Interest in Organization that may cause any conflict of interest to MINT	-None-
3. Ms. Chalida Kongprajya	Certified Public Accountant (Thailand) No. 10015
Company	PricewaterhouseCoopers ABAS Limited
Current Position	Partner
Educational Credential	Master of Risk Management (Merit), The University of Nottingham, UK Bachelor of Accounting (First Class Honors) English Program, Thammasat University
Work Experiences	More than 20 years
Experience with MINT	2 years, supporting signing partner
Interest in Organization that may cause any conflict of interest to MINT	-None-



หนังสือมอบฉันทะแบบ ก.  
Proxy Form A

เขียนที่ .....

Made at

วันที่ .....เดือน .....พ.ศ. ....

Date Month Year

1. ข้าพเจ้า ..... สัญชาติ .....

I/We ..... Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at No. Road Sub District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Postal Code

ซึ่งเป็นผู้ถือหุ้นของบริษัท ..... ไมเนอร์ อินเตอร์เนชั่นแนล ..... จำกัด (มหาชน)

as a shareholder of ..... Minor International ..... Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้

holding a total amount of ..... shares, and is entitled to cast ..... votes

หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary share ..... shares, and is entitled to cast ..... votes

หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preferred share ..... shares, and is entitled to cast ..... votes

2. ขอมอบฉันทะให้

hereby appoint

(1) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....

Name Age Residing at No.

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....

Road Sub District District

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

Province Postal Code or

(2) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....

Name Age Residing at No.

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....

Road Sub District District

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

Province Postal Code or

มอบฉันทะให้กรรมการอิสระ ..... นางสาวคามิลล์ มา ..... อายุ ..... 68 ..... ปี

Assign a proxy to the Independent Director, ..... Ms. Camille Ma ..... of age ..... 68 ..... years

อยู่บ้านเลขที่ ..... 88 อาคารเดอะปาร์ค ชั้น 12 ..... ถนน ..... ถนนรัชดาภิเษก ..... ตำบล/แขวง ..... คลองเตย .....

อำเภอ/เขต ..... คลองเตย ..... จังหวัด ..... กรุงเทพมหานคร ..... รหัสไปรษณีย์ ..... 10110 .....

Residing at No. ..... 88 The Parq Building, 12<sup>th</sup> Fl. Ratchadaphisek Road ..... Sub District ..... Klongtoey .....

District ..... Klongtoey ..... Province ..... Bangkok ..... Postal Code ..... 10110 .....

มอบฉันทะให้กรรมการอิสระ ..... ดร. วีรไท สันติประภพ ..... อายุ ..... 56 ..... ปี  
Assign a proxy to the Independent Director, ..... Dr. Veerathai Santiprabhob ..... of age ..... 56 ..... years  
อยู่บ้านเลขที่ ..... 88 อาคารเดอะปาร์ค ชั้น 12 ..... ถนน ..... ถนนรัชดาภิเษก ..... ตำบล/แขวง ..... คลองเตย .....  
อำเภอ/เขต ..... คลองเตย ..... จังหวัด ..... กรุงเทพมหานคร ..... รหัสไปรษณีย์ ..... 10110 .....  
Residing at No. ..... 88 The Park Building, 12<sup>th</sup> Fl. Ratchadaphisek Road ..... Sub District ..... Klongtoey .....  
District ..... Klongtoey ..... Province ..... Bangkok ..... Postal Code ..... 10110 .....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม  
สามัญผู้ถือหุ้น ครั้งที่ 33/2569 ในวันที่ 24 เมษายน 2569 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting)  
เพียงแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Just only one as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of  
Shareholders No.33/2026 on April 24, 2026 at 1.00 p.m. in the form of electronic meeting (E-Meeting), or at any  
adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ ..... ผู้มอบฉันทะ  
Signed (.....) Grantor

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signed (.....) Proxy

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signed (.....) Proxy

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signed (.....) Proxy

#### หมายเหตุ

#### **Remark**

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถ  
แบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the votes on his/her/their  
behalf and all votes of a shareholder cannot be split for more than one proxy.



มอบฉันทะให้กรรมการอิสระ ..... ดร. วีรไท สันติประภพ ..... อายุ ..... 56 ..... ปี  
Assign a proxy to the Independent Director, ..... Dr. Veerathai Santiprabhob ..... of age ..... 56 ..... years  
อยู่บ้านเลขที่ ..... 88 อาคารเดอะพาร์ค ชั้น 12 ..... ถนน ..... ถนนรัชดาภิเษก ..... ตำบล/แขวง ..... คลองเตย .....  
อำเภอ/เขต ..... คลองเตย ..... จังหวัด ..... กรุงเทพมหานคร ..... รหัสไปรษณีย์ ..... 10110 .....  
Residing at No. .... 88 The Park Building, 12<sup>th</sup> Fl. Ratchadaphisek Road ..... Sub District ..... Klongtoey  
District ..... Klongtoey ..... Province ..... Bangkok ..... Postal Code ..... 10110 .....

คนหนึ่งคนเดียวคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม  
สามัญผู้ถือหุ้น ครั้งที่ 33/2569 ในวันที่ 24 เมษายน 2569 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting)  
เพียงแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Just only one as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of  
Shareholders No.33/2026 on April 24, 2026 at 1.00 p.m. in the form of electronic meeting (E-Meeting), or at any  
adjournment thereof.

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการเข้าร่วมประชุมครั้งนี้ ดังนี้  
I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

**วาระที่ 1** พิจารณารับทราบรายงานประจำปี (56-1 One Report) และรายงานของคณะกรรมการเกี่ยวกับผลการ  
ดำเนินงานของบริษัทในรอบปี 2568

**Agenda 1** To consider and acknowledge the Annual Report (56-1 One Report) and the Board of Directors' report  
on the Company's performance for the year 2025

- วาระนี้เป็นการแจ้งเพื่อทราบ จึงไม่ต้องการลงมติ -  
- This agenda is for acknowledgement and does not require the voting-

**วาระที่ 2** พิจารณาอนุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2568 พร้อมทั้งรับทราบรายงานของผู้สอบ  
บัญชี

**Agenda 2** To consider and approve the Financial Statements for the year ended December 31, 2025 including  
to acknowledge the auditor's report

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Not approve Abstain

**วาระที่ 3** พิจารณาอนุมัติการจ่ายกำไรสุทธิเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผลประจำปี 2568

**Agenda 3** To consider and approve the allocation of profit for the statutory reserve and dividend payment for  
the year 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Not approve Abstain

วาระที่ 4 พิจารณาเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดต้องออกจากตำแหน่งตามวาระในปี 2569

**Agenda 4 To consider and approve the election of the directors completing their term for the year 2026**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
- เลือกตั้งกรรมการทั้งหมด
- The election and appointment of the whole set of directors
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Not approve                          | Abstain                             |
- เลือกตั้งกรรมการเป็นรายบุคคล ดังนี้
- The election and appointment of individual director(s) as follows:
- นางสาวคามิลล์ มา  
Ms. Camille Ma
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Not approve                          | Abstain                             |
- นางสาวนิรมาน ไหลสาธิต  
Ms. Niramarn Laisathit
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Not approve                          | Abstain                             |
- นายจอห์น สก็อต ไฮเน็ค  
Mr. John Scott Heinecke
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Not approve                          | Abstain                             |

วาระที่ 5 พิจารณาอนุมัติเพิ่มจำนวนกรรมการ และเลือกตั้ง นายมะห์มูด คิมจี เป็นกรรมการใหม่และกรรมการอิสระ

**Agenda 5 To consider and approve the increase in the number of members of Company's Board of Directors and the election of Mr. Mahmood Khimji as a new director and independent director**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Not approve                          | Abstain                             |

วาระที่ 6 พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2569

**Agenda 6 To consider and approve the directors' remuneration for the year 2026**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Not approve                          | Abstain                             |

**วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2569 และกำหนดค่าสอบบัญชี**

**Agenda 7 To consider and approve the appointment of auditors for the year 2026 and the auditing fee**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Not approve                          | Abstain                             |

**วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3. วัตถุประสงค์ของบริษัท**

**Agenda 8 To consider and approve the amendment to the Company's Memorandum of Association Clause 3. Re: Objectives of the Company**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Not approve                          | Abstain                             |

4. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and will not be regarded as my/our voting as shareholder(s).

5. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุ  
ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the Proxy at such Meeting, except the case where the Proxy does not vote in accordance with the instructions I/we have specified in the Proxy Form, shall be deemed as my/our own act(s) in all respects.

ลงชื่อ ..... ผู้มอบฉันทะ  
Signed (.....) Grantor

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signed (.....) Proxy

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signed (.....) Proxy

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signed (.....) Proxy

#### **หมายเหตุ**

#### **Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
3. ในกรณีที่ไม่มีวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
If any matter on the agenda is not specified above herein; the Proxy may use the attached Annex to the Proxy Form B.

**ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)**

**Annex to the Form of Proxy (Form B)**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ..... ไมเนอร์ อินเตอร์เนชั่นแนล ..... จำกัด (มหาชน)  
Grant of proxy as a shareholder of ..... Minor International ..... Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 33/2569 ในวันที่ 24 เมษายน 2569 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) เพียงแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No.33/2026 on April 24, 2026 at 1.00 p.m. in the form of electronic meeting (E-Meeting), or at any adjournment thereof.

วาระที่..... เรื่อง .....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Not approve                          | Abstain                             |

วาระที่..... เรื่อง .....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Not approve                          | Abstain                             |

วาระที่..... เรื่อง .....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Not approve                          | Abstain                             |

วาระที่.....

เลือกตั้งกรรมการ

Agenda

Appointment of Directors

ชื่อกรรมการ .....

Name of director

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

ชื่อกรรมการ .....

Name of director

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

ชื่อกรรมการ .....

Name of director

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

ชื่อกรรมการ .....

Name of director

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

ชื่อกรรมการ .....

Name of director

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

ชื่อกรรมการ .....

Name of director

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

ติดอากรแสตมป์  
20 บาท  
Duty Stamp  
20 Baht

หนังสือมอบฉันทะแบบ ค.  
Proxy Form C

เขียนที่ .....

Made at  
วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

1. ข้าพเจ้า ..... สัญชาติ .....

I/We ..... Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at No. Road Sub District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ .....

As the Custodian of (Please specify the fund name/shareholder name) .....

ซึ่งเป็นผู้ถือหุ้นของบริษัท ..... ไมเนอร์ อินเตอร์เนชั่นแนล ..... จำกัด (มหาชน)

as a shareholder of ..... Minor International ..... Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
holding a total amount of ..... shares, and is entitled to cast ..... votes

หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary share ..... shares, and is entitled to cast ..... votes

หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preferred share ..... shares, and is entitled to cast ..... votes

2. ขอมอบฉันทะให้

hereby appoint

(1) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....

Name Age Residing at No.

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....

Road Sub District District

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

Province Postal Code or

(2) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....

Name Age Residing at No.

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....

Road Sub District District

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

Province Postal Code or

มอบฉันทะให้กรรมการอิสระ ..... นางสาวคามิลล์ มา ..... อายุ ..... 68 ..... ปี

Assign a proxy to the Independent Director, ..... Ms. Camille Ma ..... of age ..... 68 ..... years

อยู่บ้านเลขที่ ..... 88 อาคารเดอะปาร์ค ชั้น 12 ..... ถนน ..... ถนนรัชดาภิเษก ..... ตำบล/แขวง ..... คลองเตย .....

อำเภอ/เขต ..... คลองเตย ..... จังหวัด ..... กรุงเทพมหานคร ..... รหัสไปรษณีย์ ..... 10110 .....

Residing at No. ..... 88 The Park Building, 12<sup>th</sup> Fl. Ratchadaphisek Road ..... Sub District ..... Klongtoey

District ..... Klongtoey ..... Province ..... Bangkok ..... Postal Code ..... 10110 .....

มอบฉันทะให้กรรมการอิสระ ..... ดร. วีรไท สันติประภพ ..... อายุ ..... 56 ..... ปี  
 Assign a proxy to the Independent Director, ..... Dr. Veerathai Santiprabhob ..... of age ..... 56 ..... years  
 อยู่บ้านเลขที่ ..... 88 อาคารเดอะพาร์ก ชั้น 12 ..... ถนน ..... ถนนรัชดาภิเษก ..... ตำบล/แขวง ..... คลองเตย .....  
 อำเภอ/เขต ..... คลองเตย ..... จังหวัด ..... กรุงเทพมหานคร ..... รหัสไปรษณีย์ ..... 10110 .....  
 Residing at No. .... 88 The Park Building, 12<sup>th</sup> Fl. Ratchadaphisek Road ..... Sub District ..... Klongtoey .....  
 District ..... Klongtoey ..... Province ..... Bangkok ..... Postal Code ..... 10110 .....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม  
 สามัญผู้ถือหุ้น ครั้งที่ 33/2569 ในวันที่ 24 เมษายน 2569 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting)  
 เพียงแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Just only one as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of  
 Shareholders No.33/2026 on April 24, 2026 at 1.00 p.m. in the form of electronic meeting (E-Meeting), or at any  
 adjournment thereof.

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้  
 The number of votes for which I/We authorize the Proxy to vote in this meeting is
- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้  
 To authorize the Proxy to cast the votes pursuant to the total number of shares
- มอบฉันทะบางส่วน คือ  
 To authorize the Proxy to cast the votes less than the total number of shares
- |  |                                       |
|--|---------------------------------------|
| <input type="checkbox"/> หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนน.....เสียง      | .....เสียง                            |
| Ordinary share   | shares, and is entitled to cast votes |
| <input type="checkbox"/> หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนน.....เสียง | .....เสียง                            |
| Preferred share  | shares, and is entitled to cast votes |
| รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด  | .....เสียง                            |
| Total  | votes                                 |

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
 I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follow:

วาระที่ 1 พิจารณารับทราบรายงานประจำปี (56-1 One Report) และรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทในรอบปี 2568

**Agenda 1 To consider and acknowledge the Annual Report (56-1 One Report) and the Board of Directors' report on the Company's performance for the year 2025**

- วาระนี้เป็นการแจ้งเพื่อทราบ จึงไม่ต้องมีการลงมติ -  
 - This agenda is for acknowledgement and does not require the voting-

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2568 พร้อมทั้งรับทราบรายงานของผู้สอบบัญชี

**Agenda 2 To consider and approve the Financial Statements for the year ended December 31, 2025 including to acknowledge the auditor's report**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The Proxy may consider the matters and vote on my/our behalf as follows:
- |  |   |  |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย..... เสียง | <input type="checkbox"/> ไม่เห็นด้วย..... เสียง | <input type="checkbox"/> งดออกเสียง..... เสียง |
| Approve                                      | Vote  | Not approve                                    |
|  | Vote  | Abstain  |
|  |   | Vote   |

**วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผลประจำปี 2568**

**Agenda 3 To consider and approve the allocation of profit for the statutory reserve and dividend payment for the year 2025**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
- เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote

**วาระที่ 4 พิจารณาเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดต้องออกจากตำแหน่งตามวาระในปี 2569**

**Agenda 4 To consider and approve the election of the directors completing their term for the year 2026**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
- เลือกตั้งกรรมการทั้งหมด  
The election and appointment of the whole set of directors
- เห็นด้วย .....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote
- เลือกตั้งกรรมการเป็นรายบุคคล ดังนี้  
The election and appointment of individual director(s) as follows:
- นางสาวคามิลล์ มา  
Ms. Camille Ma  
 เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote
  - นางสาวนิรมาน ไหลสาธิต  
Ms. Niramarn Laisathit  
 เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote
  - นายจอห์น สก็อต ไฮเน็ค  
Mr. John Scott Heinecke  
 เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote

**วาระที่ 5 พิจารณานุมัติเพิ่มจำนวนกรรมการ และเลือกตั้ง นายมะห์มูด คิมจี เป็นกรรมการใหม่และกรรมการอิสระ**

**Agenda 5 To consider and approve the increase in the number of members of Company's Board of Directors and the election of Mr. Mahmood Khimji as a new director and independent director**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote

**วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2569**

**Agenda 6 To consider and approve the directors' remuneration for the year 2026**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote

**วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2569 และกำหนดค่าสอบบัญชี**

**Agenda 7 To consider and approve the appointment of auditors for the year 2026 and the auditing fee**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote

**วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3. วัตถุประสงค์ของบริษัท**

**Agenda 8 To consider and approve the amendment to the Company's Memorandum of Association Clause 3. Re: Objectives of the Company**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and will not be regarded as my/our voting as shareholder(s).

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่เราได้ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุ  
ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the Proxy at such Meeting, except the case where the Proxy does not vote in accordance  
with the instructions I/we have specified in the Proxy Form, shall be deemed as my/our own act(s) in all respects.

ลงชื่อ ..... ผู้มอบฉันทะ  
Signed (.....) Grantor

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signed (.....) Proxy

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signed (.....) Proxy

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signed (.....) Proxy

## หมายเหตุ

### Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน  
(Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the  
Proxy Form C.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
Evidences to be enclosed with the proxy form are:  
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะ  
Letter of attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder  
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)  
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถ  
แบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on  
his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual  
director.
5. ในกรณีที่วาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อ  
แบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the  
attached Annex to the Proxy Form C.

**ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ค.)**

**Annex to the Form of Proxy (Form C)**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไมเนอร์ อินเตอร์เนชั่นแนล จำกัด (มหาชน)  
Grant of proxy as a shareholder of Minor International Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 33/2569 ในวันที่ 24 เมษายน 2569 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) เพียงแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No.33/2026 on April 24, 2026 at 1.00 p.m. in the form of electronic meeting (E-Meeting), or at any adjournment thereof.

วาระที่..... เรื่อง.....  
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
  - เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง
  - Approve Vote Not approve Vote Abstain Vote

วาระที่..... เรื่อง.....  
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
  - เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง
  - Approve Vote Not approve Vote Abstain Vote

วาระที่..... เรื่อง.....  
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy may consider the matters and vote on my/our behalf as follows:
  - เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง
  - Approve Vote Not approve Vote Abstain Vote

วาระที่.....

เลือกตั้งกรรมการ

Agenda

Appointment of Directors

ชื่อกรรมการ .....

Name of director

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ .....

Name of director

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ .....

Name of director

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ .....

Name of director

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ .....

Name of director

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve Vote Not approve Vote Abstain Vote

รายละเอียดเกี่ยวกับกรรมการอิสระผู้รับมอบฉันทะ  
Details of Independent Director who can be a proxy

นางสาวคามิลล์ มา	อายุ 68 ปี (เกิดเมื่อปี 2500)
Ms. Camille Ma	Age 68 years (Born in 1957)
ตำแหน่งปัจจุบัน	กรรมการอิสระ (แต่งตั้งเมื่อวันที่ 19 มิถุนายน 2563)
Current Positions	Independent Director (Elected in 19 June 2020)
	ประธานกรรมการตรวจสอบ
	Chairman of the Audit Committee
	ประธานกรรมการกำหนดค่าตอบแทน
	Chairman of the Compensation Committee
	กรรมการสรรหาและกำกับดูแลกิจการ
	Member of the Nominating and Corporate Governance Committee
	กรรมการกำกับดูแลด้านความยั่งยืนและบริหารความเสี่ยง
	Member of the Sustainability and Risk Management Oversight Committee

การมี/ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุม AGM ครั้งนี้

Interest in the agenda considered

วาระที่ 4*	พิจารณาเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดต้องออกจากตำแหน่งตามวาระในปี 2569
Agenda 4	To consider and approve the election of the directors completing their term for the year 2026

หมายเหตุ:

Note:

\* การมีส่วนได้เสียตามที่กำหนดในแบบ AGM Checklist เป็นการเปิดเผยข้อมูลเฉพาะส่วนของกรรมการอิสระผู้ที่จะรับมอบฉันทะจากผู้ถือหุ้นเท่านั้นว่ามีส่วนได้เสียพิเศษใด ๆ กับวาระการประชุมผู้ถือหุ้นในครั้งนั้นหรือไม่ เช่น มีส่วนได้เสียพิเศษในวาระเลือกตั้งกรรมการ เพราะเป็นผู้ที่จะต้องถูกเลือกตั้งกลับเข้ามาเป็นกรรมการอีกครั้งหนึ่ง

\* The disclosure of special interest specified in the AGM Checklist Form is the disclosure of information specifically on any special interest that an independent director who will be acting as proxy for the shareholders has in any matters on the agenda such as special interest in the election of directors due to being a nominee for the re-election.

คุณวุฒิการศึกษา / Educational

- MM, สถาบันบัณฑิตบริหารธุรกิจศศินทร์แห่งจุฬาลงกรณ์มหาวิทยาลัย  
MM, Sasin Graduate Institute of Business Administration
- BA Political Science and East Asian Studies, Wellesley College, Wellesley Mass สหรัฐอเมริกา  
BA Political Science and East Asian Studies, Wellesley College, Wellesley Mass, USA

หลักสูตรการอบรม สัมมนาจัดโดย สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย (IOD)

Training / Seminar course by Thai Institute of Directors Association (IOD)

- หลักสูตร Board Nomination and Compensation Program (BNCP) รุ่นที่ 16/2566  
Board Nomination and Compensation Program (BNCP) Class 16/2023

- หลักสูตร The Board's Role in Mergers and Acquisition (BMA) รุ่นที่ 1/2565  
The Board's Role in Mergers and Acquisition (BMA) Class 1/2022
- หลักสูตร Advanced Audit Committee Program (AACP) รุ่นที่ 36/2563  
Advanced Audit Committee Program (AACP) Class 36/2020
- หลักสูตร Board that Make a Difference (BMD) รุ่นที่ 2/2559  
Board that Make a Difference (BMD) Class 2/2016
- หลักสูตร Boardroom Success through Financing and Investment (BFI)  
Boardroom Success through Financing and Investment (BFI)
- หลักสูตร Director Certification Program (DCP) รุ่นที่ 182/2556  
Director Certification Program (DCP) Class 182/2013

### หลักสูตรการอบรม สัมมนาอื่น ๆ

#### Other Training / Seminar course

- Directorship Essentials: Compliance and Ethics ปี 2565 The National Association of Corporate Directors (NACD)  
Directorship Essentials: Compliance and Ethics Class 2022, The National Association of Corporate Directors (NACD)
- Directorship Essentials: Risk Oversight and Management ปี 2564 The National Association of Corporate Directors (NACD)  
Directorship Essentials: Risk Oversight and Management Class 2021, The National Association of Corporate Directors (NACD)
- Art of Directorship: Adaptive Governance ปี 2565 The National Association of Corporate Directors (NACD)  
Art of Directorship: Adaptive Governance Class 2022, The National Association of Corporate Directors (NACD)
- Art of Directorship: CEO Succession ปี 2564 The National Association of Corporate Directors (NACD)  
Art of Directorship: CEO Succession Class 2021, The National Association of Corporate Directors (NACD)
- Art of Directorship: Strategy and Long Term Value Creation ปี 2564 The National Association of Corporate Directors (NACD)  
Art of Directorship: Strategy and Long Term Value Creation Class 2021, The National Association of Corporate Directors (NACD)

### การดำรงตำแหน่งอื่น ๆ / Other Current Positions

- กรรมการอิสระ กรรมการบริหารความเสี่ยง และกรรมการสรรหา กำหนดค่าตอบแทน บริษัทภิบาล และการพัฒนาเพื่อความยั่งยืน บริษัท โอเอสเอส จำกัด (มหาชน)  
Independent Director, Member of the Risk Management Committee, and Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee of Osotspa Pcl.

### ประสบการณ์ทำงาน / Experiences

- Council Member of The Siam Society Under Royal Patronage
- Financial Advisor to Chairman, Financial Committee Member and Investment Committee Member of Charoen Pokphand Group
- Financial Institutions Regional Equity Analyst of Morgan Stanley (Asia) Ltd.
- Director Strategic and Equity Investment Portfolio, and Derivatives Business Development of Securities One Pcl.

ดร. วีรไท สันติประภพ	อายุ 56 ปี (เกิดเมื่อปี 2512)
Dr. Veerathai Santiprabhob	Age 56 years (Born in 1969)
ตำแหน่งปัจจุบัน	กรรมการอิสระ (แต่งตั้งเมื่อวันที่ 24 กุมภาพันธ์ 2569)
Current Positions	Independent Director (Elected in 24 February 2026)
	กรรมการตรวจสอบ
	Member of the Audit Committee
	กรรมการกำหนดค่าตอบแทน
	Member of the Compensation Committee
	กรรมการสรรหาและกำกับดูแลกิจการ
	Member of the Nominating and Corporate Governance Committee
	กรรมการกำกับดูแลด้านความยั่งยืนและบริหารความเสี่ยง
	Member of the Sustainability and Risk Management Oversight Committee

การมี/ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุม AGM ครึ่งนี้ - ไม่มี -  
Interest in the agenda considered

#### คุณวุฒิการศึกษา / Educational

- ปริญญาเอก Ph.D. in Economics, Harvard University สหรัฐอเมริกา  
Ph.D. in Economics, Harvard University, USA
- ปริญญาโท A.M. in Economics, Harvard University สหรัฐอเมริกา  
A.M. in Economics, Harvard University, USA
- ปริญญาตรี เศรษฐศาสตรบัณฑิต (เกียรตินิยม อันดับ 1) มหาวิทยาลัยธรรมศาสตร์  
B.A. in Economics, First Class Honors, Thammasat University

#### หลักสูตรการอบรม สัมมนาจัดโดย สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย (IOD)

##### Training / Seminar course by Thai Institute of Directors Association (IOD)

- หลักสูตร Advanced Audit Committee Program (AACP) รุ่นที่ 41/2564  
Advanced Audit Committee Program (AACP) Class 41/2021
- หลักสูตร Director Certification Program (DCP) รุ่นที่ 192/2557  
Director Certification Program (DCP) Class 192/2014
- หลักสูตร Director Accreditation Program (DAP) รุ่นที่ 63/2550  
Director Accreditation Program (DAP) Class 63/2007

#### หลักสูตรการอบรม สัมมนาอื่น ๆ

##### Other Training / Seminar course

- Corporate Strategy Executive Education Program, MIT Sloan School of Management  
Corporate Strategy Executive Education Program, MIT Sloan School of Management
- หลักสูตรผู้บริหารระดับสูง (วตท.) รุ่นที่ 4 สถาบันวิทยากรตลาดทุน  
Executive Leadership Program Class 4, Capital Market Academy (CMA)

## การดำรงตำแหน่งอื่น ๆ / Other Current Positions

- กรรมการอิสระ และกรรมการบริหารความเสี่ยง และกำกับดูแลด้านสิ่งแวดล้อม สังคม และ ธรรมชาติ บริษัท การบินไทย จำกัด (มหาชน)  
Independent Director and Risk Management and Environmental, Social, and Governance Oversight Committee  
Member of Thai Airways International Pcl.
- กรรมการอิสระ ประธานกรรมการความยั่งยืน และกรรมการเทคโนโลยี บริษัท เอสซีบี เอกซ์ จำกัด (มหาชน)  
Independent Director, Chairman of the Sustainability Committee and Member of the Technology Committee of SCB X Pcl.
- กรรมการอิสระ กรรมการตรวจสอบ และกรรมการบรรษัทภิบาลและความยั่งยืน บริษัท กรุงเทพดุสิตเวชการ จำกัด (มหาชน)  
Independent Director, Audit Committee Member and Corporate Governance and Sustainability Committee Member of Bangkok Dusit Medical Services Pcl.
- กรรมการอิสระ กรรมการพิจารณาค่าตอบแทนและสรรหา และกรรมการความยั่งยืน บริษัท ไทยน้ำทิพย์ คอร์ปอเรชั่น จำกัด (มหาชน)  
Independent Director, Member of the Remuneration and Nomination Committee and Member of the Sustainability Committee of ThaiNamthip Corporation Pcl.
- กรรมการอิสระ และรองประธานกรรมการ บริษัท สยามพิวรรธน์ จำกัด  
Independent Director and Vice Chairman of the Board of Siam Piwat Co., Ltd.
- ประธานกรรมการ สถาบันวิจัยเพื่อการพัฒนาประเทศไทย (ทีดีอาร์ไอ)  
Chairman of the Board of Thailand Development Research Institute (TDRI)
- กรรมการที่ปรึกษาระหว่างประเทศ Global Finance & Technology Network  
Member of the International Advisory Board of Global Finance & Technology Network (GFTN)
- กรรมการสภามหาวิทยาลัยผู้ทรงคุณวุฒิ มหาวิทยาลัยเชียงใหม่  
Council Member of Chiang Mai University
- ประธานกรรมการที่ปรึกษาด้านการกำกับดูแลกิจการ World Food Programme  
Chairman of the Independent Oversight Advisory Committee of World Food Programme
- ประธานกรรมการบริหาร มูลนิธิหอจดหมายเหตุพุทธทาส อินทปัญโญ  
Chairman of the Executive Board of Buddhadasa Indapanno Archives Foundation
- กรรมการ มูลนิธิปิดทองหลังพระสืบสานแนวพระราชดำริ  
Member of the Board of Royal Initiative Discovery Foundation
- กรรมการอำนวยการ วชิราวุธวิทยาลัย  
Member of the Board of Vajiravudh College

## ประสบการณ์ทำงาน / Experiences

- กรรมการอิสระ ประธานกรรมการบริหารความเสี่ยง และกรรมการบรรษัทภิบาลและการพัฒนาอย่างยั่งยืน บริษัท ปตท. สำรวจและผลิตปิโตรเลียม จำกัด (มหาชน)  
Independent Director, Chairman of the Risk Management Committee, and Member of the Corporate Governance and Sustainable Development Committee of PTT Exploration and Production Pcl.
- กรรมการอิสระ และประธานกรรมการตรวจสอบ บริษัท ยูนิวานิชน้ำมันปาล์ม จำกัด (มหาชน)  
Independent Director and Chairman of the Audit Committee of Univanich Palm Oil Pcl.

- กรรมการอิสระ และกรรมการบริหารความเสี่ยง บริษัท ทุนธนาชาติ จำกัด (มหาชน)  
Independent Director and Member of the Risk Management Committee of Thanachart Capital Pcl.
- กรรมการอิสระ และกรรมการตรวจสอบ บริษัท เซ็นทรัลพัฒนา จำกัด (มหาชน)  
Independent Director and Audit Committee Member of Central Pattana Pcl.
- ผู้ว่าการธนาคารแห่งประเทศไทย  
Governor of Bank of Thailand
- กรรมการกำกับและส่งเสริมการประกอบธุรกิจประกันภัย (คปภ.)  
Member of the Board of Office of the Insurance Commission
- กรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ (ก.ล.ต.)  
Member of the Board of Securities and Exchange Commission (SEC)
- กรรมการ สภาพัฒนาการเศรษฐกิจและสังคมแห่งชาติ  
Member of National Economic and Social Development Council
- ประธาน Central Bank Governance Group, Bank for International Settlements (BIS)  
Chair, Central Bank Governance Group of Bank for International Settlements (BIS)
- ประธาน Asian Consultative Council, Bank for International Settlements (BIS)  
Chair, Asian Consultative Council of Bank for International Settlements (BIS)
- กรรมการ International Monetary and Financial Committee, International Monetary Fund (IMF)  
Member of the International Monetary and Financial Committee of International Monetary Fund (IMF)
- กรรมการสภามหาวิทยาลัยผู้ทรงคุณวุฒิ และกรรมการตรวจสอบ มหาวิทยาลัยธรรมศาสตร์  
Council Member and Audit Committee Member of Thammasat University
- กรรมการที่ปรึกษาด้านการกำกับดูแลกิจการ World Health Organization (WHO)  
Member of the Independent Expert Oversight Advisory Committee of World Health Organization (WHO)
- ประธาน สภาผู้ว่าการธนาคารกลางในภูมิภาคเอเชียตะวันออกเฉียงใต้ (SEACEN)  
Chair of Southeast Asian Central Banks (SEACEN) Board of Governors
- กรรมการ คณะกรรมการนโยบายรัฐวิสาหกิจ  
Member of State Enterprise Policy and Supervisory Committee

ผู้ถือหุ้นที่ประสงค์มอบฉันทะให้กรรมการหรือกรรมการอิสระ เข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) แทนตนเอง สามารถส่งหนังสือมอบฉันทะที่กรอกข้อมูลครบถ้วน และเอกสารประกอบที่เกี่ยวข้องผ่านระบบ E-Request หรือ ส่งเอกสารฉบับจริง พร้อมติดอากรแสตมป์ 20 บาท มาทางไปรษณีย์ลงทะเบียน ตามที่อยู่ด้านล่างนี้ ทั้งนี้หนังสือมอบฉันทะและเอกสารประกอบที่เกี่ยวข้องต้องมาถึงบริษัท ภายในวันที่ 23 เมษายน 2569 เวลา 17.30 น.

Shareholders who intend to appoint a director or an independent director to attend the Electronic Meeting (E-Meeting) on their behalf, please submit a completed proxy form along with the required supporting documents through the E-Request system or send the original documents, affixed with a 20-Baht stamp duty to the Company by registered mail at the address below. All documents shall reach the Company no later than 23 April 2026 at 5:30 p.m.

หนังสือมอบฉันทะ

Proxy Form

บริษัท ไมเนอร์ อินเตอร์เนชั่นแนล จำกัด (มหาชน)

Minor International Public Company Limited

ส่วนงานเลขานุการบริษัท

Corporate Secretary Department

88 อาคารเดอะพาร์ค ชั้น 12 ถนนรัชดาภิเษก

88 The Parq Building, 12<sup>th</sup> Fl. Ratchadaphisek Road,

แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110

Klongtoey Subdistrict, Klongtoey District, Bangkok 10110

โทรศัพท์: 662 365 6116, 6117, 6119, 6102

Tel: 662 365 6116, 6117, 6119, 6102

อีเมล: [corp\\_secretary@minor.com](mailto:corp_secretary@minor.com)

E-mail: [corp\\_secretary@minor.com](mailto:corp_secretary@minor.com)

ผู้ถือหุ้นสามารถร้องขอหนังสือมอบฉันทะในรูปแบบเอกสารได้ตามช่องทางการติดต่อด้านบน

Shareholders may also request a proxy form in paper format through the contact channels provided above.

**The Articles of Association  
of Minor International Public Company Limited  
in related to Shareholders Meeting**

**Chapter 4  
Directors**

**Article 12** The board of directors of the Company shall consist of at least five directors, but not more than twelve directors. Not less than half of the total number of directors shall be resident in the Kingdom. Each director shall have qualifications as specified by law.

**Article 13** The directors shall be elected by the shareholders meeting in accordance with the following rules and methods:

- (1) The election of directors may be done person by person or by way of several persons at the same time.
- (2) The election of directors shall be adopted by a majority vote and each shareholder shall have one vote for one share.
- (3) Persons receiving the highest votes in descending order shall be elected directors equal to the permissible number of directors to be elected at that time. Where those persons who are elected, in descending order, receive equal votes which are more than the permissible number of directors to be elected at that time, the chairman of the general meeting shall cast a deciding vote.

**Article 14** At every annual general meeting, one-third of the directors shall be retired. If the number of directors is not a multiple of three, then the number of directors closest to one-third shall be retired.

Directors who must retire in the first and second year after the registration of the Company will participate in a draw to find out who will retire. In subsequent years, the director who has held office longest shall retire.

**Article 24** No director shall operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a director of a private company or any other company operating a business which has the same nature as and is in competition with the business of the Company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the shareholders' meeting prior to the resolution for his or her appointment.

**Article 26.** Directors are entitled to the following remuneration:

- (1) salary, meeting allowance, allowance, bonus, transportation allowance and other necessary expenses; and
- (2) other allowance and other remuneration as approved by the shareholders' meeting.

This allowance is not affected to staff or employee benefit who is appointed to be director in which to receive return and other benefits as a staff or employee of the company.

**Chapter 5  
Meeting of Shareholders**

**Article 28** The board of directors shall arrange an annual general meeting of shareholders within four months from the last date of the fiscal year of the Company.

A shareholders meeting other than an annual general meeting shall be called an "extraordinary general meeting". In calling any extraordinary general meeting, the board of directors may call an extraordinary general meeting at any time, or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total issued shares may request the board of directors in writing to call an extraordinary general meeting of shareholders at any time, but the agenda and reasons for holding such meeting shall be clearly indicated in such a request. In such event, the board of directors is required to call the extraordinary general meeting within forty-five (45) days from the date on which such written request is received.

If the board of directors does not hold the meeting within the forty-five (45) day period under paragraph two, the shareholders who subscribe their names or other shareholders holding shares in the required amount may call the meeting within forty-five (45) days from the date on which the period of time in paragraph two ends. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for the expenses necessarily incurred in the holding of such meeting and facilitate such meeting as reasonably required.

If the quorum is not constituted in any general meeting called pursuant to paragraph three, the shareholders requesting the meeting pursuant to paragraph three shall compensate the Company for the expenses incurred in the arrangements for holding that meeting.

**Article 29** In summoning a shareholders' meeting, the Board of Directors shall issue meeting notice specifying the venue, date, time agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the Board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.

The proceeding under paragraph one may be using electronic means instead, according to the related law and bases prescribed by the government registrar.

**Article 30** The shareholder meeting must be attended by shareholders in persons or by proxies (if any) not less than twenty-five persons or not less than a half of total number of shareholders and have an aggregate number of shares not less than one-third of all paid-up shares to constitute a quorum.

If one hour has elapsed after the appointed time of the meeting but the shareholders attending the meeting do not constitute a quorum, the meeting shall be called off in case the meeting was summoned upon the requisition of the shareholders. If the meeting was not summoned by the shareholders not less than 7 days before the date fixed for the meeting, the meeting shall proceed even if it does not constitute a quorum.

A written notice calling for the general meeting of shareholders shall be sent to the shareholders via electronic means, according to the related law and bases prescribed by the government registrar.

The chairman of the Board of Directors shall be the chairman of the shareholder meetings. In case the chairman of the Board of Directors does not present at the meeting or unable to perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. In case the vice-chairman is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

**Article 31** At a general meeting of shareholders, a shareholders may grant a proxy in writing to other persons to attend and vote on his or her behalf. A proxy statement must be dated and signed by the shareholder and must be in the form prescribed by the official registrar. A proxy must be submitted to the chairman of the meeting or the person at the meeting prior to the proxy being able to attend the meeting.

An appointment of proxy may be made by electronic means instead, whereby it must be safe and reliable method that such appointment of proxy is actually made by the shareholder, according to the related law and bases prescribed by the government registrar.

In casting votes, one share shall be entitled to one vote. A resolution of the shareholder meeting shall require:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:
  - (A) the sale or transfer of the entire or important parts of the business of the company to other persons;
  - (B) the purchase or acceptance of transfer of the business of other companies or private companies by the company
  - (C) the making, amending or terminating of contracts with respect to the granting of a lease of the entire or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.

**Article 32** An annual general meeting shall be summoned for the following purposes:

- (1) Considering and acknowledging the annual report of the Board of Directors;
- (2) Considering and approving the balance sheet and the profit and loss statement;
- (3) Considering and approving the appropriation of profit and dividend payment;
- (4) Electing and new director in replacement of those who must retire on the expiration of their terms
- (5) Appointing auditor and fixing the remuneration for auditing

**Article 32/1** The Meeting of the shareholders can be conducted via teleconference through electronic devices in accordance with rules, procedures and conditions as stipulated by the laws. In such case, it shall be regarded that the location of the head office of the Company is the place of the meeting.

**Guidelines for  
Submission of Meeting Attendance Request Form (E-Request),  
Documents required in order to attend the Shareholders' Meeting, Proxy Appointment  
for attending Annual General Shareholders' Meeting in the form of electronic meeting (E-Meeting)  
Minor International Public Company Limited**

Shareholders or proxies who wish to attend the meeting in the form of electronic meeting (E-Meeting) must submit the Meeting Attendance Request Form (E-Request) in advance by following all the procedures specified in Enclosure 8 and 9. In case the submitted documents are incomplete, incorrect or in compliance with the requirements stated herein, the Company reserves the right to reject the registration.

**Submission of the Meeting Attendance Request Form (E-Request)**

Shareholders or proxies who wish to attend the E-Meeting must submit the Meeting Attendance Request Form (E-Request) in advance to receive username and password for the meeting registration. The Meeting Attendance Request Form and all required documents can be submitted via E-Request system from April 10, 2026, at 08:30hrs until the meeting is adjourned. After the Company has verified and approved the submitted E-Request, the shareholder will receive an approval notification email providing the username and password and a link for meeting registration on the shareholders' meeting date. The E-Meeting system will be available for meeting registration starting April 24, 2026, from 11:00hrs onwards. (2 hours before the meeting starts)

Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) provided herewith in Enclosure 9.

**Required Document(s)**

1. In the event that the shareholder is a natural person
  - 1.1. Attendance in person;

Certified correct copy of identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of a change of name, supporting documents are required.
  - 1.2. Attendance by proxy:
    - (a) A Proxy Form which is completely filled and signed by the proxy grantor (the shareholder) and the proxy;
    - (b) A copy of the proxy grantor's official ID cards as referred to in 1.1 certified correct by the proxy grantor; and
    - (c) An original or copy of the proxy's official ID card as referred to in 1.1.
  - 1.3. In the event that the shareholder is a foreign person appointing the Custodian in Thailand
    - (a) A Proxy Form C which is completely filled and signed by the proxy grantor (the Custodian) and the proxy;
    - (b) A copy of the shareholder's official ID cards as referred to in 1.1 certified correct by the shareholder;
    - (c) Letter of power of attorney from the shareholder empowering the custodian to sign this Proxy Form C on the shareholder's behalf. The proxy granted by the shareholder must clearly show that stamp duty in the amount of 30 baht has been affixed;
    - (d) Document confirming that the person who signed Proxy Form C is permitted to operate the custodian business.

2. In the event that the shareholder is a juristic person

2.1 Attendance by an authorized representative of the shareholder:

- (a) An original or copy of such authorized representative's official ID card as referred to in 1.1; and
- (b) A copy of the Affidavit or Certificate of Incorporation of the shareholder issued no more than 1 year by the Ministry of Commerce, showing the name of such authorized representative as a person having authority to act on the shareholder's behalf. Such copy of affidavit or Certificate of Incorporation must be certified correct by such authorized representative and affixed with its corporate seal (if any).

2.2 Attendance by proxy

- (a) A proxy form which is completely filled and signed by the proxy grantor (the shareholder) and the proxy;
- (b) For juristic person incorporated in Thailand

A copy of the Affidavit or Certificate of Incorporation of the shareholders issued no more than 1 year by the Ministry of Commerce, showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf. Such copy of Affidavit or Certificate of Incorporation must be certified correct by such authorized representative and affixed with its corporate seal (if any);

For juristic person incorporated outside Thailand

A copy of the Affidavit or Certificate of Incorporation of the shareholders issued no more than 1 year by the authorized institution, showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf. Such copy of Affidavit or Certificate of Incorporation must be certified correct by such authorized representative and affixed with its corporate seal (if any).

- (c) Certified true copy of valid evidence of authorized representative of the shareholder who signs the proxy form as the proxy grantor as referred to in 1.1, and certified correct by the proxy grantor;
- (d) A copy of the proxy's official ID card as referred to in 1.1

2.3. In the event that the shareholder is a foreign juristic person appointing the Custodian in Thailand

- (a) A proxy form C which is completely filled and signed by the proxy grantor (the Custodian) and the proxy;
- (b) A copy of the Affidavit or Certificate of Incorporation of the shareholders issued no more than 1 year by the authorized institution, showing that the name of the person who signs in the letter of power of attorney as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf. Such copy of Affidavit or Certificate of Incorporation must be certified correct by such authorized representative and affixed with its corporate seal (if any);
- (c) Certified true copy of valid evidence of authorized representative of the shareholder as referred to in 1.1, and certified correct by such authorized representative;
- (d) Letter of power of attorney from the shareholder empowering the custodian to sign this Proxy Form C on the shareholder's behalf. The proxy granted by the shareholder must clearly show that stamp duty in the amount of 30 baht has been affixed;
- (e) Document confirming that the person who signed this Proxy Form C is permitted to operate the custodian business.

In the case where the foreign institution shareholder appoints a commercial bank in Thailand as its Custodian, (b) and (c) will not be required.

The Company reserves the right to request any further documents as it deems appropriate.

## **Proxy Appointment Procedure**

The Company has provided 3 proxy forms prescribed by the Department of Commercial Registration, Ministry of Commerce to be used in any shareholders' meeting to facilitate the proxy which are:

1. Form A, a general form which is easy to be used.
2. Form B, much of detail was clearly specified; and
3. Form C, in case proxy grantor is custodian.

To facilitates shareholders who are unable to attend the meeting in person, they may appoint a proxy or authorize a director or an independent director of the Company to attend and cast vote on their behalf. Shareholders are required to complete and submit **only one proxy form** and adhere to following criteria:

- **In case of appointing a proxy to attend the Electronic Meeting (E-Meeting) on their behalf**

The shareholder or the proxy is required to submit the Meeting Attendance Request Form (E-Request) to attend the meeting in advance to obtain a Username and Password for registration to participate in the meeting. The procedures for submitting the E-Request and using the E-Meeting are detailed in Enclosure 9.

- **In case of appointing a director or an independent director to attend the Electronic Meeting (E-Meeting) on their behalf**

The shareholder is required to submit a completed proxy form along with the required supporting documents through the E-Request system or send the original documents, affixed with a 20-Baht stamp duty to the Company by registered mail at the address below. All documents shall reach the Company no later than 23 April 2026 at 5:30 p.m.

Minor International Public Company Limited  
Corporate Secretary Department  
88 The Parq Building, 12<sup>th</sup> Fl. Ratchadaphisek Road,  
Klongtoey Subdistrict, Klongtoey District, Bangkok 10110  
Tel: 662 365 6116, 6117, 6119, 6102      E-mail: [corp\\_secretary@minor.com](mailto:corp_secretary@minor.com)

- Alternatively, shareholder may appoint a proxy in electronic form (E-Proxy) through the Investor Portal of the Thailand Securities Depository (TSD) at the following link: <https://ivp.tsd.co.th/> as an alternative to submitting documents via postal mail.

The proxy forms that shareholders receive through the E-Proxy system may differ in format from the Company's proxy form. In Agenda Item 5, which concerns the approval the increase in the number of members of Company's Board of Directors and the election of Mr. Mahmood Khimji as a new director and independent director, shareholders may choose to use either the Company's proxy form, sent together with the QR code or the form provided in the E-Proxy system. Either option will not affect their voting rights for this agenda item. The E-Proxy voting system provided by TSD is an additional channel designed to facilitate shareholders who wish to appoint another person to attend the meeting on their behalf via the TSD system. Therefore, shareholders may choose to grant a proxy either in paper form or electronically through the TSD E-Proxy system.

In case a shareholder desires to revoke the proxy, the shareholder must notify the Company of the revocation in a written form prior to commencement of the meeting.

The Office of the Securities and Exchange Commission has stipulated the Notification of the Capital Market Supervisory Board Tor Jor. 79/2564, Criteria for the Proxy Solicitation to Attend the Meeting and Vote on the Shareholders' Behalf, dated December 29, 2021, effective from January 16, 2022. For more detailed information, please kindly download the notification from [www.sec.or.th](http://www.sec.or.th).

## Guideline for E-Proxy Voting for Shareholders by TSD

Shareholders who wish to authorize a proxy electronically (E-Proxy Voting) must be registered members of the TSD Investor Portal and authenticate using either NDID or ThaiID

- The E-Proxy Voting system will open one day after the Meeting invitation is sent and will remain open until 5:00pm on the business day before the Meeting.
- Shareholders who wish to submit an electronic proxy on their own can follow these steps:

### Steps for E-Proxy Voting



- Login to the TSD Investor Portal at <https://ivp.tsd.co.th/signin> or
- Go to the "Other Transactions" menu.
- Select "Proxy Voting / Shareholders' Meeting Voting", then choose Create – Edit – Cancel.
- Accept the terms and conditions of service.
- Verify your ID card status to activate proxy voting services. Provide your Laser Code and verify your details with the Department of Provincial Administration.
- Click "OTP Request" to receive a one-time password (OTP) for transaction verification.
- Select the securities you wish to authorize for proxy voting.
- The system will display shareholder entitlements and the list of proxy representatives.
- Choose the director you wish to authorize as your proxy.
- Proceed with proxy voting for each agenda item by clicking "Next" for each item.
- After completing the proxy voting, the system will display a proxy authorization document for review and download. Once click "Close", the system will display Proxy Form B.
- Pay the stamp duty fee (*if not covered by the Company*).
- Review unpaid stamp duty transactions for applicable securities.
- Confirm and submit the stamp duty payment request.
- Click "Pay Stamp Duty", and the system will generate a QR Code or Pay-in Slip for payment at a bank.  
\*\*\* The proxy authorization is valid only after the stamp duty payment is completed. \*\*\*\*
- Check transaction status in the "Transaction Status" menu.

## How to Register for the TSD Investor Portal

### Registration Requirements

1. Must be an individual shareholder.
2. Must have a mobile phone number (registered in Thailand) to receive OTP verification via SMS.
3. Must have a valid email address to receive service updates and shareholder benefits.

### Registration Process



1. Register via <https://www.set.or.th/th/tsd/services/investors/e-services/investor-portal> or
2. Select your ID type
3. Enter your 13-digit national ID number.
  - a. Click 'Next'
4. Terms and conditions for TSD Investor Portal is shown.
  - a. Check box if Terms and conditions is agreed
  - b. Click 'Next'
5. Identity Verification and Photo Capture  
For Thai shareholders, if using a device that supports photo capture, follow these steps:
  - Enter Laser Code from the back of your national ID card. Provide your title, full name, and date of birth.
  - Click "Verify with the Department of Provincial Administration" to confirm your identity.
6. Choose an identity verification method:
  - Option 1: Take a photo of your ID card and a selfie while holding the card, then verify via ThaiID or
  - Option 2: Take a photo of your ID card and verify via NDID (requires mobile banking from a supported bank).
  - Click 'take photo' and 'confirm'
  - Click 'Next'
7. Open the ThaiID app or bank's mobile app to complete authentication.
8. Return to the TSD Investor Portal registration page and enter:
  - Username (email)
  - Password
  - Mobile phone number
  - Request an OTP
  - Enter the OTP code received via SMS
  - Click 'Next'
9. The registration details are saved.
10. Click "Finish" to complete the process.
11. You will receive a registration confirmation via SMS/email on the next business day.
12. Once approved, you can log in using your email and password.

## Privacy Notice

Minor International Public Company Limited (“the Company”) respects the privacy of shareholders, proxy holders and attendees of the Annual General Meeting, and undertakes to process the personal data in accordance with the Privacy Data Protection Act B.E. 2562.

1. Personal data to be collected: The Company will receive and collect personal data directly from shareholders, proxy holders, and/or attendants attending the Shareholders' Meeting and from Thailand Securities Depository Company Limited, the Company's share registrar monitoring and maintaining share-related information to be accurate, complete and up-to-date. Personal data consists of the following:

- 1.1 General Personal Data such as name, surname, identification number or passport number, date of birth, gender, shareholder identification number, image, video recording.
- 1.2 Contact information such as address, telephone, and email.

2. Purpose of collection, use and disclosure of personal data: The Company will collect, use and disclose personal data for the following purposes:

- 2.1 To call, arrange and conduct the Annual General Meeting of Shareholders of the Company pursuant to the Company Articles of Association as well as applicable laws, notifications and criteria for meeting arrangement and preparation of minutes as stipulated by the government.
- 2.2 To be used for video and audio broadcasts of the meeting, records of still and motion pictures as evidence of the meeting, including publication via printed and electronic media.
- 2.3 To send the annual report (56-1 One Report) [and/or Sustainability Report and/or Financial Report] as requested by the shareholders or proxy holders.
- 2.4 The personal data of shareholders or proxy holders and/or attendants attending the Shareholders' Meeting will be kept as confidential under applicable laws and the disclosure of the personal data will be done only for the purposes mentioned in this document. The Company will disclose personal data to persons or agencies including but not limited to service providers or meeting consultants, shipping and printing service providers, technology providers, as related to the service and necessary, or government agencies related to public health and communicable disease prevention and government and authorities as specified by laws.

3. Rights of data owners: The data owners have the rights, pursuant to the personal data protection act B.E. 2019, to withdraw consent, to inspect, to request access to and obtain a copy of their personal data, to request for correction or for update and deletion or destruction of their personal data, to limit the use of personal data, to request for personal data transfer according to the methods prescribed by the law as well as to lodge a complaint and to object the collection, use or disclosure of their personal data.

In a case where the personal data owner does not provide his/her necessary personal data to the Company according to the purposes as stated in this document, the personal data owner may be restricted his/her rights in the Shareholders' Meeting or rights to request a document, etc.

4. Personal data retention period: The Company will retain personal data under item 1 within the period specified by relevant laws and/or as deemed necessary to achieve the purposes under this document.


5. Contact information:

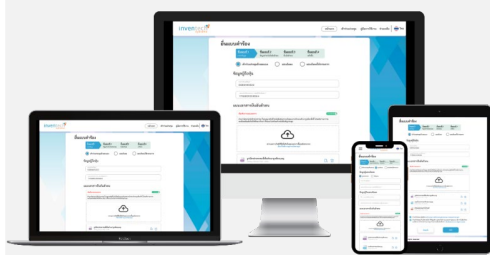
Minor International Public Company Limited  
Corporate Secretary Department  
88 The Parq Building, 12<sup>th</sup> Fl. Ratchadaphisek Road,  
Klongtoey Subdistrict, Klongtoey District, Bangkok 10110  
Tel: 662 365 6116, 6117, 6119, 6102  
E-mail: [corp\\_secretary@minor.com](mailto:corp_secretary@minor.com)

## Guidelines for attending Electronic Meeting by Inventech Connect

Shareholders and proxy holders who wish to attend the electronic meeting, please proceed to the following procedure for submitting the E-Request form before attend the meeting via electronic media as follows:

### Requesting Username & Password via E-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://fort.inventech.co.th/MINT809716R/#/homepage> or scan QR Code  and follow the steps as shown below:



- 1 Click link URL or scan QR Code
- 2 Select the options to proceed with 4 steps:
  - Step 1 Fill in the information shown on the registration page
  - Step 2 Fill in the information for verification
  - Step 3 Verify via OTP
  - Step 4 Transaction completed; the system will display information again to verify the accuracy of the information
- 3 Awaiting the email for the meeting details and the login password

**\*\* To merge user accounts, please use the same email and phone number for the request \*\***


2. Shareholders intending to participate the meeting, either in person or by proxy excluding appointed a director or an independent director, are hereby notified that registration for a username and password will open from 10 April 2026, at 8:30 a.m. and will remain available until 24 April 2026, closing upon the adjournment of the Meeting.
3. The electronic conference system will be available on 24 April 2026 at 11:00 a.m. (2 hours before the meeting starts). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.


### Granted of Proxy to a Director or an Independent Director


Shareholders who intend to appoint a director or an independent director to attend the Electronic Meeting (E-Meeting) on their behalf, please submit a completed proxy form along with the required supporting documents through the E-Request system or send the original documents, affixed with a 20-Baht stamp duty to the Company by registered mail at the address below. All documents shall reach the Company no later than 23 April 2026 at 5:30 p.m.

Minor International Public Company Limited  
Corporate Secretary Department  
88 The Parq Building, 12<sup>th</sup> Fl. Ratchadaphisek Road,  
Klongtoey Subdistrict, Klongtoey District, Bangkok 10110

### If you have any problems with the software, please contact Inventech Call Center

 02-460-9220

 @inventechconnect

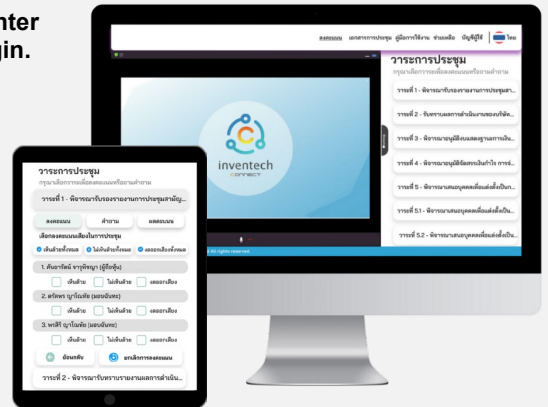
 The system is available during 10-24 April 2026 at 8.30 a.m.-5.30 p.m.  
**(Business days only, excluding public and official holidays)**



Report a problem  
[@inventechconnect](#)

## Registration for attending the meeting (E-Register) and voting process (E-Voting)

- 1 Click the registration URL link from the approval email and enter the Email and Password from the email or request OTP to login.
- 2 Click “Register” button. The number of votes will be counted as a quorum.
- 3 Click “Join Attendance”, then click “Join Meeting” button.
- 4 Select the agenda item that you wish to vote.
- 3 Click “Vote” button.
- 6 Click the voting button of your determination.
- 5 The system will display the status of your latest vote determination.



To cancel the vote casted, please click the “Cancel Vote” button. This means that your latest vote will be treated as an abstention, or your vote will be counted according to the voting method determined by the meeting. You may revise your vote at any time until the system closes voting for that particular agenda item.

## To ask questions via Inventech Connect



- Select agenda item that you want to ask
- Click “Question” button

### 1 Ask a question

- Type the question then click “Send”

### 2 Ask the question via video record.

- Click “Conference”
- Click “OK” to confirm your queue
- Please wait for the facilitator to arrange the question queue before enabling your mic and camera.

## How to use Inventech Connect



User Manual and Video Guide for Inventech Connect

### \* Note:

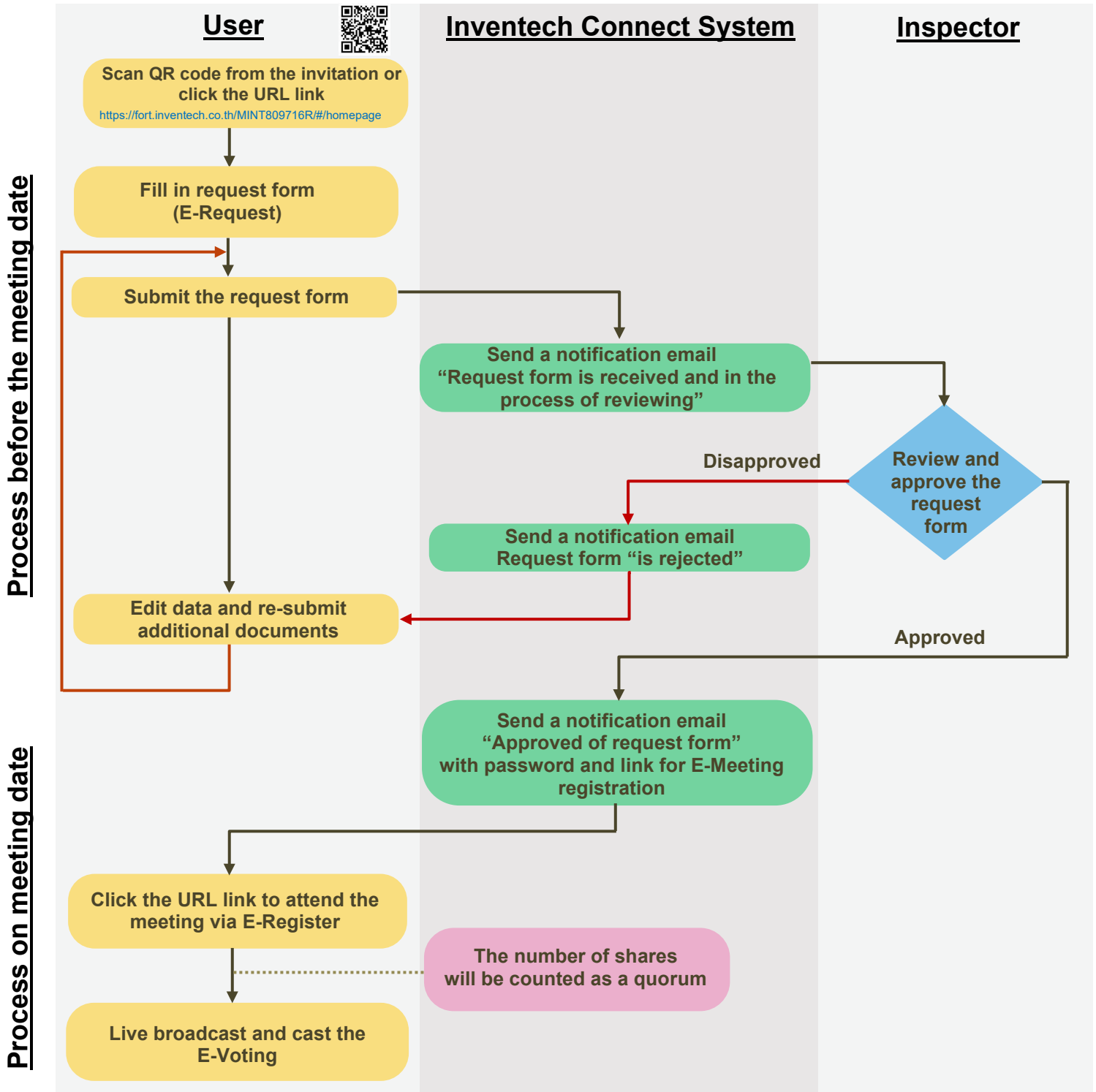
Operation of the electronic conferencing system and Inventech Connect systems are rely on internet system of shareholder or proxy holder, including capacity of equipment and/or program applying on the equipment.

Recommended equipment and/or program for best performance are as follows:

1. Internet speed requirements
  - High-Definition Video: internet speed at 2.5 Mbps (Recommended)
  - High Quality Video: internet speed at 1.0 Mbps
  - Standard Quality Video: internet speed at 0.5 Mbps
2. Equipment requirements
  - Smartphone/Tablet applied IOS or android OS
  - PC/Laptop applied Windows or Mac OS
3. Internet Browser: Chrome (Recommended) / Safari / Microsoft Edge

**\*\* The system does not support Internet Explorer.**

## Flowchart for attending an Electronic Meeting (E-Meeting)



### Condition of use

#### Account Merging or Changing Accounts

If multiple requests are submitted using the same email and phone number, the system will automatically merge the accounts. In cases where a user has more than one account, they can switch to another account by clicking "Change Account" button to access another account. The previously used account will still be counted as part of the meeting quorum.

#### Leaving the Meeting

Participants can click the "Register to Leave the Quorum" button to leave the meeting. Their voting rights will be removed from all remaining agenda items that have not yet been addressed.

- Translation -

**Minutes of Annual General Meeting of Shareholders No. 32/2025**  
**Minor International Public Company Limited (MINT)**

The Meeting was held on April 29, 2025 at 13.00hrs., in the form of electronic meeting (E-Meeting), in accordance with the related laws and regulations, in which the Company broadcast at 12<sup>th</sup> Floor, The Parq Building, 88 Ratchadapisek Road, Klongteoy, Bangkok. The agenda items and other details have been sent to all shareholders.

The 2025 Annual General Shareholders' Meeting, the Company conducted the Meeting via electronic media using 'Inventech Connect' system provided by Inventech Systems (Thailand) Co., Ltd., a service provider assessed by the Electronic Transaction Development Agency (ETDA) for system control conformity. This provider adheres to standards set by the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and the ministerial notification of the Ministry of Digital Economy and Society on the security standards of electronic meetings, including other relevant laws and regulations. In addition, the Company recorded a video during the Meeting, according to the criteria, laws, and privacy policies of the Company for the purpose of Shareholders' meeting.

Mr. William Ellwood Heinecke, Chairman of Board of Directors, acted as Chairman ("**Chairman**") of the Meeting according to the Articles of Association of the Company.

Mr. Chaiyapat Paitoon, Chief Financial Officer, informed the Meeting that the Company's paid-up capital is 5,669,976,977 Baht, divided into 5,669,976,977 shares. As at the record date for determining the rights of the shareholders who will attend and vote in the meeting on March 5, 2025, the total number of shareholders who were entitled to attend the Meeting was 46,776 persons. Today, there were 35 shareholders who attended the Meeting in person and 1,493 shareholders who attended the Meeting by proxies, thus totaling 1,528 attendants, holding altogether 4,271,262,307 shares, representing 75.3312% of the total issued shares of the Company, and thereby, constituting a quorum as required by the Articles of Association of the Company. Mr. Chaiyapat Paitoon, then, invited the Chairman to commence the Meeting.

The Chairman declared the Meeting open and welcomed the shareholders and proxy holders who attended the Meeting and assigned Mr. Emmanuel Jude Dillipraj Rajakarier, director and Group Chief Executive Officer, to conduct the Meeting.

Mr. Emmanuel Jude Dillipraj Rajakarier thanked to the Chairman and introduced the following directors, executive managements, auditor, legal advisor and meeting inspector to the Meeting:

There were total 9 out of 9 members of the Board or 100% who attended the Meeting.

Directors attending the Meeting on panel:

1. Ms. Suvabha Charoenying  
Independent Director, Chairman of the Audit Committee  
Chairman of the Nominating and Corporate Governance Committee  
Member of the Compensation Committee

- |    |  |   |
|----|--|---|
| 2. | Mr. Charamporn Jotikasthira            | Independent Director, Audit Committee Member<br>Member of the Compensation Committee<br>Member of the Nominating and Corporate Governance Committee<br>Chairman of Sustainability and Risk Management Oversight Committee |
| 3. | Ms. Camille Ma                         | Independent Director, Audit Committee Member<br>Member of the Nominating and Corporate Governance Committee<br>Member of Sustainability and Risk Management Oversight Committee<br>Chairman of the Compensation Committee |
| 4. | Mr. Niti Osathanugrah                  | Director, Member of the Compensation Committee<br>Member of Sustainability and Risk Management Oversight Committee  |
| 5. | Mr. John Scott Heinecke                | Director  |
| 6. | Mr. Emmanuel Jude Dillipraj Rajakarier | Director, Group Chief Executive Officer   |
| 7. | Mr. Anhul Chauhan                      | Director, Chief Executive Officer of Minor Food   |

Directors attending the Meeting via Electronic channel:

- |    |                         |                                    |
|----|-------------------------|------------------------------------|
| 8. | Mr. William E. Heinecke | Chairman of the Board of Directors |
| 9. | Mr. Michael David Selby | Independent Director               |

Executive Managements attending the Meeting:

- |    |                           |   |
|----|---------------------------|---|
| 1. | Mr. Soh Chin Hua          | Executive Chairman of Minor Food  |
| 2. | Mr. Chaiyapat Paitoon     | Chief Financial Officer   |
| 3. | Mr. Kosin Chantikul       | Chief Investment Officer  |
| 4. | Mr. Stephen Chojnacki     | General Counsel and Chief Commercial Officer                                  |
| 5. | Mr. Micah Tamthai         | Acting Chief Executive Officer and Chief Operating Officer of Minor Lifestyle |
| 6. | Mrs. Aurakanda Attavipach | Chief People Officer  |
| 7. | Mrs. Chompan Kulnides     | Chief Sustainability Officer  |

Auditor attending the Meeting via Electronic channel:

Mr. Paiboon Tunkoon of PricewaterhouseCoopers ABAS Limited

Legal Advisor and meeting inspector

1. Ms. Warittha Jitvuttichod of Baker & McKenzie Ltd.
2. Ms. Anisa Kitpanuruj of Baker & McKenzie Ltd.

Before proceeding to considering each agenda of the Meeting, the Chairman assigned Mr. Chaiyapat Paitoon was assigned to conduct the Meeting in Thai.

Mr. Emmanuel Jude Dillipraj Rajakarier requested Ms. Warittha Jitvuttichod, the Legal Advisor and the meeting inspector, to explain to the Meeting about the voting process, the vote counting procedure, and how to ask questions or express opinions.

### The Vote Casting and Counting Procedures, and how to ask questions or express opinions

1. Shareholder or Proxy who would like to attend the meeting must proof his/her identity to receive Username and Password according to guideline specified in Notice to shareholders. Shareholder or Proxy agree to comply with the guidelines of electronics meeting. To press "Register", Shareholder or Proxy then join the meeting and count as a quorum.
2. There is no ballot card for E-AGM.
3. Agenda item will proceed in order as stated in the Notice to shareholder. Q&A session will open prior to vote casting no less than 1 minute in each agenda. Voting result will be announced when vote counting completed.
4. Shareholder or Proxy has one vote for each share held and each share entitled to vote under the proxy. The shareholders who have conflict of interest in each agenda item will not entitle to vote that agenda.
5. To cast vote, kindly select the desired agenda and press "Vote" button. The system will show 3 vote selections: Approve, Disapprove and Abstain. The Company provides 1 minute for vote casting in each agenda. Without voting selection in the time limit, it would be counted as Agree in such agenda.
6. To cancel the vote cast, please choose "cancel vote casting" button. Vote casting can be changed until vote closing has been informed.
7. Proxies appointed under a proxy form which the appointing shareholders already cast their votes may no longer vote.
8. For multiple proxies, please choose "change account" to enter into other shareholder account. The system will count each share as quorum.
9. Shareholders who log-out from the system prior to the vote casting in either agenda, those number of shares will not be counted as quorum and such shares will not be counted for vote in the remaining agenda. However, shareholder or proxy can re-join the meeting and vote for the remaining agenda.
10. In the agenda of directors' remunerations, voting of directors who are shareholders will not be counted towards voting base of the agenda.
11. Prior to vote casting in each agenda item, Q&A session will be opened for shareholder and proxy holder to ask question and share his/her comments in relation to that agenda item as appropriate. The Company provides at least 1 minute waiting for questions from shareholders in each agenda item. Shareholders can choose desired agenda item to ask, then click "Question" button. Q&A is available via text and conference as follows:
  - By sending text: please type question and/or comments, then click 'send'. That question will be responded in the meeting during the related agenda. However, if there are many questions, the Company reserves the rights to answer some questions as appropriated.
  - By asking via Conference: please pressing "Conference", then click "OK" for queueing. Shareholder or proxy should turn on camera and microphone and waiting for the signal. Information of name, surname, be a shareholder or proxy holders are required before asking questions. Such information

will be recorded in the minutes of the meeting correctly.

The Company reserves the rights to cut off the images and sounds of shareholders who ask questions or express impolite comments or defamation of others or violate any law, including infringement of the rights of others or disrupting the meeting or causing trouble to other attendees.

12. If there are many Q&A, summary of Q&A will be included in the attachment of Minutes of the meeting and post on website by 14 days after the meeting.
13. Facing system problems, please follow the instruction in the Notice to Shareholders or contact Inventech Call Center 02-460-9220 and Line Official @inventechconnect.
14. In case there is system interruption during the meeting, shareholder will receive an e-mail to return to the Meeting through backup system.

Before proceeding with the Meeting agenda, the Company invited shareholders to view a video presentation explaining the procedures for participating in the shareholders' Meeting via electronic media. The video covered how to ask questions and the voting process for each agenda item. Shareholders can review the procedures for attending the Meeting through the Inventech Connect electronic platform, including how to present documents for attending the Shareholders' Meeting, the proxy granting process, the use of E-Proxy Voting, and the personal data protection notice, as detailed in the documents attached to the invitation letter.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

With no further questions raised by shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier then requested the Meeting to consider the matters in accordance with the following agenda:

**Agenda 1 To consider and acknowledge the Annual report (56-1 One Report) and the Board of Directors report on the Company's performance for the year 2024**

Mr. Chaiyapat Paitoon informed the Meeting that the Company's performance for the year 2024 reported in Annual Report had been sent to all shareholders together with the invitation of this Meeting in Enclosure 1 of the invitation in the form of QR Code.

The Board of Directors considered the matter and was of the opinion that the Meeting should acknowledge the Company's Annual Report and the Board of Directors report for the year 2024 as in the Annual Report. The summary of the past performance was as follows:

In 2024, core revenue grew by 8% y-y to Baht 166,034 million, driven by hotel and restaurant performance improvement. Booming global tourism and successful pricing strategy boosted RevPar in Europe and Asia and new property openings further strengthened hotel performance. Meanwhile, increased customer traffic and transaction volumes in Thailand and Singapore, attributable to new product launches, marketing campaigns, outlet expansion and brand introductions drove restaurant portfolio growth. Core profit reached Baht 8,390 million, increased 18% y-y. Minor Hotels remained the primary contributor, accounting for 70% of core profit in 2024.

At the end of 2024, the Company owns 562 hotels. Altogether, these properties have 81,344 hotel rooms and serviced suites, under the Company's brands including Anantara, Avani, Oaks, Tivoli, NH Collection, NH, nhow and Elewana Collection. The Company's total restaurants reached 2,699 outlets in 66 countries. Revenue contribution from Thailand was 21% and overseas 79%.

Major Developments in 2024 are as follows:

In 2024, Minor Hotels celebrated several accolades and high-profile openings, including Anantara Jaipur Jewel Bagh in India, Avani Museum Quarter Amsterdam, Tivoli Palazzo Gaddi in Florence, several NH properties in Paris, and the NH Collection in Maldives and Helsinki. We continued to push boundaries by delivering experiences beyond traditional hotel services, incorporating elements of personalization, engagement, luxury and technology. Our leadership in the industry was further exemplified through initiatives like the launch of 'Layan Life by Anantara', setting a new benchmark in luxury wellness experiences, and the elevated gastronomy of the Tree Top Canopy dining experience at Anantara Golden Triangle.

Minor Food's strategic entry into Indonesia with Dairy Queen and GAGA was complemented by several exciting launches, including The Pizza Company's single-serve BiTE range and Sizzler's thematic menus and campaigns. Across our portfolio, we introduced experiential and innovative dining concepts, including Xiao Tai Bao, a Thai street food brand in China, and BatterCatch, a classic fish & chips concept in Singapore. These initiatives cater to evolving consumer preferences, while fostering loyalty among millions of customers.

Financial aspect: Recently, TRIS Rating upgraded MINT's Rating: to "A+" from "A", to reflect a stronger financial position and increasingly stable operating prospects. Moreover, Fitch Ratings ("FITCH") has revised the rating outlook for its key subsidiary, Minor Hotels Europe & Americas (formerly known as NH Hotel Group), to 'positive' from 'stable', this helps strengthen investor confidence and reinforces the Company's consistently strong performance.

In 2024, Minor Hotels core revenue grew by 9% y-y to Baht 133,901 million. Core EBITDA increased by 3% y-y to Baht 37,249 million with a lower core EBITDA margin of 27.8% in 2024 compared to 29.4% in 2023. The slower pace of EBITDA growth was due to positive adjustments including cost allocation for Oaks according to IFRS16 in the last quarter of the previous year.

Minor Food's total core revenue in 2024 grew by 4% y-y, driven by sales growth in Thailand, Singapore and Australia, together with better performance from joint ventures. Franchise income saw an increase, supported by an expanding franchised stores network and stronger performance of franchised restaurants in Thailand. Core EBITDA grew at a faster pace, increasing by 9% y-y, benefiting from higher operating efficiency and cost optimization, particularly in Thailand. As a result, core EBITDA margin improved to 22.8% in 2024, compared to 21.8% in 2023.

#### Financial Highlights

At the end of 2024, MINT reported total assets of Baht 346,845 million, a decrease of Baht 12,351 million. The decrease was attributable to the decrease in cash and cash equivalents due to debt repayments, strategic investments and dividend payment; the decrease in trade and other receivables following the sales of Anantara Vacation Club's account receivables as part of MINT's strategic financial management and the decrease in right-of-use assets and intangible assets due to amortization charge and translation adjustments.

Total liabilities were Baht 247,708 million at the end of 2024, down from Baht 271,901 million. This decrease was primarily driven by the reduction in borrowings from financial institutions and debentures and the decrease in lease liabilities from rent payment and translation adjustment.

Shareholders' equity increased to Baht 99,137 million mainly due to improved 2024 financial results.

In summary, cash flows from operating, investing and financing activities resulted in a net decrease of MINT's net cash and cash equivalents by Baht 220 million in 2024.

The Company gross profit margin decreased to 43.8% in 2024, reflecting changes in the residential product mix within the mixed-use segment and limited profit flow-through of MLR business in Australia given high base of previous year. Core net profit margin improved supported by higher operating leverage and the utilization of tax loss carried forwards.

Net interest-bearing debt to equity ratio improved to 0.8x at the end of 2024. The reduction was attributable to lower interest-bearing debt resulting from net debt repayment and a higher equity base. Meanwhile, the interest coverage ratio remained stable at 4.7x in 2024.

For Company outlook, with new three-year plan (2024-2027), the Company targets 6-8% annual revenue growth and 15-20% core net profit growth, supported by margin expansion from higher operating leverage and contribution from hotel management and restaurant franchise fees. We aim to achieve core ROIC above 12% and accelerate the asset-light expansion to surpass 850 hotels and 4,000 restaurants globally by 2027.

Sustainability remains core to MINT's strategy. We are advancing people development, environmental conservation and strong corporate governance to drive responsible and long-term growth. Sustainable business practices are embedded across our operations. The company has received numerous prestigious awards both domestically and internationally, such as:

- Ranked No.1 in Thailand on World's Best Companies 2024 by TIME and Statista for excellence in people, performance, and transparency.
- Won 3 international awards for its sustainability-linked bond, highlighting leadership in sustainable finance.
- Received "Excellent" CG score for 12 consecutive years and included in ASEAN Asset Class for strong governance.

Moreover, the Company operates with transparency and is firmly committed to combating all forms of corruption. It has been a signatory to the Thai Private Sector Collective Action Against Corruption (CAC) since 2013 and was officially certified as a CAC member in 2016. The certification has been continuously maintained to the present, and the Company is going to apply for renewal again this year.

Shareholders can see more details in Management Discussion and Analysis (MD&A) in 2024 Annual Report.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions as follows:

Mr. Piyapong Prasaththong, shareholder, inquired about Dairy Queen stores, why some branches accept cash, bank transfers, and credit cards, while others do not accept cash. Additionally, how many Dairy Queen stores accept cash and bank transfers, and how many do not accept cash.

Mr. Chaiyapat Paitoon responded that at present, all Dairy Queen stores accept all forms of payment, including cash and bank transfers. However, Dairy Queen stores occasionally test cashless payment systems at certain times and specific branches to assess their ability to adapt to rapidly evolving payment technologies. This also helps determine how suitable cashless payments are for the Thai market.

Mr. Theerachet Chaomeepurm, a proxy holder from Social Security Office, asked about the power outage incident in Spain whether the Company have insurance coverage for loss of income in this case, and will it have a long-term impact on European tourism.

Mr. Chaiyapat Paitoon responded that the Company continues to closely monitor the situation, which is still under the authorities' investigation to determine the root cause. This incident does not have a material impact on the Company, as the Company has a well-diversified portfolio and relevant insurance coverage across all business units.

With no further questions raised by shareholders, the Meeting acknowledged the annual report and the Board of Directors report on the Company's performance for the year 2024 as proposed.

**Agenda 2 To consider and approve the Financial Statements for the year ended December 31, 2024 including to acknowledge the auditor's report**

Mr. Emmanuel Jude Dillipraj Rajakarier proposed that the Meeting consider and approve the financial statements for the year ended December 31, 2024 in the "Financial Statements" Section of the Annual Report as reviewed by the Audit Committee and audited by the auditor. All documents were sent to the shareholders together with the invitation to this meeting.

Mr. Emmanuel Jude Dillipraj Rajakarier requested Khun Suvabha Charoenying, Chairman of the Audit Committee, to express the audit committee's opinion which can be summarized as follows:

For the year 2024, the Audit Committee held five meetings to review the Company's consolidated financial statements that had been certified by the external auditor and the Group's internal audit results and corrective actions. The Audit Committee provided the following opinions:

1. The Company's 2024 financial reports are accurate, complete, and reliable. The internal control systems for the financial reporting process were appropriate.
2. The Company complied with the securities laws, the Exchange's regulations, and other laws relating to the Company's businesses in all material aspects.
3. The Company's internal control systems and risk management process were appropriate and suitable. Assets are appropriately safeguarded, proper accounting records are maintained, and resources are effectively and efficiently utilized.
4. The Company's fundraising and investment activities, including asset valuation and the issuance of debentures, along with the capital management plan, align with objectives and appropriate disclosure to shareholders.
5. The Group Internal Audit Department has performed its duty appropriately and effectively.
6. PricewaterhouseCoopers ABAS, the Company's external auditor, is suitable and provides appropriate services.
7. The related transactions arising in 2024 were rational and contributed to optimal benefits for the Company.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

Mr. Sathaporn Kotheeranurak, shareholder, questioned on

1. What is the approach for assessing the appropriateness of the recorded value of intangible assets such as trademarks in the financial statements, to ensure that they continue to reflect the potential to generate future economic benefits appropriately? This includes the criteria or methods used for impairment assessment of trademarks in each accounting period, and how the key assumptions used in the evaluation are reviewed.
2. In the case where the Company revalues its land, what are the criteria and processes for selecting independent appraisers, and how does the Company ensure the quality of the appraisal? How are the potential impacts on the overall financial statements considered, including the implications for long-term strategic planning?

Mr. Chaiyapat Paitoon responded that the Company records asset values based on historical cost, which currently does not fully reflect the true value in the financial statements. The Company's brand portfolio of both hotel and restaurant businesses is strong; expanding and launching new brands in the untapped regions. The Company uses the Discounted Cash Flow (DCF) method to assess the overall business value, which provides insight into the Company's valuation. However, the accounting recognition of this value depends on the applicable regulations.

In terms of valuation, the Company revalues its land every three years by selecting appraisers who have the experience, knowledge, and expertise relevant to the Company's business. The appraisers must be reputable and recognized both domestically and internationally, and must be included in the list of approved appraisers by regulatory authorities. The Company conducts price comparisons through a transparent process. Additionally, the valuations are subject to review by the Company's auditors.

As there were no more questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting to consider and approve the proposed Financial Statements for the year ended December 31, 2024 and acknowledge the auditor's report as per details explained above.

**Resolution:** The Meeting considered and resolved to approve the proposed Financial Statements for the year ended December 31, 2024 and acknowledge the auditor's report as proposed. The resolution was passed by a majority of votes of the shareholders and proxy holders who attended the meeting and cast their votes as follows:

For:	4,268,849,129 Votes or	99.9238%
Against:	3,253,900 Votes or	0.0761%
Abstain:	153,300 Votes	

### **Agenda 3 To consider and approve the allocation of profit for the statutory reserve and dividend payment for the year 2024**

Mr. Emmanuel Jude Dillipraj Rajakarier explained to the Meeting that under Section 116 of the Public Limited Company Act, B.E. 2535 (1992) (as amended) (the "PLCA") and Article 38 of the Company's Articles of Association, the Company is required to set aside a legal reserve not less than 5% of net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of the Company. The reserve is non-distributable.

For the year 2024, the Company's legal reserve was 599.79 million Baht, which is not less than 10% of registered capital and meets the requirements of the law and the Articles of Association of the Company. Thus, there is no need to allocate any additional reserve.

In relation to the dividend payment for the year 2024 performance, under Section 115 of the PLCA, the Company is required to pay the dividends only out of profits. In a case where the Company has an accumulated loss, dividends shall not be paid.

The Company has the policy to pay dividends of not less than 30% of the core net profit of the consolidated financial statements after deducting legal reserves and other reserves each year. Dividend payment shall be made by taking into consideration on relevant factors, such as the Company's performance, liquidity, investment plans, business expansion and financial covenants, and subject to declaration by the Board of Directors for the shareholders' best interests.

The Board of Directors considered the matter and was of the opinion that:

1. There is no need to allocate any additional reserve because legal reserve has already been allocated in an amount of 599.79 million Baht which is in compliance with the requirements of the law and the Articles of Association of the Company.
2. The payment of annual dividend for the past performance ended year 2024 as follows:
  - 1) Pay cash dividend in the amount of 0.60 Baht per share. Dividend will be paid from operation performance during the period of January 1, 2024 – December 31, 2024 and retained earnings, in accordance with the dividend payment policy of the Company. However, on September 18, 2024, the Company already paid interim dividend for the first half of 2024 performance at the rate of 0.25 Baht per share. The remaining dividend at the rate of 0.35 Baht per share for the current shareholders of 5,669,976,977 ordinary shares, or in the amount of 1,984,491,942.00 Baht will be paid to shareholders.
  - 2) The Company will deduct withholding tax at the rate of 10% or 0.035 Baht per share from cash that shareholders will receive, and will distribute to shareholders the net dividends in the form of cash in the amount of 0.315 Baht per share.

The date for determining the rights of shareholders (Record Date) to receive dividend payments will be on May 8, 2025. The dividend payment date is set to be May 23, 2025.

<b>For performance of the year</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>
1. Core Net Profit (Million Baht)	2,019	7,132	8,390
2. Number of ordinary shares (Million shares)			
- Interim dividend	-	5,596	5,670
- <b>Final dividend</b>	<b>5,321</b>	<b>5,670</b>	<b>5,670</b>
3. Cash dividend payment per ordinary share (Baht per share)	0.25	0.57	<b>0.60</b>
- Interim dividend	-	0.25	0.25
- <b>Final dividend</b>	<b>0.25</b>	<b>0.32</b>	<b>0.35</b>
4. Total dividend payment (Million Baht)	1,331	3,213	<b>3,402</b>
- Interim dividend	-	1,399	1,417
- <b>Final dividend</b>	<b>1,331</b>	<b>1,814</b>	<b>1,984</b>
5. Dividend payout ratio* (%)	65.88	45.06	40.55

Note: \* Dividend payout ratio is calculated from dividend paid divided by core net profit

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting to consider and approve the no allocation of profit for additional statutory reserve and the dividend payment for the year 2024 as per details explained above.

**Resolution:** The Meeting considered and resolved to approve the no allocation of profit for additional statutory reserve and the dividend payment for the year 2024 as proposed. The resolution was passed with unanimous votes from the shareholders and proxy holders who attended the meeting and cast their votes as follows:

For:	4,272,097,591 Votes or	100.0000 %
Against:	0 Votes or	0.0000 %
Abstain:	153,300 Votes	

#### **Agenda 4 To consider and approve the election of the directors completing their term for the year 2025**

Mr. Emmanuel Jude Dillipraj Rajakarier informed the Meeting that he is a director vacated from the position by rotation in this year and asked Mr. Chaiyapat Paitoon to proceed this agenda.

Mr. Chaiyapat Paitoon informed the Meeting that according to Article 14 of the Company's Articles of Association, one-third of the Company's directors (or the number nearest to one-third), who serve as director for the longest term, shall retire from office. For this year, there are 3 directors to retire from their office, namely:

- Ms. Suvabha Charoenying Independent Director / Chairman of the Audit Committee / Chairman of the Nominating and Corporate Governance Committee / Member of the Compensation Committee
- Mr. Emmanuel Jude Dillipraj Rajakarier Director
- Mr. Anhul Chauhan Director

The Board of Directors acknowledged that Mr. Anhul Chauhan does not wish to be nominated for re-election after the completion of his terms of office. Therefore, the Board of Directors with recommendation of the Nominating and Corporate Governance Committee approved to nominate Mr. Soh Chin Hua to be elected as the Company's director to replace Mr. Anhul Chauhan, taking into consideration his qualifications, knowledge, capability and work experience. And the Board of Directors resolved to change the authorized signatory directors.

The Company had provided the shareholders with an opportunity to nominate individuals they consider appropriate to be selected as directors of the Company, including items for the AGM agenda. However, it appeared that on the expiration of the time specified, neither candidates for directorship nor the agenda have been proposed to the Company.

The Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee had carefully taken into consideration the qualifications, experience and expertise of the retiring directors with the best interest of the Company and was of the opinion that the qualifications of these 2 retiring directors: 1) Ms. Suvabha Charoenying and 2) Mr. Emmanuel Jude Dillipraj Rajakarier are in accordance with relevant rules, align with the Company's business and should be re-elected for another term and that the Meeting should consider and appoint Mr. Soh Chin Hua as a director in place of Mr. Anhul Chauhan.

Moreover, the Board of Directors has carefully and thoroughly considered the matter and concluded that Ms. Suvabha Charoenying, who has served as an independent director for over nine years and has been nominated for re-election, is a qualified individual with expertise in finance and accounting, which would benefit the company's operations. Ms. Suvabha Charoenying is capable of providing independent opinions and meets the legal requirements for independent directors. Therefore, the Board proposed that the Meeting consider re-electing Ms. Suvabha Charoenying as an independent director for another term.

(Details of credentials and background of each nominated person are in Enclosure 2 and Definition of Independent Directors of the Company is as prescribed in Enclosure 3).

Details of directors and their positions proposed for election are as follows:

No.	Persons proposed for election	Current Position
1.	Ms. Suvabha Charoenying	Independent Director / Chairman of the Audit Committee / Chairman of the Nominating and Corporate Governance Committee / Member of the Compensation Committee
2.	Mr. Emmanuel Jude Dillipraj Rajakarier	Director
3.	Mr. Soh Chin Hua	Director

And the Board of Directors resolved to change the authorized signatory directors as follows:

**Existing:** Any two out of four directors namely Mr. William Ellwood Heinecke, Mr. Emmanuel Jude Dillipraj Rajakarier, Mr. Anhul Chauhan and Mr. John Scott Heinecke, together jointly sign with the company's seal affixed.

**New:** Any two out of four directors namely Mr. William Ellwood Heinecke, Mr. Emmanuel Jude Dillipraj Rajakarier, Mr. Soh Chin Hua and Mr. John Scott Heinecke, together jointly sign with the company's seal affixed.

In addition, there is one vacant board seat, following the resignation of a director in August 2024 with a term lasting until this 2025 Shareholders' Annual General Meeting. The Company does not fill this vacancy, the total board seats will be down to 9 board seats until the shareholder meeting has a clear resolution specifying otherwise.

Details of credentials and background of each nominated person are in Enclosure 2.

Mr. Chaiyapat Paitoon opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Chaiyapat Paitoon requested the Meeting to consider and approve the election of the directors completing their term for the year 2025 as per details explained above.

Because this was Electronic Meeting, only vote against and abstention would be counted. The total number of votes against and abstention would then be deducted from the total number of votes.

**Resolution:** The Meeting considered and resolved to re-elect 1) Ms. Suvabha Charoenying and 2) Mr. Emmanuel Jude Dillipraj Rajakarier to serve as the Company's directors for another term and 3) appoint Mr. Soh Chin Hua as a director in place of Mr. Anhul Chauhan, whereas Ms. Suvabha Charoenying, who is nominated as independent director, should also be re-elected as Independent Director for another term.

The resolutions were passed for each individual director by a majority of votes of the shareholders and proxy holders who attended the meeting and cast their votes, the details of which are as follows:

1) Ms. Suvabha Charoenying	Independent Director / Chairman of the Audit Committee / Chairman of the Nominating and Corporate Governance Committee / Member of the Compensation Committee
For:	3,843,544,406 Votes or 89.9685 %
Against:	428,553,185 Votes or 10.0314 %
Abstain:	153,300 Votes
1) Mr. Emmanuel Jude Dillipraj Rajakarier	Director
For:	4,264,620,298 Votes or 99.8249 %
Against:	7,477,293 Votes or 0.1750 %
Abstain:	153,300 Votes
2) Mr. Soh Chin Hua	Director
For:	4,203,072,992 Votes or 98.3843 %
Against:	69,023,999 Votes or 1.6156 %
Abstain:	153,900 Vote

**Agenda 5 To consider and approve the directors' remuneration for the year 2025**

Mr. Emmanuel Jude Dillipraj Rajakarier reported to the Meeting that the Board of Directors with the recommendation of the Nominating and Corporate Governance Committee, considered and determined guidelines for fixing directors' remuneration by taking into consideration the industry practice, duties and responsibilities of directors and the performance of the Company, business size, net profit and current economic conditions, and proposed the following directors' remuneration for the year 2025, of which the details were provided in the Enclosure 4 of the invitation:

- 2025 directors' remunerations (same rate as of 2024)

<b>Director Remuneration (Baht)</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>
<b>Directors</b>			
<b>For Executive Director (per annum per director)</b>	250,000	250,000	250,000
<b>For Non-executive Director</b>			
Quarter Meeting (per quarter meeting per director)	300,000	300,000	300,000
Other Meeting (per meeting per director)	25,000	25,000	25,000
<b>Audit Committee</b>			
<b>For Chairman of the Audit Committee</b>			
Annual Fee	300,000	300,000	300,000
Meeting Fee (per meeting)	60,000	60,000	60,000
<b>For Member of the Audit Committee</b>			
Annual Fee (per person)	175,000	175,000	175,000
Meeting Fee (per meeting per person)	40,000	40,000	40,000
<b>Compensation Committee</b>			
<b>Annual Fee</b>			
For Chairman of the Compensation Committee	150,000	150,000	150,000
For Member of the Compensation Committee (per annum per person)	100,000	100,000	100,000
<b>Meeting Fee (per meeting per person)</b>	25,000	25,000	25,000
<b>Nominating and Corporate Governance Committee</b>			
<b>Annual Fee</b>			
For Chairman of the Nominating and Corporate Governance Committee	150,000	150,000	150,000
For Member of the Nominating and Corporate Governance Committee (per annum per person)	100,000	100,000	100,000
<b>Meeting Fee (per meeting per person)</b>	25,000	25,000	25,000
<b>Sustainability and Risk Management Oversight Committee</b>			
<b>Annual Fee</b>			
For Chairman of the Sustainability and Risk Management Oversight Committee	150,000	150,000	150,000
For Member of the Sustainability and Risk Management Oversight Committee (per annum per person)	100,000	100,000	100,000
<b>Meeting Fee (per meeting per person)</b>	25,000	25,000	25,000

- Annual bonus for Non-Executive Directors at the rate of not more than 0.2% of cash dividend, whereby the Board of Directors will determine the allocation of the bonus.

In addition to the remuneration, directors also received director privileges, of which value is equivalent to 25,000.00 Baht as defined per property per year.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting to consider and approve the directors' remuneration for the year 2025 as per details explained above.

Shareholders who have held the position as the Company's directors did not vote in this agenda to avoid having conflicts of interest.

**Resolution:** The Meeting considered and resolved to approve the directors' remuneration for the year 2025 as proposed. The resolution was passed by a vote of not less than two-thirds of the total number of votes of the shareholders and proxy holders who attended the meeting, as follows:

For:	3,466,546,048 Votes or	98.7661 %
Against:	43,153,716 Votes or	1.2295 %
Abstain:	153,900 Votes	0.0043 %

**Agenda 6 To consider and approve the appointment of the auditors for the year 2025 and the auditing fee**

Mr. Emmanuel Jude Dillipraj Rajakarier informed the meeting that the Board of Directors and audit committee had considered and proposed that the Meeting consider and approve the appointment of the following recommended auditors and the auditing fee for the year 2025 to comply with section 120 of the PLCA and Article 32 (5) of the Articles of Association of the Company, namely:

- 1) Mr. Paiboon Tunkoon Certified Public Accountant (Thailand) No. 4298 and/or
- 2) Ms. Amornrat Pearmpoonvatanasuk Certified Public Accountant (Thailand) No. 4599 and/or
- 3) Ms. Sinsiri Thangsombat Certified Public Accountant (Thailand) No. 7352

of PricewaterhouseCoopers ABAS Limited be appointed as the Company's and most of the Company's subsidiaries auditors for the year 2025.

The Board of Directors also proposes the Meeting to consider and approve the audit fees for the year 2025 of not more than 2,425,500 Baht, which is 5% increase from 2024 audit fees.

Unit: Baht	2024	2025
Audit fee	2,310,000	2,425,500

The aforementioned audit fee for the year 2024 paid to PricewaterhouseCoopers ABAS Limited excluded the non-audit fees of 150,000.00 Baht.

Credentials and background of auditors are in Enclosure 5 of the invitation.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting consider and approve the appointment of the auditors for the year 2025 and the auditing fee as per details explained above.

**Resolution:** The Meeting considered and resolved to approve the appointment of the auditors for the year 2025 and the auditing fee as proposed. The resolution was passed by a majority of votes of the shareholders and proxy holders who attended the meeting and cast their votes as follows:

For:	4,265,800,060	Votes or	99.8518 %
Against:	6,329,931	Votes or	0.1481 %
Abstain:	153,900	Votes	

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

Mr. Piyapong Prasaththong, shareholder, questioned on how the Company has been affected by the earthquake in Myanmar on March 28 and the international trade policy situation under President Donald Trump.

Mr. Chaiyapat Paitoon responded that following the recent earthquake in Myanmar, the Company's restaurant business experienced only minor impact at two restaurants located in Myanmar. As for the hotels, there were some booking cancellations initially; however, the situation has since normalized, with bookings increasing. During the recent Songkran holiday, RevPAR rose by 5% year-on-year. In the first quarter of the year, RevPAR grew by 10% domestically and 8% in Europe.

Regarding international trade policies, the Company continues to closely monitor developments. These policies may result in potential increases in construction material prices and construction costs for hotels across the world, leading to possible development delays for some competitors. However, the Company does not have many green field hotel development. Instead, it is expanding through an asset-light strategy, e.g. hotel management contracts and food franchising, which does not incur any investment or financial obligation. Furthermore, the Company maintains a well-diversified portfolio and is not directly dependent on the U.S. market.

There are no further matters proposed and questions raised by shareholders. Mr. Emmanuel Jude Dillipraj Rajakarier thanked all meeting participants and declared the Meeting closed at 14.36 hrs.

Signed \_\_\_\_\_ -Signed- \_\_\_\_\_

Mr. William E. Heinecke

Chairman

### Additional questions from Shareholders

Mr. Weerawat Prueksanubal, a shareholder sent question in advance, asked about when the on-site meeting, along with the option to join via e-meeting, is scheduled to take place?

Ans: The Company will take the suggestions into consideration for the next meeting.